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If you have sold or transferred all your shares in Easou Technology Holdings Limited, you should at once hand this circular, together with the enclosed 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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Easou Technology Holdings Limited
宜搜科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2550)

**PROPOSED ADOPTION OF THE 2025 SHARE AWARD SCHEME II;
PROPOSED PLANS ON SUBSCRIPTION OF
WEALTH MANAGEMENT PRODUCTS;
PROPOSED REFRESHMENT OF GENERAL MANDATE;
AND
NOTICE OF EGM**

**Independent Financial Adviser to
the Independent Board Committee and the Independent Shareholders**



A notice convening the EGM of Easou Technology Holdings Limited to be held at Room 403, Building 5C, Software Industry Base, Keyuan Road, Nanshan District, Shenzhen, China on Friday, March 27, 2026 at 10:30 a.m. is set out on pages 81 to 85 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.easou.cn). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. before 10:30 a.m. on Wednesday, March 25, 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting if they so wish, and in such event, the relevant form of proxy shall be deemed to be revoked.

March 9, 2026

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DEFINITIONS

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

“2025 AGM”	the annual general meeting of the Company held on June 27, 2025;
“2025 Share Award Scheme I”	the share award scheme adopted by the Board on December 2, 2025, which is funded by existing Shares;
“2025 Share Award Scheme II”	the share award scheme to be adopted at the EGM, which will constitute a share scheme involving the grant by the Company of new Shares for the purpose of Chapter 17 of the Listing Rules;
“Acceptance Date”	the date upon which an offer of an Award under the 2025 Share Award Scheme II must be accepted by the relevant Eligible Participant, being a date not later than 28 days after the grant date;
“Adoption Date”	the date of conditional adoption of 2025 Share Award Scheme II by the shareholders of the Company. The effectiveness of the 2025 Share Award Scheme II is subject to the conditions set out in 2025 Share Award Scheme II;
“Allotment Date”	the date on which Shares are allotted to a Grantee (or any other person so permitted pursuant to the 2025 Share Award Scheme II) pursuant to the Award granted and vested under the 2025 Share Award Scheme II;
“Articles”	the articles of association of the Company as amended from time to time;
“associate”	has the meaning given to it by the Listing Rules;
“Award”	an award of the Awarded Shares granted by the Company pursuant to 2025 Share Award Scheme II to the Grantees;
“Awarded Share(s)”	such number of Shares subject to an Award as determined by the Board;
“Bankruptcy Ordinance”	the Bankruptcy Ordinance (Chapter 6 of the Laws of Hong Kong) as amended from time to time;

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“Board”	the board of Directors;
“Board Lot”	the board lot in which the Stock Exchange is open for the business of dealing in securities;
“Cancellation Date”	in respect of an Award, the effective date of cancellation of the Award in whole or in part as specified in the notice in writing given by the Board to the Grantee in accordance with the terms of 2025 Share Award Scheme II;
“Clawback”	in respect of any Awards granted to an Eligible Participant, the return or repayment of all or a specific part of such Awards by such Eligible Participant and/or the ceasing or variation of the Eligible Participant’s entitlement to receive or be vested with all or a specified part of any such Awards which have not yet been vested in the Eligible Participant;
“Company”	Easou Technology Holdings Limited (宜搜科技控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on February 9, 2022 and the shares of which are listed on the Stock Exchange with stock code 2550;
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Culpable Termination”	termination of the employment of an Employee Participant or a Related Entity participant (as the case may be) on the grounds that he has been guilty of serious misconduct, or there exists grounds allowing his summary dismissal under his employment contract or under common law, or he is unable or has no reasonable prospects of being able to pay his debts within the meaning of the Bankruptcy Ordinance or any other applicable law, or he has become otherwise insolvent or has made any arrangement or composition with his creditors generally, or he has been convicted of any criminal offence involving his integrity or honesty;
“Director(s)”	director(s) of the Company;

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“EGM”	the extraordinary general meeting of the Company to be held and convened for the purpose of considering and, if thought fit, approving the adoption of the 2025 Share Award Scheme II, the Subscription Plan and the grant of the New General Mandate;
“Eligible Participant(s)”	an Employee Participant, a Related Entity Participant or a Service Provider, provided that the Board shall have absolute discretion to determine whether or not one falls within the above category;
“Employee Participant(s)”	a Director or an employee of the Company or any of its subsidiaries (including a person who is granted Awards as an inducement to enter into employment contracts with these companies) selected by the Board for participation in 2025 Share Award Scheme II, provided always that such term shall exclude any person who at the relevant time has tendered his resignation or who is working out his period of notice pursuant to his employment contract or where in the view of the Board compliance with applicable laws and regulations in such place make it necessary or expedient to exclude such employee;
“Excluded Participant”	any Eligible Participant who is resident in a place where the grant of an Award and/or the vesting and distribution of the Awarded Shares pursuant to the terms of the 2025 Share Award Scheme II is not permitted under the laws or regulations of such place or where in the view of the Board, compliance with applicable laws or regulations in such place makes it necessary or expedient to exclude such Eligible Participant;
“Existing General Mandate”	the general mandate duly approved and granted by the Shareholders at the 2025 AGM;
“Global Offering”	the Hong Kong Public Offering (as defined in the Prospectus) and the International Offering (as defined in the Prospectus);
“Grant Date”	the date of the Board resolution approving the grant of Awards, which must be a business day;

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“Grant Letter”	the offer letter forwarded by the Board to the relevant Eligible Participant(s) specifying details of the grant of Awards pursuant to the 2025 Share Award Scheme II;
“Grantee”	any Eligible Participant who accepts the offer of the grant of an Award in accordance with the terms of the 2025 Share Award Scheme II or (in the case of an Eligible Participant being an individual and where the context so permits) the legal personal representative(s) entitled to any such Award in consequence of the death of the relevant Eligible Participant;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong SAR;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Independent Board Committee”	an independent committee of the Board comprising of all the independent non-executive Directors to advise the Independent Shareholders in respect of the grant of the New General Mandate;
“Independent Financial Adviser”	WRISE Capital Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance, being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the grant of the New General Mandate and the revenue growth management transactions of the Company;
“Independent Shareholders”	Shareholder(s) other than the controlling shareholders and their respective associates, or, if there is no controlling shareholder, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates;

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“Independent Third Party(ies)”	person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is/are not connected (within the meaning of the Listing Rules) with our Company
“July Placing”	the private placing and allotment and issue of Shares by the Company pursuant to the terms and conditions of the placing and subscription agreement dated July 24, 2025;
“June Placing”	the private placing and allotment and issue of Shares by the Company pursuant to the terms and conditions of the placing and subscription agreement dated June 20, 2025;
“Latest Practicable Date”	March 5, 2026 being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time;
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules;
“New General Mandate”	the new mandate proposed to be sought at the EGM to authorise the Directors to allot, issue and deal with Shares not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the relevant resolution at the EGM (excluding any Shares held in treasury, if any);
“Non-Executive Director Retirement”	the retirement of a non-executive Director (including independent non-executive Director) who retires pursuant to the Company’s Articles and who notifies the Company that he is not offering himself for re-election at the Company’s annual general meeting;
“Performance Targets”	the targets set by the Board in relation to a grant of Award to a director or senior management of the Company, as may be amended by the Board from time to time;

DEFINITIONS

“PRC”	the People’s Republic of China which shall, for the sole purpose of this circular, exclude Hong Kong SAR, Macao Special Administrative Region and Taiwan Region;
“Prospectus”	the prospectus of the Company dated May 30, 2024;
“Purchase Price”	the price per Share at which a Grantee may subscribe for a Share on the vesting of an Award pursuant to the 2025 Share Award Scheme II;
“Related Entity”	any holding company, fellow subsidiary or associated company of the Company;
“Related Entity Participant”	any director or employee of Related Entity;
“Remuneration Committee”	remuneration committee of the Company;
“RMB”	Renminbi Yuan, the lawful currency of the PRC;
“Scheme Mandate Limit”	the total number of Shares which may be issued in respect of all options and awards to be granted under the Share Option Scheme, the 2025 Share Award Scheme II and any other schemes of the Company under which new Shares will be issued;
“Service Provider Sublimit”	a sublimit under Scheme Mandate Limit, the total number of Shares which may be issued in respect of all options and awards to be granted to service providers under the 2025 Share Award Scheme II and any other schemes of the Company;
“Service Providers”	persons who provide services to the Group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long term growth of the Group, including the following person who is not a director or an employee of the Company or any other member of the Group: (a) a supplier of goods or services, such as authorizations for the use of digital contents including novels, short drama series and games, product promotion services for such digital contents and supply of computer power, to any member of the Group and its associated companies (the “Suppliers”);

DEFINITIONS

- (b) a consultant providing business consulting services to the Group and its associated companies, including but not limited to professional advice on strategic planning, market analysis, and operational optimization on online literature recommendation services, digital marketing services, online games publishing services and other digital content services of the Group (the “**Business Consultants**”);
- (c) a business partner or joint venture partner, engaged by any member of the Group and its associated companies from time to time, who provide support with respect to funding, industry operational expertise, technologies and/or marketing channels to explore further business opportunities (the “**Business Partners**”);
- (d) a contractor engaged by any member of the Group and its associated companies from time to time to implement the projects of the Group such as script adaptation, filming, editing, and post-production of the Company’s short drama series (the “**Contractors**”);
- (e) an agent or representative engaged by any member of the Group and its associated companies from time to time to provide assistance on the Group’s businesses, such as an advertising agent engaged to promote the app for short drama series in overseas markets by acquiring users through localized marketing channels (the “**Agents**”); and
- (f) a person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to any member of the Group and its associated companies, such as the product/service design, market research, R&D of the artificial intelligence technologies and legal, financing and human resource consultancy (“**Other Service Providers**”).

DEFINITIONS

For the avoidance of doubt, Service Provider may not include placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions, as well as professional service providers such as auditors or valuers who provide assurance, or are required to perform their services with impartiality and objectivity. The criteria for determining a person's eligibility under each category of Service Provider shall be determined by the Board from time to time based on the Group's business needs and/or industry norm;

"Share(s)"	ordinary share(s) with a nominal value of US\$0.00001 each in the share capital of our Company;
"Shareholder(s)"	the holder(s) of the Share(s);
"Share Option Scheme"	the share option scheme of the Company adopted by the Shareholders on May 17, 2024;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Subscription Plan"	the plan to subscribe for wealth management products from the financial institution(s) in an aggregate principal amount of not more than HK\$180.0 million (or equivalent amount in other currencies);
"Vesting Period"	in respect of an Award, the minimum period for which an Award must be held before it can be vested as the Board may in its absolute discretion determine; and
"%"	per cent.



Easou Technology Holdings Limited
宜搜科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2550)

Executive Directors:

Mr. Wang Xi (*Chairman and
Chief Executive Officer*)
Mr. Chen Jun (*Chief Financial Officer*)
Mr. Zhao Lei (*Chief Operating Officer*)

Registered Office:

Suite 102, Cannon Place, P.O. Box 712
North Sound Rd
George Town Grand Cayman
KY1-9006, Cayman Islands

Independent Non-executive Directors:

Mr. Zhu Jianfeng
Mr. An Yingchuan
Ms. Meng Xue

*Headquarters and principal place of business
in the PRC:*

Room 403, Building 5C
Software Industry Base
Keyuan Road, Nanshan District
Shenzhen, China

Principal Place of Business in Hong Kong:

Office No. 6, 13th Floor
Strand 50, No. 50 Bonham Strand
Sheung Wan, Hong Kong

March 9, 2026

To: the Shareholders of the Company

Dear Sir or Madam,

**PROPOSED ADOPTION OF THE 2025 SHARE AWARD SCHEME II;
PROPOSED PLANS ON SUBSCRIPTION OF
WEALTH MANAGEMENT PRODUCTS;
PROPOSED REFRESHMENT OF GENERAL MANDATE;
AND
NOTICE OF EGM**

INTRODUCTION

This circular contains information relating to, among others, (i) details of the principal terms of the 2025 Share Award Scheme II; (ii) details of the Subscription Plan; (iii) details of the proposed grant of the New General Mandate, the recommendation from the Independent Board Committee to the Independent Shareholders, and the recommendation from the Independent Financial Adviser in relation to the proposed grant of the New General Mandate, to seek approval by the Shareholders at the EGM in connection with such matters.

LETTER FROM THE BOARD

PROPOSED ADOPTION OF THE 2025 SHARE AWARD SCHEME II

Adoption of the 2025 Share Award Scheme II

Reference is made to the Company's announcement dated December 3, 2025.

For the purpose of Chapter 17 of the Listing Rules, the 2025 Share Award Scheme II will constitute a share scheme involving the grant by the Company of new Shares. It is also intended that the Company may also utilise treasury shares (if any) that it holds from time to time to satisfy Award to be made under the 2025 Share Award Scheme II. Accordingly, the adoption of the 2025 Share Award Scheme II will be subject to, among others, the Shareholders' approval at the EGM.

The Company adopted the Share Option Scheme on May 17, 2024, under which the categories of eligible participants are generally the same with those of the Eligible Participants under the 2025 Share Award Scheme II, namely employees, related entity participants and service providers. Despite the overlap of eligible participants between the Share Option Scheme and the 2025 Share Award Scheme II, the adoption of the 2025 Share Award Scheme II broadens the types of equity incentives that the Company can utilise as part of its incentive strategy considering that share options and share awards have different nature. For instance, the grant of share options is generally more time-vested and performance-based as the grantees benefit when the prices of the Shares rise above the exercise price, while the grant of actual shares provides immediate value upon vesting. The Board believes that the combination of share option scheme and share award scheme in the Company's equity incentive tools allows the Company to structure competitive incentive packages that can be tailored to different types of participants and different market conditions.

As of the Latest Practicable Date, the Company did not have any Shares held in treasury.

The 2025 Share Award Scheme II shall come into effect on the date on which the following conditions are fulfilled: (i) the Shareholders' approval at the EGM; and (ii) the approval of the Stock Exchange for the listing of, and permission to deal in, the Shares (representing the initial Scheme Mandate Limit) to be allotted and issued in accordance with the terms and conditions of the 2025 Share Award Scheme II and any other schemes of the Company.

Application will be made by the Company to the Stock Exchange for the approval of the listing of, and permission to deal in, the new Shares (representing a maximum of 10% of the total number of issued Shares as at the Adoption Date) which may be issued in respect of all awards to be granted under the 2025 Share Award Scheme II and any other share scheme(s) of the Company.

LETTER FROM THE BOARD

Assuming that the 2025 Share Award Scheme II will be approved by the Shareholders for adoption on the EGM, on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the date of the EGM, the total number of Shares which may be issued in respect of all options and awards to be granted under the Share Option Scheme, the 2025 Share Award Scheme II and any other share scheme(s) of the Company under which new Shares or options over new Shares of the Company will be issued is 45,205,424, representing 10% of the total number of issued Shares as at the Adoption Date.

As of the Latest Practicable Date, the Company has not appointed trustee for the 2025 Share Award Scheme II. None of the Directors will be the trustee under the 2025 Share Award Scheme II, or will have any direct or indirect interest in the trustee under the 2025 Share Award Scheme II. The trustee to be appointed for the 2025 Share Award Scheme II will be an Independent Third Party. As at the Latest Practicable Date, to the best knowledge, information and belief of the Directors, none of the Shareholders have a material interest in the proposed adoption of the 2025 Share Award Scheme II and the transactions contemplated thereunder and would be required to abstain from voting at the EGM.

Principal Terms of the 2025 Share Award Scheme II

Purposes and Eligibility

The purposes and objectives of the 2025 Share Award Scheme II are to recognise the contributions by certain Eligible Participant(s); to give incentives thereto in order to retain and motivate them for the continual operation and development of the Group; and to attract suitable personnel for further development of the Group, by providing them with the opportunity to acquire equity interests in the Company.

The basis of determining the eligibility of each Eligible Participant, including the criteria for determining a person's eligibility under each category of Eligible Participant, the price payable on acceptance (if any) of any Award by any Eligible Participant, the Purchase Price (if any) and the number of Awarded Shares under any Award shall be determined by the Board absolutely. The assessing factors shall include, but not limited to, the following:

- (a) for Employee Participants – the individual performance, time commitment, responsibilities or employment conditions according to the prevailing market practice and industry standard, the length of employment with the Group and the individual contribution or potential contribution to the development and growth of the Group;
- (b) for Related Entity Participants – the degree of involvement in and/or cooperation with the Group, the length of collaborative relationship the Related Entity Participant has established with the Group, the amount of support, assistance, guidance, advice, efforts and contributions the Related Entity Participant has exerted and given towards the success of the Group, and the amount of potential support, assistance, guidance, advice, efforts and contributions the Related Entity Participant is likely to be able to give or make towards the success of the Group in the future; and

LETTER FROM THE BOARD

- (c) for Service Providers – the following factors:
- (i) Suppliers: transaction amount, relevant profit arising from the products/services provided by the Suppliers, quality of products/services, frequency of cooperation, length of business relationship and significance of the overall business relationship with the Group;
 - (ii) Business Consultants: level of professionalism, qualifications, experiences, significance of the relevant projects and the results of the projects;
 - (iii) Business Partners: level of professionalism, experiences, significance of the relevant projects and the significance of the resources provided by such Business Partners;
 - (iv) Contractors: level of professionalism, experiences, significance of the relevant projects and the significance of the resources provided by such Contractors;
 - (v) Agents: level of professionalism, experiences, significance of the relevant projects and the significance of the resources provided by such Agents; and
 - (vi) Other Service Providers: level of professionalism, experiences, significance of the relevant projects and the results of the projects.

The Directors (including the independent non-executive Directors) are of the view that the eligibility of Employee Participants, Related Entity Participants and Service Providers to participate in the 2025 Share Award Scheme II is consistent with the purposes of the 2025 Share Award Scheme II, which enable the Group to preserve its cash resources and use share incentives to encourage persons both inside and outside of the Group to contribute to the Group and align the mutual interests of each party, as the Company on one hand and the Employee Participants, Related Entity Participants and Service Providers on the other hand, by holding on to equity incentives, will mutually benefit from the long-term growth of the Group.

Although the Company has not granted, and does not have any immediate plan to grant, any options nor awards to the Related Entity Participants nor Service Providers as at the Latest Practicable Date, Related Entity Participants and Service Providers have been included in the definition of Eligible Participants in the Company's past and current share schemes, as is in line with the industry norm.

LETTER FROM THE BOARD

The Directors (including the independent non-executive Directors) are of the view that apart from the contributions from employees, the success of the Group might also come from the efforts and contributions from non-employees (including Related Entity Participants and Service Providers) who have contributed to the Group or may contribute to the Group in the future. Grant of options and awards to Related Entity Participants and Service Providers would not only align the interest of the Group with such grantees, but also strengthen their loyalty to the Group and provide incentives for (i) a higher degree of their participation and involvement in promoting the business of the Group; and (ii) maintaining a stable and long-term relationship with the Group. Through the grant of options and/or awards, the interest of such Related Entity Participants and Service Providers will be aligned with that of the Group in promoting the growth and development of the Group's business.

In respect of the Related Entity Participants, the Company and the Related Entity Participants have always had a close working relationship. Despite that Related Entity Participants may not be directly appointed and employed by the members of the Group, such Related Entity Participants are nonetheless valuable human resources to the Group given their close corporate and collaborative relationships. They may be involved in business engagements relating to or having connections with the Group's businesses. For instance, the employees of certain associated companies of the Company might contribute to the Group's businesses through the contemplated collaboration between the Group and such associated companies. The Company believes that it is important to recognize the contribution or future contribution of such Related Entity Participants by giving them incentive through their participation in the 2025 Share Award Scheme II. In particular, for those Related Entities in which the Group has significant interest, their growth and development would contribute to the financial performance of the Group, thereby allowing the Group to share and benefit from the positive results of these Related Entities. It is therefore in the interest of the Company and the Shareholders, and is in line with the objectives of the 2025 Share Award Scheme II to include the Related Entity Participants, who the Company can incentivize with the grant of share options and/or award shares in order to strengthen their loyalty with the Group even though they may not be directly employed by the Group, and to in turn facilitate a higher degree of collaboration and closer business relationships and ties between the Related Entities and the Group; while the Related Entities may consider granting share options or award shares to those employees, given that the same employees may be utilized by the Company to assist with its projects, they would also provide service to the Company despite not being directly employed by the Group, and hence the Board is of the view that it would be in the Company's interest to also grant share options and/or award shares to those Related Entity Participants in recognition of their contribution to the Company.

LETTER FROM THE BOARD

In respect of the Service Providers, the Group has, in its ordinary and usual course of business, always relied on (i) suppliers of goods or services to any member of the Group and its associated companies; (ii) consultants providing business consulting services to the Group and its associated companies; (iii) business or joint venture partners, contractors, agents or representatives in the industry of any member of the Group and its associated companies; (iv) persons or entities that provide design, research, development or other support or any advisory, consultancy, professional services to any member of the Group and its associated companies; and (v) associates of any of the foregoing persons. It is believed that the Group's success is attributable to the high quality of goods and services provided by such persons, entities and suppliers. Moreover, Service Providers may not always be able to serve as full-time or part-time employees of the Group due to a variety of reasons. For example, these persons may have stepped down from employment position with the Group, or they may be experienced in their own fields and professionals with lots of business connections but cannot serve the Group as employees, or they may prefer to remain self-employed.

Amongst Service Providers, suppliers, business or joint venture partners, contractors or agents directly contribute to the long-term growth of the Group's business by providing services that are of a continuing and recurring nature in the ordinary and usual course of the Group's business. These Service Providers are closely connected to and crucial to the Group's day-to-day operations which spans across procurement, sales, manufacturing, marketing and research and development, and their contribution directly impacts the results of operations of the Group. Service providers also include advisors and consultants with relevant expertise in fields related to the relevant industries. Such service providers contribute to the long-term growth of the Group by advising or consulting on a set of specialised skills and knowledge in the business activities of the Group. As these Service Providers possess industry-specific knowledge or expertise and often have extensive experience and understanding of the market, they are able to provide insight on areas such as market development, technological trends and innovations, technical specifications and licensing requirements for products, as well as marketing. The strategic advice and guidance provided by engaging these Service Providers benefit the Group in its ordinary and usual course of business and often allows it to more effectively plan its future business strategies for long-term growth.

It is also an industry norm in the Company's industry to grant share options and/or award shares to their respective related entity participants and service providers in recognition of their contribution. For example, one of the Company's industry peers announced that they would consider granting share options and/or award shares to its independent contractors, consultants, agents, advisers and suppliers engaged to provide services in relation to research and development, engineering or technical contribution, the design or development or distribution of products/services, product commercialization, marketing, innovation upgrading, strategic/commercial planning on corporate image, investor relations, etc. As of the Latest Practicable Date, the Company has not granted any share options and/or award shares to any Related Entity Participant or Service Provider, nor identified any specific contribution that shall be rewarded through the grant of Awards.

LETTER FROM THE BOARD

Based on the above, the Directors (including the independent non-executive Directors) are of the view that the inclusion of the Related Entity Participants and Service Providers in the 2025 Share Award Scheme II is in line with the purpose of the 2025 Share Award Scheme II, is fair and reasonable, in line with the industry norm and in the interests of the Company and the Shareholders as a whole because this gives the Company the flexibility to grant options and awards (instead of cash reward or other settlement) to the Related Entity Participants and Service Providers when necessary.

Scheme Mandate Limit and Service Provider Sublimit

The Scheme Mandate Limit is the total number of Shares which may be issued in respect of all options and awards to be granted under the Share Option Scheme, the 2025 Share Award Scheme II and any other schemes of the Company under which new Shares or option over new Shares will be issued, but excluding the 2025 Share Award Scheme I which involves existing Shares of the Company only, and, assuming that no further Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of the EGM, shall not in aggregate exceed 45,205,424 Shares, representing 10% of the total number of issued Shares as at the Adoption Date. On April 3, 2025, share options to subscribe for an aggregate of 4,030,400 Shares, representing approximately 0.9% of the total number of issued Shares as at the Latest Practicable Date, were granted to 129 eligible participants (including three executive Directors, namely Mr. Wang Xi, Mr. Chen Jun and Mr. Zhao Lei) pursuant to the Share Option Scheme, which entitled each holder to subscribe for the Shares upon exercise of the relevant share options at an exercise price of HK\$3.924 per Share.

The Service Provider Sublimit, being a sublimit under the Scheme Mandate Limit, is the total number of Shares which may be issued in respect of all options and awards to be granted to the Service Providers under the 2025 Share Award Scheme II and any other schemes of the Company under which new Shares or options over new Shares will be issued, but excluding the 2025 Share Award Scheme I which involves existing Shares of the Company only, and assuming that no further Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of the EGM, shall not in aggregate exceed 4,520,542, representing 1% of the total number of issued Shares as at the Adoption Date.

The Service Provider Sublimit was determined after considering the service provider sublimit set by other listed companies, the potential dilution effect that may arise from grants to Service Providers, and the fact that the Company expects that options and awards will mostly be granted to Employee Participants but would like to retain the flexibility to grant options and awards to Service Providers for the reasons mentioned and hence limit such grants to a relatively small portion of the Scheme Mandate Limit, which is 1% of the issued Shares as at the Adoption Date.

LETTER FROM THE BOARD

The Directors (including the independent non-executive Directors) are of the view that the Service Provider Sublimit is appropriate and reasonable, and such a limit provides the Group with flexibility to provide equity incentives (instead of expending cash resources in the form of monetary consideration) to reward and collaborate with persons who are not employees or officers of the Group, but who may have exceptional expertise in their field or who may be able to provide valuable expertise and services to the Group, which is in line with the purposes of the 2025 Share Award Scheme II.

Administration and Operation

The 2025 Share Award Scheme II shall be subject to the administration of the Board whose decision on all matters arising in relation to the 2025 Share Award Scheme II or its interpretation or effect shall (save as otherwise provided in the 2025 Share Award Scheme II) be final and binding on all parties. The Board may delegate any or all of its powers in relation to the 2025 Share Award Scheme II to any of its committees.

Pursuant to the 2025 Share Award Scheme II, without prejudice to the Board's general power of administration, to the extent not prohibited by applicable laws and regulations, the Board may from time to time appoint one or more trustees in respect of granting, administration or vesting of any Awarded Shares and may determine the terms and conditions of any such appointment.

Pursuant to the 2025 Share Award Scheme II, the Board is entitled to impose any condition (including, without limitation, any Performance Target) as it deems appropriate with respect to the entitlement of the Eligible Participant to the Awarded Shares provided that such condition is communicated to such Eligible Participant at the same time as he is notified of his Award pursuant to terms of the 2025 Share Award Scheme II. Performance Target shall normally be tested over a performance period of at least three financial years of the Company (or such other period as the Board may from time to time determine); may relate to the performance of the Eligible Participant (who is a director or senior management of the Company), the Company, one or more of its subsidiaries, the business or functional unit or department for which such Eligible Participant works or the strategic or business initiatives or projects for which such Eligible Participant is responsible or in relation to which he is actively involved in developing, implementing or completing, or any combination of the above; may be relative to the performance of one or more comparators, benchmarks, indices or other measures. Specifically, the Company will consider the nature of duties or services provided by the Eligible Participants (if applicable) to formulate the suitable Performance Target before granting the Awards, including (i) the contribution to the Group with indicators such as revenue, profit and performance indicators for the Employee Participants and the Related Entity Participants; and (ii) the benefit and strategic value of the cooperative relationships, such as the revenue and profit that are expected to be generated from the cooperative relationships, for the Service Providers.

LETTER FROM THE BOARD

Vesting Period

The vesting of any Awards under the 2025 Share Award Scheme II shall be subject to the Vesting Period to be determined by the Board in its absolute discretion, which shall be specified in the grant letter. Only insofar as and for so long as the Listing Rules require, the Vesting Period for an Award under the 2025 Share Award Scheme II shall not be less than 12 months, unless the Board determines in its sole discretion that the Awards granted to Employee Participants may be less than 12 months under the following specific circumstances:

- (a) grants of “make-whole” Awards to new joiners to replace the share awards they forfeited when leaving the previous employers;
- (b) grants of Awards to a Grantee whose employment is terminated due to death or disability or uncontrollable event. In those circumstances the vesting of Awards may accelerate;
- (c) grants of Awards with performance-based vesting conditions provided in these rules of the 2025 Share Award Scheme II in lieu of time-based vesting criteria;
- (d) grants of Awards made in batches during a year for administrative and compliance reasons (may include Awards that should have been granted earlier but had to wait for a subsequent batch. In such cases, the Vesting Periods may be shorter to reflect the time from which an Award would have been granted);
- (e) grants of Awards with a mixed or accelerated vesting schedule such as where the Awards may vest evenly over a period of 12 months;
- (f) grants of Awards with a total vesting and holding period of more than 12 months; and
- (g) such other circumstances as specified in the rules of the 2025 Share Award Scheme II. Please refer to Appendix III to this circular for further details.

The Directors (and the Remuneration Committee in respect of grants of Awards to the Directors and/or senior management) are of the view that the Vesting Period for Awards granted to Employee Participants may be less than 12 months under specific circumstances as set out above is appropriate because such arrangement is in line with the requirements under the Listing Rules and market practice, and gives the Company flexibility to provide a competitive remuneration package to reward exceptional performers with accelerated vesting or in exceptional circumstances where justified, which is in line with the purpose of the 2025 Share Award Scheme II.

LETTER FROM THE BOARD

Voting Rights and Entitlements

Pursuant to the 2025 Share Award Scheme II, no Grantee shall enjoy any rights of a Shareholder by virtue of the grant of an Award pursuant to the 2025 Share Award Scheme II, unless and until Shares are actually issued/transferred to the Grantee pursuant to the vesting of an Award. The Awards do not carry any right to vote in general meeting of the Company, or the right to dividend and other rights, including those arising on a liquidation of the Company. A Share issued/transferred upon the vesting of an Award shall not carry rights until the registration of the Grantee (or any other person so permitted pursuant to the 2025 Share Award Scheme II) as the holder thereof.

Lapse of Awards

Pursuant to the 2025 Share Award Scheme II, an Award shall lapse automatically on the earliest of:

- (a) the Acceptance Date if the Award is not accepted by the Eligible Participant on or before the Acceptance Date;
- (b) the date of the commencement of the winding-up of the Company;
- (c) there is an unsatisfied judgement, order or award outstanding against the Grantee or the Board has reason to believe that the Grantee is unable to pay or to have no reasonable prospect of being able to pay his debts;
- (d) there are circumstances which entitle any person to take any action, appoint any person, commence proceedings or obtain any order of the type mentioned in the rules of the 2025 Share Award Scheme II; or
- (e) a bankruptcy order has been made against any director or shareholder of the Grantee (being a corporation) in any jurisdiction.

In addition, where an Award (or any part thereof) granted to a Grantee is unvested at the time when such Award is clawed back, such Awards (or any part thereof) subject to Clawback will lapse on the date as determined by the Board and the relevant Shares will not vest on the relevant Vesting Date and become unvested Shares. The Shares underlying the Award that is clawed back will not utilize the Scheme Mandate Limit.

Pursuant to the 2025 Share Award Scheme II, no compensation shall be payable upon the lapse of any Award, provided that the Board shall be entitled in its discretion to pay such compensation to the Grantee in such manner as it may consider appropriate in any particular case.

LETTER FROM THE BOARD

Clawback

In certain circumstances, it may be regarded as inequitable for any Awards to be vested or retained, as applicable. Such Awards are therefore subject to Clawback in the following events, among others:

- (i) if the Grantee, while being an Eligible Participant, engages in any fraudulent, dishonest, or grossly misconducting acts during their employment or engagement with any member of the Group;
- (ii) if any act or omission by the Grantee, while being an Eligible Participant, in the performance of their duties has caused or is likely to cause material adverse effects on the reputation or interests of any member of the Group; and
- (iii) if the Grantee, after ceasing to be an Eligible Participant, engages in any conduct that has or is likely to have a material adverse effect on the reputation or interests of any member of the Group.

The Clawback will not be triggered in the event that the Company's financial statements contain material misstatements, unless such misstatements resulted from the act or omission of the Grantees as described above.

Notwithstanding anything else in the rules of the 2025 Share Award Scheme II, any Awards may be subject to Clawback pursuant to the Company's policy on Clawback, as amended from time to time.

The specific Clawback conditions shall be determined based on the roles and nature of duties or services provided by the Eligible Participants (if applicable). By providing the Board with the discretion to impose specific Clawback conditions as and when appropriate, the Board will be allowed to offer meaningful incentive to the Eligible Participants that are valuable to the development of the Group. It is not practicable to specify a common set of Clawback conditions, since each Grantee will have different roles and contribute to the Group in different ways while the business performance of the Group may vary year-to-year depending on prevailing market conditions. The Board considers that it is more beneficial for the Company to retain the flexibility to determine when and to what extent such conditions are appropriate in light of the particular circumstances of each grant, and therefore such arrangements align with the purposes of the 2025 Share Award Scheme II.

Where an Award (or any part thereof) granted to a Grantee has already been vested at the time when such Award is clawed back, the Grantee shall return, by the Board's determination at its sole and absolute discretion, either (i) the exact number of vested and clawed back Share(s), (ii) the monetary amount equivalent to the Value of the relevant Share(s) on the Grant Date, (iii) the monetary amount equivalent to the Value of the relevant Share(s) on the Vesting Date or (iv) the monetary amount equivalent to the Value of the relevant Share(s) on the date of such clawback.

LETTER FROM THE BOARD

Where an Award (or any part thereof) granted to a Grantee is unvested at the time when such Award is clawed back, such Awards (or any part thereof) subject to Clawback will lapse on the date as determined by the Board and the relevant Shares will not vest on the relevant Vesting Date and become unvested Shares. The Shares underlying the Award that is clawed back will not utilize the Scheme Mandate Limit.

For the purpose of this paragraph, “Value” of the relevant Share(s) is the average closing price of the Share(s) as stated in the Hong Kong Stock Exchange’s daily quotations sheets for the five business days immediately preceding the relevant date of determination (being the Grant Date, the Vesting Date or the date of Clawback, as applicable).

Cancellation of Awards

The Board shall be entitled for the causes specified under the 2025 Share Award Scheme II to cancel any Award in whole or in part by giving notice in writing to the Grantee stating that such Award is thereby cancelled with effect from the date specified in such notice. The Award shall be deemed to have been cancelled with effect from the Cancellation Date in respect of any part of the Award which has not been vested as at the Cancellation Date. No compensation shall be payable upon any such cancellation. However, the Board shall be entitled in its discretion to pay such compensation to the Grantee in such manner as it may consider appropriate in any particular case. In determining whether any compensation should be paid for such cancellation, the Board will take into account of, among others, the reasons of cancellation, the value and contribution of the Grantee and the interests of the Group and Shareholders as a whole. The Directors are of the view that such room of discretion allows it to adjust the incentives when it becomes necessary to cancel the Awards, while balancing the purpose the 2025 Share Award Scheme II and the interests of the Shareholders.

Price Payable on Acceptance of Award and Purchase Price of Awarded Shares

The price payable (if any) on acceptance of the Awards by an Eligible Participant and the Purchase Price of the Awards will be specified in the Grant Letter. In determining the price payable (if any) by any Eligible Participant on acceptance of any Award by any Eligible Participant and the Purchase Price (if any) of Awarded Shares under any Award to any Eligible Participant, the Board may take into consideration matters including (without limitation) the market price of the Shares, the purpose of the grant of the Awards, the remuneration plans (for Employee Participants), the present contribution and expected contribution of the Eligible Participant to the profits of the Group, the general financial condition of the Group, the Group’s overall business objectives and future development plan, and any other matter which the Board considers relevant.

The Directors are of the view that such room for discretion on the price payable on acceptance of Award and Purchase Price provides the Board with flexibility to stipulate, if necessary, a Purchase Price for Awarded Shares, while balancing the purpose of the 2025 Share Award Scheme II and the interests of Shareholders.

LETTER FROM THE BOARD

Duration and Termination of the 2025 Share Award Scheme II

The 2025 Share Award Scheme II shall be valid and effective for a term of ten (10) years commencing on its adoption date, after which period no further Awards shall be offered or granted but the provisions of the 2025 Share Award Scheme II shall remain in full force and effect in all other respects.

The 2025 Share Award Scheme II may be terminated on the earlier of: (i) the tenth (10th) anniversary date of its adoption date; and (ii) such date of early termination as determined by resolution of the Shareholders in general meeting of the Company, provided that such termination shall not affect any subsisting rights of any Grantee(s).

A summary of the principal terms of 2025 Share Award Scheme II is set out in Appendix III to this circular. This summary does not constitute the full terms of the same. A copy of the rule of the 2025 Share Award Scheme II has been published and will remain on the Company's website at www.easou.cn and Hong Kong Exchanges and Clearing Limited's HKEXnews website at www.hkexnews.hk for display for a period of not less than 14 days before the date of the EGM and such rule will be made available for inspection at the EGM.

PROPOSED PLANS ON SUBSCRIPTION OF WEALTH MANAGEMENT PRODUCTS

Introduction

Reference is made to the Company's announcements dated December 3, 2025 and March 9, 2026.

The Board approved the plan to subscribed for wealth management product(s) provided by financial institution(s) in an aggregate principal amount of not more than HK\$180.0 million (or equivalent amount in other currencies).

The Subscription Plan is summarized below:

Type of the Product:	Guaranteed structured note
Risk Level of Product:	Principal-protected and/or low risk ⁽¹⁾
Principal Amount Subscribed:	not more than HK\$180.0 million (or equivalent amount in other currencies) ⁽²⁾
Term of Investment:	less than 12 months
Annualised Rate of Return:	not more than 6%, subject to adjustment pursuant to the terms and conditions

LETTER FROM THE BOARD

Notes:

- (1) Low risk product refers to the products with stable expected income, low possibility of loss of principal amount, low to moderate risk ratings according to the internal rating mechanism of the issuers and highly credible principal-protecting mechanism, whose issuers and guarantors have valid backgrounds and good credit qualifications.
- (2) Such maximum principal amount took into account of the renewal of the existing wealth management products subscribed by the Company in the amount of approximately HK\$50.28 million, which are expected to mature in May 2026.

The principal amount and terms of the subscription for such wealth management products will be determined by the Directors on normal commercial terms after arm's length negotiation between the Group and the issuer, having taken into account (i) the financial status of the Group; (ii) the expected investment return and terms of the relevant wealth management products; (iii) the expected investment return and terms of fixed-term deposits or other similar wealth management products offered by other comparable financial institutions in the market; and (iv) the interests of the Group and the Shareholders as a whole. To determine the annualised rate of return in the terms of the subscription, the Company has conducted comparative market research, based on which the annualised rate of return that is higher than 6% exceeded the average yield of low-risk products in the market. The comparative market research was primarily conducted on (i) the yields of low-risk wealth management products issued by major financial institutions; and (ii) discussions with managers and investment advisors from multiple banks and wealth management companies.

The Company expects that, if the subscription(s) underlying the Subscription Plan materializes, the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules will exceed 5% but all applicable percentage ratios will be lower than 25%. As such, if the subscription(s) underlying the Subscription Plan materializes, it will constitute a discloseable transaction of the Company under relevant requirements of Chapter 14 of the Listing Rules, and is subject to the reporting and announcement requirements, but is exempt from the circular and shareholders' approval requirements under Chapter 14 of the Listing Rules. The Company will make further announcement(s) according to the Listing Rules as and when the subscription(s) underlying the Subscription Plan materializes.

As disclosed in the Prospectus, as part of the risk management policies and internal control measures of the Group, for wealth management products with investment amount above RMB50.0 million (inclusive), the finance department shall prepare the investment plan and evaluation analysis, submit such plan for the review of the chief financial officer, the chief executive officer and the Board. After approval of the investment plan by all of them, it will be tabled at the general meeting of the Shareholders for final approval.

As at the Latest Practicable Date, to the best knowledge, information and belief of the Directors, none of the Shareholders has a material interest in the proposed adoption of the Subscription Plan and the transactions contemplated thereunder and would be required to abstain from voting at the EGM.

LETTER FROM THE BOARD

Investment Policies

The Company has established a policy that there should be sufficient cash and cash equivalent that could cover the Group's present working capital requirements for at least 15 months. The Group's finance department is mainly responsible for collecting and organizing information on investment projects in accordance with the Group's development strategies, evaluating the value of the proposed investment projects, and proposing suitable investment projects to the chief executive officer, the Board, and the general meeting of the Shareholders for approval. In addition, the Group's finance department is responsible for the financial management of the Group's investment activities, such as preparing the feasibility analysis of the investment projects, and carrying out the relevant investment procedures once the requisite approval is obtained. The chief financial officer, the chief executive officer, the Board and the general meeting of the Shareholders are the decision-making bodies for the Group's investment activities. They have the authorities to make decisions on the investment proposals of the Group's financial department in accordance with applicable laws, regulations, the articles of association of the Company, department guidelines or the provisions of the Group's investment policies, as the case may be. Except the foregoing decision-making bodies, no other department or individual has the authority to make the decision on the Group's investment activities.

The Group also obtains approval for purchases of wealth products in accordance with the following criteria. For wealth management products with investment amount:

- *Below RMB5.0 million:* The finance department and the chief financial officer shall determine and approve the investment;
- *Above RMB5.0 million (inclusive) and below RMB20.0 million:* The finance department shall prepare the investment plan and evaluation analysis, submit such plan for the chief financial officer's review. Once the chief financial officer approves the investment plan, it will be submitted to the chief executive officer for approval;
- *Above RMB20.0 million (inclusive) and below RMB50.0 million:* The finance department shall prepare the investment plan and evaluation analysis, submit such plan for the review of the chief financial officer and the chief executive officer. Once both the chief executive officer and chief financial officer approve the investment plan, it will be submitted to the Board for final approval; and
- *Above RMB50.0 million (inclusive):* The finance department shall prepare the investment plan and evaluation analysis, submit such plan for the review of the chief financial officer, the chief executive officer and the Board. Once they all approve the investment plan, it will be tabled at the generally meeting of the Shareholders for final approval.

LETTER FROM THE BOARD

In the Board, six of the Directors have backgrounds in accounting, auditing, risk control and investment, and have the capability to provide professional advice on financial management solutions. Mr. Wang Xi, as the chief executive officer of the Company, has a bachelor degree in accounting and has expertise in investment management. Mr. Chen Jun, as the chief financial officer of the Company, is responsible for managing and monitoring the daily investment activities of the Group. Mr. Chen has approximately 19 years of work experience in accounting and finance. Since July 2009, Mr. Chen has been a member of the Association of Chartered Certified Accountants (“ACCA”). He has also been a fellow member of ACCA since July 2014. Before making an investment, the Company evaluates on a case-by-case basis, cautiously considers a number of factors such as macro-economic environment, general market conditions and the expected profit or potential loss of the proposed investment, and ensures that the proposed investment will not interfere with the Group’s daily operation and business prospects. After making an investment, the Company closely monitors the performance and fair value of these investments on a regular basis and communicates with investment managers on a monthly basis. The Group’s finance department is responsible for preparing quarterly investment reports and investment return analyses. Quarterly investment analysis reports include basic information on purchased wealth management products (such as product types and purchase amounts), their performance and investment returns, investment risk analysis, investment outlook, and investment strategies and recommendations. Such report shall be submitted to the chief executive officer of the Company and independent non-executive Directors, who have accounting and/or financial expertise, for review. The finance department shall (i) report investment performance to the Board on a quarterly basis; and (ii) immediately report to the Board and take any appropriate measures when any investment incurs a cumulative loss that (a) exceeds 20% of the total quarterly purchase amount; or (b) exceeds 10% of the Group’s net profit for the previous year.

The Company will also make announcement(s), issue the circular and/or seek Shareholders' approval according to Chapter 14 of the Listing Rules, if applicable, when the subscription(s) underlying the Subscription Plan materializes.

Source of Funding

Reference is made to the announcement of the Company dated November 10, 2025 in connection with the Board’s approval that, to the extent that the net proceeds from the June Placing are not immediately applied to the disclosed purposes, provided that the expected demand for the use of funds is ensured, the Company may (i) hold the unused proceeds from the June Placing in short-term interest-bearing accounts at licensed commercial banks and/or authorized financial institutions; or (ii) subscribe for wealth management products with high security and good liquidity and a period not exceeding twelve months, so as to improve the utilization efficiency of the Group’s funds and its return, provided that the subscription of such wealth management products should only be made with the approval of the Board and in compliance with the relevant Listing Rules.

LETTER FROM THE BOARD

On March 9, 2026, the Board further resolved that, to the extent that the net proceeds from the July Placing are not immediately applied to the disclosed purposes, provided that the expected demand for the use of funds is ensured, the Company may (i) hold the unused proceeds from the July Placing in short-term interest-bearing accounts at licensed commercial banks and/or authorized financial institutions; or (ii) subscribe for wealth management products with high security and good liquidity and a period not exceeding twelve months, so as to improve the utilization efficiency of the Group's funds and its return, provided that the subscription of such wealth management products should only be made with the approval of the Board and in compliance with the relevant Listing Rules.

The Subscription Plan is expected to be funded by the Company's idle proceeds from the June Placing, idle proceeds from the July Placing and working capital. The Company does not plan to use the idle proceeds from the Global Offering to fund the Subscription Plan.

The table below sets forth details of the use of net proceeds from the Global Offering up to January 31, 2026 and the Latest Practicable Date:

	Percentage to the total net proceeds	Available amount for utilization <i>HK\$ million</i>	Utilized as of January 31, 2026 <i>HK\$ million</i>	Unutilized as of January 31, 2026 <i>HK\$ million</i>	Utilized as of the Latest Practicable Date <i>HK\$ million</i>	Unutilized as of the Latest Practicable Date <i>HK\$ million</i>	Expected timetable for the unutilized balance
Enhancing our R&D capabilities to ensure long-term technological advantage:							
Investing in a series of R&D projects with a focus on improving our technological capability in Easou Recommendation Engine	15.0%	6.1	5.1	1.0	5.5	0.6	Second quarter of 2026
Enhancing the versatility of our technology in proprietary intelligent recommendation engine	15.0%	6.1	5.7	0.4	6.1	-	N/A
Increasing our investment in equipment to improve our hardware support capabilities	15.0%	6.1	6.1	-	6.1	-	N/A
<i>Subtotal</i>	<i>45.0%</i>	<i>18.3</i>	<i>16.9</i>	<i>1.4</i>	<i>17.7</i>	<i>0.6</i>	<i>N/A</i>

LETTER FROM THE BOARD

	Percentage to the total net proceeds	Available amount for utilization <i>HK\$ million</i>	Utilized as of January 31, 2026 <i>HK\$ million</i>	Unutilized as of January 31, 2026 <i>HK\$ million</i>	Utilized as of the Latest Practicable Date <i>HK\$ million</i>	Unutilized as of the Latest Practicable Date <i>HK\$ million</i>	Expected timetable for the unutilized balance
Reinforcing the strength as a third-party online literature platform:							
Expanding our user base by increasing the number of users in our online reading platform services	10.0%	4.1	4.1	-	4.1	-	N/A
Expanding our collaboration with content providers	10.0%	4.1	4.1	-	4.1	-	N/A
Continuously optimizing the application depth of our Easou Recommendation Engine in online reading platform services and expanding into new scenarios	5.0%	2.0	1.2	0.8	1.2	0.8	Third quarter of 2026
Subtotal	25.0%	10.2	9.4	0.8	9.4	0.8	N/A
Expanding our digital marketing services:							
Establishing cooperative relationship with new media channels and strengthening the depth of cooperation with media resources and attract more traffic	10.0%	4.1	4.1	-	4.1	-	N/A
Deepening our collaboration with advertising customers, expanding our sales and marketing team in digital marketing business, exploring new advertising customers and retaining existing ones	5.0%	2.0	2.0	-	2.0	-	N/A
Subtotal	15.0%	6.1	6.1	-	6.1	-	-
Relaunching our online games publishing services in overseas markets	15.0%	6.1	6.1	-	6.1	-	N/A
Total	100.0%	40.7	38.5	2.2	39.3	1.4	N/A

LETTER FROM THE BOARD

The Company will not fund the Subscription Plan by the idle proceeds from Global Offering, primarily because the remaining unutilized proceeds from the Global Offering as of the Latest Practicable Date amounted to HK\$1.4 million, which are expected to be fully utilized within six to nine months. In addition, all of the remaining unutilized proceeds from the Global Offering have been transferred to the bank accounts in the PRC and are not expected to be used for funding the Subscription Plan, which is expected to be wealth management products issued by overseas institutions.

The table below sets forth details of the use of net proceeds from the June Placing up to January 31, 2026 and the Latest Practicable Date:

	Percentage to the total net proceeds	Available amount for utilization <i>HK\$'000</i>	Utilized as of January 31, 2026 <i>HK\$'000</i>	Unutilized as of January 31, 2026 <i>HK\$'000</i>	Utilized as of the Latest Practicable Date <i>HK\$'000</i>	Unutilized as of the Latest Practicable Date <i>HK\$'000</i>	Expected timetable for the unutilized balance
The research and development of the artificial intelligence recommendation engine to facilitate new application scenarios, such as short dramas, as well as the investment in technologies for artificial intelligence generated content (AIGC)	40.0%	72,266	24,235	48,031	24,235	48,031	Second quarter of 2027
The expansion of online games and short dramas in overseas markets	40.0%	72,266	27,277	44,989	30,957	41,309	Fourth quarter of 2026
The upgrades and development of intelligent advertisement platforms	20.0%	36,133	10,527	25,606	10,527	25,606	Second quarter of 2027
Total	100.0%	180,665	62,039	118,626	65,719	114,946	N/A

As of the Latest Practicable Date, approximately HK\$50.28 million (equivalent to US\$6.45 million applying the exchange rate of US\$1.0 to HK\$7.7960) out of the HK\$78.29 million of the idle proceeds from the June Placing that are not expected to be utilized until the third quarter of 2026 was applied in the subscription of the wealth management products issued by Huatai International Financial Products Limited (the “**Huatai Products**”), which is expected to mature in May 2026. For further details, please refer to the announcement of the Company dated November 10, 2025.

LETTER FROM THE BOARD

The table below sets forth details of the use of net proceeds from the July Placing up to January 31, 2026 and the Latest Practicable Date:

	Percentage to the total net proceeds	Available amount for utilization HK\$'000	Utilized as of January 31, 2026 HK\$'000	Unutilized as of January 31, 2026 HK\$'000	Utilized as of the Latest Practicable Date HK\$'000	Unutilized as of the Latest Practicable Date HK\$'000	Expected timetable for the unutilized balance
Investment in the internet digital center assets	50.0%	169,017	-	169,017	-	169,017	Third quarter of 2027
Investment in companies that involve in areas including the artificial intelligence technologies and their application (with a focus on the artificial intelligence generated content), Web 3.0 businesses (such as the Real-World Asset businesses) and/or the digital content creation	30.0%	101,410	38,983	62,427	38,983	62,427	Fourth quarter of 2027
The Group's working capital	20.0%	67,607	23,555	44,052	28,785	38,822	Fourth quarter of 2027
Total	100.0%	338,034	62,538	275,496	67,768	270,266	N/A

The Company expects that, if the Subscription Plan materializes, the payment of the principal amount underlying such subscription will be fully settled by the first quarter of 2026. Based on the Company's quarterly utilization timelines for the uses of proceeds for the June Placing and the July Placing, by the end of the first quarter of 2027, (i) approximately HK\$167.1 million out of approximately HK\$180.7 million of the net proceeds from the June Placing will be utilized; and (ii) approximately HK\$243.4 million out of approximately HK\$338.0 million of the net proceeds from the July Placing will be utilized. Accordingly, a total of approximately HK\$108.2 million of the idle proceeds from the June Placing and July Placing will remain unutilized until the second quarter of 2027. The Directors believe that funding the Subscription Plan by the Company's idle proceeds from the June Placing, idle proceeds from the July Placing and working capital will not affect the timeline of the use of proceeds for the June Placing and July Placing, considering that a total of HK\$108.2 million of the idle proceeds from the June Placing and July Placing will remain unutilized until the second quarter of 2027, and the Company expects to continue to maintain sufficient working capital.

Based on the management account of the Company, as of January 31, 2026, the Group had (i) cash and cash equivalents ranging from RMB0.35 billion to RMB0.40 billion; and (ii) short-term investments with the carrying amount of RMB146.6 million, including (a) the Huatai Products, which are expected to mature in May 2026 and renewable upon

LETTER FROM THE BOARD

maturity, and (b) other short-term investments which shall mature on demand by the Group. After deducting the cash and cash equivalents from and the short-term investments funded by the unutilized proceeds from the Global Offering, June Placing and July Placing as of the same date, the remaining cash and cash equivalents and short-term investments of the Group ranged from HK\$0.15 billion to HK\$0.20 billion (the “**Remaining Cash and Short-term Investments**”), applying the exchange rate of HK\$1.0 to RMB0.914332. The renewal of the Huatai Products shall be conducted under the Subscription Plan.

The Company conducts quarterly progress review of the investment projects and estimates the capital required for the upcoming six months to ensure that the funding of the Subscription Plan can be satisfied by the Company’s idle proceeds from June Placing, July Placing as well as the Company’s working capital. In the event that there is surplus cash on the account of the Company resulted from, among others, the delay in execution of the Company’s business strategies, the investment in wealth management products allows the Company to achieve more flexibility in the management of the Group’s cash flow and liquidity while providing higher investment returns than commercial bank savings deposit yield. As disclosed in the announcement (the “**August Announcement**”) of the Company dated August 6, 2025, the Company was of the view that that the Group’s existing cash level would not be sufficient to support the plans under the July Placing in full, taking into account of, among others, the Group’s net cash flow used in operating activities amounting to RMB94.5 million for the year ended December 31, 2024 and the Group’s interest-bearing bank and other borrowings as of June 30, 2025 amounting to RMB132.2 million. Based on the Company’s management account, which is subject to audit, the Group’s net cash flow used in operating activities during the year ended December 31, 2025 substantially decreased as compared to that for the year ended December 31, 2024. The Company did not expect such substantial decrease as of the date of the August Announcement, mainly because it slowed down its implementation of business expansion plans with respect to certain overseas game projects during the fourth quarter of 2025 because their performances did not reach the management’s expectation. In addition, all the Group’s interest-bearing bank and other borrowings as of June 30, 2025 which matured were renewed as of the Latest Practicable Date. In light of such changes and development from the date of the August Announcement up to the Latest Practicable Date, the Company believes that not all the Remaining Cash and Short-term Investments shall be immediately needed for its daily operation, business plans and expansion.

Considering that (i) approximately HK\$108.2 million of the proceeds from the June Placing and July Placing will remain unutilized until the second quarter of 2027; and (ii) based on the management account, the Remaining Cash and Short-term Investments ranged from HK\$0.15 billion to HK\$0.20 billion, part of which can be used to fund the Subscription Plan, the Company believes that it will have sufficient capital resources to fund the principal amount of not more than HK\$180.0 million under the Subscription Plan.

LETTER FROM THE BOARD

PROPOSED REFRESHMENT OF GENERAL MANDATE

Reference is made to the Company's announcement dated December 3, 2025.

The Board proposes to refresh the Existing General Mandate for the Directors to allot, issue and deal with new Shares up to 20% of the total number of issued shares of the Company as at the date of passing of the relevant resolution at the EGM (excluding any Shares held in treasury, if any).

Existing General Mandate

At the 2025 AGM, the Shareholders approved, among other things, the Existing General Mandate which authorized the Directors to allot, issue and deal with not more than 65,787,448 new Shares, being 20% of the total number of issued shares of the Company as at the date of the 2025 AGM (excluding any Shares held in treasury, if any).

References are made to the announcements of the Company dated July 24, 2025 and August 6, 2025 in relation to the July Placing, where 65,787,000 new Shares were issued under the Existing General Mandate (representing substantially all of the Existing General Mandate). Following completion of the Subscriptions, only 448 new Shares could be issued under the Existing General Mandate.

Proposed Grant of New General Mandate

As the Existing General Mandate has been almost fully utilized, the Board proposes to convene the EGM at which an ordinary resolution will be proposed to the Independent Shareholders that:

- (a) the Directors be granted the New General Mandate to allot and issue Shares not exceeding 20% of the Company's total number of issued shares as at the date of passing the relevant resolution at the EGM (excluding any Shares held in treasury, if any); and
- (b) the New General Mandate be extended to Shares repurchased by the Company pursuant to the repurchase mandate granted to the Directors at the 2025 AGM.

The Company has not refreshed the Existing General Mandate since the 2025 AGM. The New General Mandate will last until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting is required by any applicable laws or the Articles to be held; and
- (c) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had 452,054,244 Shares in issue and had no Shares held in treasury. Assuming that the proposed resolution of refreshment of general mandate to the Directors is approved, on the basis that there are no changes in the issued share capital of the Company from the Latest Practicable Date and up to the date of the EGM, the Directors will be authorized to allot and issue up to 90,410,848 new Shares under the New General Mandate, representing 20% of the issued share capital of the Company as at the date of the EGM (excluding any Shares held in treasury, if any).

Reasons for the Grant of the New General Mandate

The Group is principally engaged in online literature recommendation services, digital marketing services, online games publishing services and other digital content services in the PRC.

The Company is contemplating strategic initiatives, such as acquisition of or investment in companies that are in line with the Group's business expansion plans, which may lead to urgent need for the Group to refresh the Existing General Mandate in preparation for the potential needs of fundraising. The Company is currently evaluating several potential investment opportunities, involving ten companies (nine PRC companies and one Hong Kong company). These companies consist of (i) game/application distributors, (ii) AI related application; (iii) platform service provider; and (iv) education technology. The Company has commenced discussion with all these companies and performed initial due diligence accordingly. The Directors intend to acquire the shares of these companies by issuing Shares as consideration. Based on the experiences of the Company in investing in other companies, it is expected that among these cases, several of them might be able to enter into formal agreements in the coming six months. The majority of these companies are valued at RMB100 million to RMB200 million, while the highest valuation among these companies amounts to RMB800 million to RMB1.0 billion. As such, the remaining Shares under the Existing General Mandate could not satisfy the Company's imminent need to invest in these companies. In light of the above and given that there are around three months from the date of the EGM to the next annual general meeting, the Directors consider that the refreshment of the Existing General Mandate would provide the Company with flexibilities in meeting its financial, capital and operation needs and enable it to respond promptly to market conditions and investment opportunities, including, but not limited to, strategic acquisitions to be made by the Group by way of issuance of Shares, instrument convertible or exchangeable into Shares, or different combinations of considerations that may arise before the next annual general meeting, avoiding the uncertainties of not being able to obtain a specific mandate in a timely manner. The Directors are of the view that the grant of the New General Mandate is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

In addition to equity or equity-related financing, the Board will also consider other funding options, such as rights issues, open offers, or the use of internal cash resources, where appropriate, taking into account the Group's financial position, capital structure, cost of funding, and prevailing market conditions at the relevant time.

As at the Latest Practicable Date, the Company has no concrete plan or has not entered into any agreement, arrangement, understanding or undertaking in respect of any proposed issue of new Shares under the New General Mandate.

LETTER FROM THE BOARD

Fund Raising Activities of the Company in the Past Twelve Months

Save for the below equity fund raising activities, the Company has not carried out any other equity fund raising activities in the past twelve-month period immediately preceding the Latest Practicable Date:

Date of announcement	Fund raising activities	Net proceeds raised (approximately) <i>HK\$'000</i>	Intended use of proceeds	Actual use of the net proceeds as at the Latest Practicable Date (approximately) <i>HK\$'000</i>	Unutilized amount as at the Latest Practicable Date (approximately) <i>HK\$'000</i>	Expected timeline for the unutilized balance
June 20, 2025 and June 30, 2025	Placing of 57,330,000 Shares at the placing price of HK\$3.20 per Share to the placees, and the subscription of 57,330,000 new Shares under the general mandate by the vendor	180,665	The research and development of the artificial intelligence recommendation engine to facilitate new application scenarios, such as short dramas, as well as the investment in technologies for artificial intelligence generated content (AIGC)	24,235	48,031	Second quarter of 2027
			The expansion of online games and short dramas in overseas markets	30,957	41,309	Fourth quarter of 2026
			The upgrades and development of intelligent advertisement platforms	10,527	25,606	Second quarter of 2027

LETTER FROM THE BOARD

Date of announcement	Fund raising activities	Net proceeds raised (approximately) <i>HK\$'000</i>	Intended use of proceeds	Actual use of the net proceeds as at the Latest Practicable Date (approximately) <i>HK\$'000</i>	Unused amount as at the Latest Practicable Date (approximately) <i>HK\$'000</i>	Expected timeline for the unutilized balance
July 24, 2025 and August 6, 2025	Placing of 65,787,000 Shares at the placing price of HK\$5.26 per Share to the placees, and the subscription of 65,787,000 new Shares under the Existing General Mandate by the vendor	338,034	Investment in the internet digital center assets	– ⁽¹⁾	169,017	Third quarter of 2027
			Investment in companies that involve in areas including the artificial intelligence technologies and their application (with a focus on the artificial intelligence generated content), Web 3.0 businesses (such as the Real-World Asset businesses) and/or the digital content creation	38,983	62,427	Fourth quarter of 2027
			The Group's working capital	28,785	38,822	Fourth quarter of 2027

Note:

- (1) The plan of use of proceeds for the investment in the internet digital assets was delayed as the time taken for evaluating the potential assets and materializing the investment was longer than expected.

As of the Latest Practicable Date there was no change in the intended use of proceeds from the funding raising activities as disclosed above. Despite the overlap of the fields between (i) the investment opportunities to be supported by the proceeds from the June Placing and the July Placing; and (ii) the potential investment opportunities to be supported by the New General Mandate (if approved), the contemplated investment targets are different companies.

LETTER FROM THE BOARD

Potential Dilution to Shareholding of the Shareholders

The table below sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) upon full utilisation of the New General Mandate (assuming that there is no change in the total number of issued Shares from the Latest Practicable Date up to the date of the full utilisation of the New General Mandate), for illustrative and reference purpose:

	As at the Latest Practicable Date		Upon full utilization of the New General Mandate	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Directors and Substantial Shareholders				
– Wang Xi and his associate(s) (Notes 1, 2)	106,855,884	23.64	106,855,884	19.70
– Chen Jun and his associate(s) (Note 3)	2,059,860	0.46	2,059,860	0.38
– Zhao Lei and his associate(s) (Note 4)	33,284	0.01	33,284	0.01
Other Shareholders				
– Other Public Shareholders	343,105,216	75.90	343,105,216	63.25
Maximum Number of new shares that can be issued under the New General Mandate				
	–	–	90,410,848	16.67
Total	<u>452,054,244</u>	<u>100.00</u>	<u>542,465,092</u>	<u>100.00</u>

Notes:

- Mr. Wang Xi is an executive Director. To the best knowledge of the Directors, Growth Value LTD., which holds 106,855,884 Shares, is an investment holding company incorporated in the British Virgin Islands and, upon the establishment of The Hope Trust, is owned as to (i) 99% by Gather Forever Investments Limited, which in turn is wholly owned by CMB Wing Lung (Trustee) Ltd. (the trustee of The Hope Trust); and (ii) 1% by FASE LTD., which in turn is wholly owned by Mr. Wang Xi. The Hope Trust is an irrevocable reserved power trust established by Mr. Wang Xi, as the settlor and protector, with CMB Wing Lung (Trustee) Ltd., an independent trustee, as trustee, for the benefit of Mr. Wang Xi and his family members. As such, Mr. Wang Xi (as the founder of The Hope Trust), CMB Wing Lung (Trustee) Ltd., Gather Forever Investments Limited and FASE LTD. are deemed to be interested in all the Shares held by Growth Value LTD. pursuant to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

LETTER FROM THE BOARD

2. Ms. Zhou Yuan is the spouse of Mr. Wang Xi and is deemed or taken to be interested in all the Shares in which Mr. Wang Xi has, or is deemed to have, an interest for the purposes of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).
3. Mr. Chen Jun is an executive Director. To the best knowledge of the Directors, the 2,059,860 Shares are held by SKYMOBI LTD., which in turn is directly wholly-owned by Mr. Chen Jun. As such, Mr. Chen Jun is deemed to be interested in the 2,059,860 Shares held by Skymobi under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).
4. Mr. Zhao Lei is an executive Director. To the best knowledge of the Directors, the 33,284 Shares are held by FULL OCEAN INVESTMENTS LTD., which in turn is directly wholly-owned by Mr. Zhao Lei. As such, Mr. Zhao Lei is deemed to be interested in the 33,284 Shares held by Full Ocean under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Assuming that (i) the grant of the New General Mandate is approved at the EGM; and (ii) there will be no change in the issued share capital of the Company from the Latest Practicable Date up to the date of the EGM, a maximum of 90,410,848 new Shares will be available for issuance under the New General Mandate, representing approximately (i) 20.0% of the existing issued share capital of the Company as at the Latest Practicable Date; and (ii) 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of 90,410,848 Shares upon full utilisation of the New General Mandate. The aggregate shareholding of the existing public Shareholders will be diluted from approximately 75.90% as at the Latest Practicable Date to approximately 63.25% upon full utilisation of the New General Mandate. Having considered the factors as set out in the section headed “Reasons for the Grant of the New General Mandate” above, the Directors are of the view that the aforesaid potential dilution impact on the shareholdings of the existing public Shareholders is acceptable and the grant of the New General Mandate is in the interests of the Company and the Shareholders as a whole.

Assessment of the Board

The Company has considered alternative financing including debt financing and equity financing, rights issue, open offer or issuance of shares under specific mandate. They were not considered to be the optimal financing methods as compared to the issuance of Shares under general mandate mainly because:

- (i) debt financing may be subject to lengthy due diligence, negotiations and unnecessary interest burden. The Company has approached banks in the PRC in respect of the acquisition financing, but considering, among others, the borrowing from the existing banks will consume the same limit as its existing credit limit, which will not be additional financing, banks have difficulties in approving loans to gaming companies many of which (1) are asset-light in nature, (2) have not made any profits and (3) contain uncertainties over the valuation of their repetitive intellectual property of the games that are central to their business models. Even though there are banks indicating their willingness to lend, the interest rates indicated by such banks approached by the Company are relatively high (often with 30% interest rate over and above the Loan Prime Rate as maintained by the People’s Bank of China). As a result, the Company does not consider debt financing to be a commercially reasonable alternative;

LETTER FROM THE BOARD

- (ii) fund-raising methods such as rights issue or open offer generally involve substantial time to complete with considerable costs. Further, the extensive time needed for such fund-raising methods could increase the opportunity costs for the Company; and
- (iii) issuance of shares under specific mandate involves lengthy time resulting from the finalization of the relevant terms of the plans, the preparation and dispatch of the relevant documents and the convening of the extraordinary general meeting to seek the approval from the Shareholders. Based on the preliminary discussion with the relevant parties for certain strategic initiatives contemplated by the Company, it is intended that the Company shall issue and allot its Shares to satisfy the consideration in full or in part. Considering that the number of Shares to be issued by the Company for satisfying such consideration could be significantly affected by the price of the Shares, which may fluctuate from time to time, the Company considers that issuance of shares under specific mandate will not give sufficient flexibility in consummating the contemplating initiatives.

As of January 31, 2026, based on the management account of the Company, the Group had (i) cash and cash equivalents ranging from RMB0.35 billion to RMB0.40 billion; (ii) short-term investment with the carrying amount of approximately RMB146.6 million; and (iii) total assets of approximately RMB1,180.0 million. The Company does not intend to use the New General Mandate such that the Company will be considered as a cash company as defined under Rule 14.82 of the Listing Rules. The Board will monitor the cash level of the Company closely before granting the approval to issue the Shares pursuant to the New General Mandate.

Based on the above, and considering that the potential maximum dilution of shareholding of existing public Shareholders from approximately 75.90% to approximately 63.25% is acceptable in light of the Group's needs to maintain flexibility in financing and support its business development, the Board considers the grant of the New General Mandate to be fair, reasonable and interests of the Shareholders and the Group as a whole.

LETTER FROM THE BOARD

Listing Rules Implications

Pursuant to Rule 13.36(4) of the Listing Rules, the proposed refreshment of the Existing General Mandate will be subject to the Independent Shareholders' approval by way of an ordinary resolution at the EGM. Any controlling shareholders and their respective associates, or where there is no controlling shareholder, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolutions to approve the proposed refreshment of the Existing General Mandate.

As at the Latest Practicable Date, to the best knowledge, belief and information of the Directors having made all reasonable enquiries, Mr. Wang Xi, and Growth Value LTD., FASE LTD., and Gather Forever Investments Limited, each controlled by Mr. Wang Xi, are the controlling Shareholders of the Company. Accordingly, Mr. Wang Xi, and Growth Value LTD., FASE LTD., and Gather Forever Investments Limited, together with their associates are required to abstain from voting in favour of the ordinary resolution regarding the proposed grant of the New General Mandate at the EGM. In addition, each of Mr. Wang Xi, Mr. Chen Jun and Mr. Zhao Lei, being the executive Directors, together with their associates, are required to abstain from voting in favour of the ordinary resolution regarding the proposed grant of the New General Mandate at the EGM.

Independent Board Committee and Independent Financial Adviser

The Independent Board Committee, comprising all the independent non-executive Directors, namely Mr. Zhu Jianfeng, Mr. An Yingchuan and Ms. Meng Xue has been established to advise the Independent Shareholders on the grant of the New General Mandate. None of the independent non-executive Directors has a material interest in the New General Mandate.

WRISE Capital Limited has been appointed by the Board as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the grant of the New General Mandate.

NOTICE OF EGM

Set out on pages 81 to 85 of this circular is the notice of the EGM at which, inter alia, ordinary resolutions will be proposed to the Shareholders to consider and approve the adoption of the 2025 Share Award Scheme II, the adoption of the Subscription Plan and the grant of the New General Mandate.

LETTER FROM THE BOARD

Mr. Wang Xi, and Growth Value LTD., FASE LTD., and Gather Forever Investments Limited, together with their associates are required to abstain from voting in favour of the ordinary resolution regarding the proposed grant of the New General Mandate at the EGM. To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, save for Mr. Wang Xi, Growth Value LTD., FASE LTD., Gather Forever Investments Limited, Mr. Chen Jun and Mr. Zhao Lei, together with their associates, which held a total of 108,949,028 Shares as of the Latest Practicable Date, no Shareholder is required to abstain from voting on any resolutions to be proposed at the EGM. Please refer to the notes to the table under "Proposed Refreshment of General Mandate – Potential Dilution to Shareholding of the Shareholders" above for details of their associates who held Shares as of the Latest Practicable Date.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, March 24, 2026 to Friday, March 27, 2026, both days inclusive, during which period no transfer of Shares will be registered. The record date for determining the eligibility to attend and vote at the EGM will be Friday, March 27, 2026. In order to be eligible to attend and vote at the EGM, all transfer forms 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, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, March 23, 2026.

FORM OF PROXY

A form of proxy is enclosed for use at the EGM. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.easou.cn). Whether or not you intend to be present at the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the EGM (i.e. before 10:30 a.m. on Wednesday, March 25, 2026) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the EGM if they so wish and in such event, the relevant form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

VOTING BY POLL

Pursuant to Article 72 of the Articles, a resolution put to the vote of the meeting shall be decided by poll save that the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution to be voted on by a show of hands. Pursuant to Rule 13.39(4) of the Listing Rules, a resolution put to the vote of the meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the chairman of the EGM will demand a poll for the resolutions to be put forward at the EGM. On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for every fully paid share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

RECOMMENDATION

The Board considers that the adoption of the 2025 Share Award Scheme II, the adoption of the Subscription Plan and the grant of the New General Mandate are in the interests of the Company and the Shareholders as a whole. The Board therefore recommends the Shareholders to vote in favour of all the resolutions to be proposed at the EGM.

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 respect 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.

By order of the Board
Easou Technology Holdings Limited
Wang Xi
Chairman



Easou Technology Holdings Limited
宜搜科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2550)

March 9, 2026

To the Independent Shareholders

Dear Sir or Madam,

PROPOSED REFRESHMENT OF GENERAL MANDATE

We refer to the circular of the Company to the Shareholders dated March 9, 2026 (the “Circular”), in which this letter forms part. Unless the context requires otherwise, capitalized terms used in this letter will have the same meanings as defined in the Circular.

The Independent Board Committee has been established to advise the Independent Shareholders on whether the proposed grant of the New General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole.

We wish to draw your attention to the letter from the Board as set out on pages 9 to 39 of the Circular and the letter of advice from WRISE Capital Limited, the Independent Financial Adviser, appointed to advise the Independent Board Committee and the Independent Shareholders, as set out on pages 41 to 61 of this Circular in relation to the proposed grant of the New General Mandate.

Having taken into consideration the factors and reasons as stated in the letter from the Board, and the opinion as stated in the letter of advice from the Independent Financial Adviser, we consider that the proposed grant of the New General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution(s) to be proposed at the EGM to approve the proposed grant of the New General Mandate.

Yours faithfully,

For and on behalf of

Independent Board Committee

Mr. Zhu Jianfeng

Mr. An Yingchuan

Ms. Meng Xue

Independent Non-executive Directors

The following is the full text of the letter received from the Independent Financial Adviser setting out its advice to the Independent Board Committee and the Independent Shareholders in respect of the proposed grant of the New General Mandate for the purpose of inclusion in this circular.



March 9, 2026

To the Independent Board Committee and the Independent Shareholders

Dear Sir or Madam,

PROPOSED REFRESHMENT OF GENERAL MANDATE

INTRODUCTION

We refer to our appointment by the Company as the Independent Financial Advisor to advise the Independent Board Committee and the Independent Shareholders in connection with the proposed grant of the New General Mandate, the details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the circular of the Company dated March 9, 2026 (the “**Circular**”), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular unless the context requires otherwise.

The Board proposes to refresh the Existing General Mandate for the Directors to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the relevant resolutions at the EGM (excluding any Shares held in treasury).

As at the Latest Practicable Date, the Company had 452,054,244 Shares in issue and had no Shares held in treasury. On the basis that there are no changes in the issued share capital of the Company from the date of the Latest Practicable Date and up to the date of the EGM, the Directors will be authorized to allot and issue up to 90,410,848 new Shares under the New General Mandate, representing 20% of the issued share capital of the Company as at the date of the EGM (excluding any Shares held in treasury, if any).

Pursuant to Rule 13.36(4) of the Listing Rules, the proposed refreshment of the Existing General Mandate will be subject to the Independent Shareholders’ approval by way of an ordinary resolution at the EGM. Any controlling shareholders and their respective associates, or where there is no controlling shareholder, the Directors

(excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolutions to approve the proposed refreshment of the Existing General Mandate at the EGM.

As at the Latest Practicable Date, to the best knowledge, belief and information of the Directors having made all reasonable enquiries, Mr. Wang Xi, and Growth Value LTD., FASE LTD., and Gather Forever Investments Limited, each controlled by Mr. Wang Xi, are the controlling Shareholders of the Company. Accordingly, Mr. Wang Xi, and Growth Value LTD., FASE LTD., and Gather Forever Investments Limited, together with their associates are required to abstain from voting in favour of the ordinary resolution regarding the proposed grant of the New General Mandate at the EGM. In addition, each of Mr. Wang Xi, Mr. Chen Jun and Mr. Zhao Lei, being the executive Directors, together with their associates, are required to abstain from voting in favour of the ordinary resolution regarding the proposed grant of the New General Mandate at the EGM. To the best knowledge, belief and information of the Directors having made all reasonable enquiries, no other Shareholder is required to abstain from voting in the ordinary resolutions regarding the grant of the New General Mandate at the EGM. None of the Directors are required to abstain from voting at the Board meeting held to consider the proposed grant of the New General Mandate.

THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee, comprising all the independent non-executive Directors, namely Mr. Zhu Jianfeng, Mr. An Yingchuan and Ms. Meng Xue has been established to advise the Independent Shareholders as to whether the proposed grant of the New General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole. Our appointment as the Independent Financial Advisor to advise the Independent Board Committee and the Independent Shareholders in this respect has been approved by the Independent Board Committee.

OUR INDEPENDENCE

As at the Latest Practicable Date, we did not have any relationship with, or interest in, the Company, the Directors or other parties that could reasonably be regarded as relevant to our independence. During the past two years immediately prior to this appointment, we have not (i) acted in the capacity as financial advisor or independent financial advisor to the Company; (ii) provided any services to the Group; or (iii) had any relationship with the Group. Apart from normal independent financial advisory fees paid or payable to us in connection with this appointment, no arrangements existed whereby we had received or will receive any fees or benefits from the Company or any other parties that could reasonably be regarded as relevant to our independence. Accordingly, we consider that we are independent pursuant to Rule 13.84 of the Listing Rules.

BASIS OF OUR OPINION AND RECOMMENDATION

In formulating our advice and recommendation to the Independent Board Committee and the Independent Shareholders, we have reviewed, amongst other things:

- (i) the Company’s annual report for the financial year ended December 31, (“FY”) 2024 (“**2024 Annual Report**”);
- (ii) the Company’s interim report for six (6) months ended June 30, (“6M”) 2025 (“**2025 Interim Report**”);
- (iii) the announcements of the Company in respect to the June Subscriptions (“**June 2025 Subscription Announcement**”);
- (iv) the announcements of the Company in respect to the July Subscriptions (“**July 2025 Subscription Announcement**”) ((iii) together with (iv) (“**the Subscriptions Announcements**”));
- (v) the announcement of the Company in respect of investment in Lightnet Pte. Ltd. dated August 7, 2025;
- (vi) the announcement of the Company in respect of proposed refreshment of general mandate (“**RGM Announcement**”) dated December 3, 2025; and
- (vii) other information as set out in the Circular.

We have relied on the truth, accuracy and completeness of the statements, information, opinions and representations contained or referred to in the Circular and the information and representations made to us by the Company, the Directors and the management of the Group (collectively, the “**Management**”). We have assumed that all information and representations contained or referred to in the Circular and provided to us by the Management, for which they are solely and wholly responsible, are true, accurate and complete in all respects and not misleading or deceptive at the time when they were provided or made and will continue to be so up to the Latest Practicable Date. Shareholders will be notified of material changes as soon as possible, if any, to the information and representations provided and made to us after the Latest Practicable Date and up to and including the date of the EGM. We have also assumed that all statements of belief, opinion, expectation and intention made by the Management in the Circular were reasonably made after due enquiries and careful consideration and there are no other facts not contained in the Circular, the omission of which make any such statement contained in the Circular misleading. We have no reason to suspect that any relevant information has been withheld, or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Management, which have been provided to us.

We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. However, we have not carried out any independent verification of the information provided by the Management, nor have we conducted any independent investigation into the business, financial conditions and affairs of the Group or its future prospects.

The Directors jointly and severally accept full responsibility for the accuracy of the information disclosed and confirm, having made all reasonable enquiries that to the best of their knowledge and belief, there are no other facts not contained in this letter, the omission of which would make any statement herein misleading.

This letter is issued to the Independent Board Committee and the Independent Shareholders solely in connection for their consideration of the proposed grant of the New General Mandate and except for its inclusion in the Circular, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purpose without our prior written consent.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the grant of the New General Mandate, we have taken into consideration the following principal factors and reasons:

1. Background and financial information of the Group

The Group is principally engaged in online literature recommendation services, digital marketing services, online games publishing services and other digital content services in the PRC. Based on the 2024 Annual Report, the 2025 Interim Report and discussion with the Management, the Company had been profit-making from FY2020 to FY2023, recorded a loss amounted to RMB2.0million for FY2024, the deterioration in FY2024 was primarily attributable to (i) listing expenses incurred for the Company's initial public offering; and (ii) an increase in selling and distribution expenses arising from the expansion of the Group's overseas markets in the second half of 2024.

For the six months ended June 30, 2025, the Company recorded a profit of approximately RMB10.26 million, improving from a profit of approximately RMB3.40 million for the six months ended June 30, 2024, such improvement in profit was mainly due to the increased in revenue by 37.6% from RMB227.8 million for 6M2024 to RMB382.3 million for 6M2025 and no listing expense was incurred in 2025. As highlighted in the 2025 Interim Report, the increase in profit to RMB10.26 million was primarily attributable to (i) the increase in revenue exceeding the growth in cost of sales; and (ii) the absence of listing expenses during the period. In addition, the Company has continued to allocate additional resources to R&D expenses, leading to higher server and bandwidth expenses as well as employee remuneration. The Group's other income and gains increased slightly from approximately RMB1.7 million during 6M2024 to approximately RMB1.8 million during 6M2025.

As at June 30, 2025, the Company remained in a net asset position of approximately RMB627.1 million, representing an improvement of 40.7% compared to approximately RMB445.7 million as at December 31, 2024. According to the Management, such improvement was mainly due to the completion of June 2025 share subscription where the net proceeds from the subscription amounted to approximately HK\$180.7 million.

As at June 30, 2025, the Company's cash balance amounted to approximately RMB258.4 million, representing an increase of 60.7% from RMB160.8 million as of December 31, 2024, such increase was primarily due to the proceeds raised from June 2025 share subscription. As discussed with the Management, the Directors believe that further bolstering the Group's financial resources and maintaining this financial flexibility is crucial to realizing the business potential and supporting the long-term growth of the Group.

2. Background of and reasons for the grant of the New General Mandate

At the 2025 AGM, the Shareholders approved, among other things, the Existing General Mandate which authorized the Directors to allot, issue and deal with not more than 65,787,448 new Shares, being 20% of the total number of issued shares of the Company as at the date of the 2025 AGM (excluding any Shares held in treasury, if any.)

References are made to the announcements of the Company dated 24 July 2025 and 6 August 2025 in relation to the July Placing, where 65,787,000 new Shares were issued under the Existing General Mandate (representing substantially most of the Existing General Mandate). Following completion of the Subscriptions, only 448 new Shares could be issued under the Existing General Mandate.

As the Existing General Mandate has almost been fully utilized and only 448 new Shares could be issued under the Existing General Mandate, the Board proposes to convene the EGM at which an ordinary resolution will be proposed to the Independent Shareholders that:

- (i) the Directors be granted the New General Mandate to allot and issue Shares not exceeding 20% of the Company's issued share capital as at the date of passing the relevant resolution at the EGM (excluding any Shares held in treasury); and
- (ii) the New General Mandate be extended to Shares repurchased by the Company pursuant to the repurchase mandate granted to the Directors at the 2025 AGM.

The Company has not refreshed the Existing General Mandate since the 2025 AGM. The New General Mandate will last until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting is required by any applicable laws or the articles of association of the Company to be held; and
- (iii) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

As at the Latest Practicable Date, the Company had 452,054,244 Shares in issue and had no Shares held in treasury. On the basis that there are no changes in the issued share capital of the Company from the Latest Practicable Date and up to the date of the EGM, the Directors will be authorized to allot and issue up to 90,410,848 new Shares under the New General Mandate, representing 20% of the issued share capital of the Company as at the date of the EGM (excluding any Shares held in treasury, if any).

As discussed above, the Group has been profit-making from FY2020 to FY2023, but recorded a loss amounted to approximately RMB2.0 million for FY2024, the decline in profitability in FY2024 was primarily attributable to (i) listing expenses incurred for the Company's initial public offering; and (ii) an increase in selling and distribution expenses arising from the expansion of the Group's overseas markets in the second half of 2024. For the six months ended June 30, 2025, the Company recorded a profit of approximately RMB10.26 million, improving from a profit of approximately RMB3.40 million for the six months ended June 30, 2024, such improvement was due to an increased in revenue by 37.6% from approximately RMB227.8 million for 6M2024 to approximately RMB382.3 million for 6M2025 and no listing expense was incurred in same period of 2025.

As referred to the Letter from the Board, the June Subscriptions and the July Subscriptions provided capital of approximately HK\$180.7 million and HK\$338.0 million respectively. Details of the allocation of the net proceeds from the Subscriptions is detailed in the section headed "4. Equity fund-raising activity in the past twelve months" below. We noted that the proceeds from the Subscriptions has been earmarked for the implementation of the projects in mentioned therein and are all expected to be fully utilized by end of 2027.

The Company is contemplating strategic initiatives which may lead to need for the Group to refresh the Existing General Mandate in preparation for the potential needs of future investment opportunities.

As confirmed by the Company, from time to time the Company will review potential acquisition targets (“**Potential Targets**”) for acquisition which the Director considers can i) accelerate the organic growth of the Company; ii) widen its business spectrum; iii) enable the Company to stay abreast of market development and iv) enhance its competitiveness in the industry it operates, which is always evolving. The Directors consider that making investing in other companies can help the Company to leverage on the strengths of other companies if need.

In identifying the **Potential Targets**, the Company will take into consideration, including but not limited to, the following factors:

- its business is in line/can have synergy effects with that of the Companies
- a simple and transparent shareholding structure
- simple organizational structure
- a limited number of shareholders and with a clear controlling shareholders;
and

Currently, the Company had not finalized investment amount nor investment portion, but likely would not participate in their daily operation in cases of non-controlling stake.

We have obtained and reviewed information in respect to existing investment of the Companies, which comprise total of four projects. All these investments were completed within the last twelve months. In summary, apart from meeting the above criteria, these companies are start-up business (established for less than 2 years) and are engaged in businesses activities related to that of the Company. Since they are start-up companies, the investment amount was relatively small (average less than RMB3 million per investment) and were made in form of cash, as such start-up companies generally require working capital to support their business operation. At the same time, the Company has also invested in more established companies with proven track record (more than 5 years of operation) and with substantive business substance. One of such examples is as disclosed in the announcement of the Company in respect of investment in Lightnet Pte. Ltd. dated August 7, 2025.

We understand that the Company is currently evaluating several potential investment opportunities, involving ten companies (nine PRC companies, one Hong Kong company). These companies consist of (i) game/application distributors, (ii) AI related application; (iii) platform service provider; and (iv) education technology. The businesses of these Potential Targets are in line with the Company's business, which is primarily engaged in the artificial intelligence (AI) application sector, which includes online reading platform services, digital marketing services, online games publishing services and other digital content services. The Directors are exploring the possibilities to invest into these Potential Target for business development. One of the Potential Target, an AI companies which they are negotiating with, can help the Company to apply AI engine to recommend products to users by the Company's streaming platform in Tiktok and Douyin. In addition, the Company is also considering gaming companies to scale the exiting business. Currently the Director intends to acquire these Potential Target shares by issuing consideration shares. As per our understanding from the Directors, based on their experiences in investing other companies, it is expected that among these cases, several of them might be able to enter into formal agreement in coming six months. The exact shareholdings to be invested will depend on various factors, including but not limited to final valuation of the Potential Target, timing of transaction and the prevailing Company's shares price at the relevant period. The Company has commenced discussion (performing initial due diligence and with all these companies. These **Potential Targets** 1) have at least 6 years of operating history; 2) have fewer than 4 existing shareholders and controlling shareholder(s); 3) except for one of them already have more than in evaluating these Potential Targets, the Company use price-to-earnings ("PE") (less than 10 times) or the price-to-sales ("P/S") ratio (range from 2-6) where applicable. Majority of these **Potential Targets** are with Valuation range from RMB100 million–200 million and the largest one is RMB800 million to RMB1,000 million. Currently, the Company had not finalized investment amount nor investment portion, but likely would not participate in their daily operation in cases of non-controlling stake. The Company has completed its internal valuation procedures of the Potential Targets, the Company is in preliminary discussion with independent valuation firm on the valuation of Several Potential Targets. Currently based on the internal valuation of the Company, two of the **Potential Targets** are valued at approximately HKD80 – 100 million and HKD160 – 200 million. As understand from the Company, the Company is awaiting for the FY2025 financial results of the Potential Targets. As at the Latest Practicable Date, no agreement has been entered, the Company has entered into non-legal binding memorandum of understanding with two of the ("**Potential Targets**"). The Director expected these transaction if materialised, will be completed in coming months. The Company will follow Listing Rules requirements on discloseable transaction and obtain shareholder approval (if required).

The Directors confirmed all the **Potential Targets** are independent third parties. To the best knowledge of the Directors, they are not aware that there exists any relationship among the **Potential Targets**.

The Directors believe that these initiatives, together with the Company's on-going projects, are expected to drive sustainable value growth over the medium to long term. The Directors considered such objectives can be achieved as they are of the view that the potential investments would enable the Group to achieve sustainable value growth over the medium to long term by (i) strengthening its artificial intelligence ("AI") capabilities, thereby enhancing its technological competitiveness; (ii) improving the Group's revenue base and profitability through business expansion and operational efficiency; and (iii) broadening the Group's product portfolio to capture emerging market opportunities and better meet evolving customer needs. In this context, the Directors consider the proposed refreshment of the Existing General Mandate to be a reasonable and feasible option. It will provide the Company with additional flexibility to acquire these projects by issuing of equity. As at the Latest Practicable Date, the Company has not formulated any concrete investment plan for any specific pipeline opportunities.

The Directors considered that the use of New General mandate to acquire the Potential Targets can have the following benefits:

- allowing the Company and the target stakeholders to align their mutual interests through the issuance of share to target stakeholder;
- providing an option attractive to the vendors of the Potential Target companies as they are with established with certain Track Records, as they prefer to receive consideration in the form of the Company's shares instead of cash. Receiving the Company's shares instead of cash allows the vendors to have upside potential if the Company's share price goes up, thereby retaining potential upside from the Group's future performance;
- reducing the Company's actual payment obligation immediate cash outlay and preserving its working capital for other operational needs; and
- enabling the Company to complete acquisitions within a short time frame, given that the issuance of shares under the mandate would not require additional shareholders' approval.

Having considered the above, we therefore concur with the Directors that it is necessary to preserve flexibility to invest/acquire target assets/business by issuing Shares under the New General Mandate, when granted, to further enhance the Group's financial flexibility and enable it to execute the strategic development initiatives.

In light of the above and given that there are almost four months before the next annual general meeting, the Directors consider that the refreshment of the Existing General Mandate would provide the Company with flexibilities in meeting its financial, capital and operation needs and enable it to respond promptly to market conditions and investment opportunities, including, but not limited to, strategic acquisitions to be made by the Group by way of cash, issuance of Shares, instrument convertible or exchangeable into Shares, or different combinations of considerations that may arise before the next annual general meeting, avoiding the uncertainties of not being able to obtain a specific mandate in a timely manner. As such, the proposed refreshment of Existing General Mandate serves as a prudent measures allows the Company to continue executing its strategic initiatives while navigating the extended period until the next Annual General Meeting. Taking into accounts the above, the Directors are of the view that the grant of the New General Mandate is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company had not entered into any agreement, arrangement, understanding or undertaking in respect of the proposed issue of new Shares under the New General Mandate as the Board currently has no authority to issue new Shares given that the Existing General Mandate has almost been fully utilized. Therefore, it may not be fruitful for the Company to further discussion with Potential Targets due to the uncertainties over the time required to secure approval for a specific mandate and that such approval may not be obtained. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable investment opportunities arise to support, among others, future strategy of the Group.

If the New General Mandate is approved by the Shareholders, the Company will continue discussion with Potential Targets and may issue shares under with the New General Mandate to acquire certain Potential Targets for its business development.

In light of the above, the Directors consider that the proposed refreshment of Existing General Mandate to be an essential part of the Group's growth strategy. It is crucial to provide the Company with the flexibility necessary to acquire the Potential Targets, prior to the next Annual General Meeting. As such, we are of the view and concur with the Directors' view that the proposed refreshment of Existing General Mandate is fair and reasonable, and in the interest of the Company and the Shareholders as a whole as it keeps the Company agile and positions it to respond quickly to opportunities or investment needs.

3. Other financing alternatives

As set out in the Letter from the Board, the Directors have also considered equity or equity-related financing to be an important avenue of resources to the Group for its intended acquisition, since it can reduce reliance on debt financing, which will create additional interest paying obligations. The Board will also consider other financing alternatives apart from equity or equity-related financing by utilising the New General Mandate, such as rights issue, open offer or internal cash resources to meet the financial requirements of the Group, if appropriate, taking into consideration the then financial position, capital structure and cost of funding of the Group as well as the prevailing market condition.

In respect of debt financing, it is considered that debt financing may be subject to lengthy due diligence and negotiations, even though the Company's gearing ratio was 21.1% as at June 30, 2025. It will increase unnecessary interest burden (given the Group is in net cash condition) and increase the gearing ratio, which would impair the financial performance of the Group and it is prudent not to incurring additional large amount of bank loans and corresponding interest payments. This is because the associated fixed interest payments of bank loans would increase the Group's financing cost, exerting downward pressure on its position and consuming cash reserves needed to fund growth initiatives. In addition, bank borrowings generally require fixed asset pledging and corporate guarantees. The Directors consider that, currently, the Group does not have material fixed assets suitable and available for pledging to secure a substantial amount of bank borrowings. With reference to the 2025 Interim Report, we noted that the Group only had approximately RMB15.8 million of property, plant and equipment as at June 30, 2025, as such, we concur with the Management that obtaining a significant bank loan with favourable terms would be difficult and challenging under these circumstances.

The Company has approached banks in the PRC in respect of acquisition financing, the main hurdles can be summarized as follows:

- The Company, if apply for acquisition financing from existing banks, will consume the same limit as if its credit limit, hence no additional financing can be obtained;
- Secondly, for gaming companies which is 1) light assets in nature 2) many are not yet profit making; and 3) uncertainties over the valuation of IP, create difficulties for banks to approve acquisition loans (or to obtain a loan amount sufficient for the Company); and
- Even though there are banks indicated their willingness to lend, the indicative lending rates are pretty high (PBOC lending rates +30%), hence the Company did not consider this is a commercial viable terms.

Besides we are given to understand that it may be highly uncertain and time-consuming for the Company to obtain sufficient long-term debt financing of comparable size on favourable terms for acquisition purposes. Such understanding was based on representations from the Company, including discussions with the Company's management and review of relevant communication between the Company and banks. As such, it is not the optimal financing method under the circumstances. In addition, in view of the current market environment, lenders may impose more stringent covenants or require additional security, further limiting the Group's flexibility. We concur with the Directors that debt financing is comparatively costly, uncertain and time-consuming as compared to equity financing by issuance of new Shares under general mandate for the Group to obtain additional funding.

Equity financing, on the other hand, will provide the Group with fresh funding without repayment obligations, thereby improving its capital structure and enhancing its future financing capabilities. In respect of pre-emptive fund-raising methods such as rights issue or open offer, the Directors consider that they may generally involve substantial time to complete with considerable costs as compared to equity financing by issuance of new Shares under general mandate. In particular, a rights issue or an open offer normally takes at least five to six weeks, and lengthy discussions with potential commercial underwriters may also be involved. If shareholders' approval is required, it may take over two months, which is primarily due to the time for the issuer to prepare a circular and the notice period for the shareholders' meeting. Therefore, it would not allow the Company to satisfy its funding requirements in a timely manner if required. Moreover, the extended timetable for these methods increases the opportunity cost, as the Company may be unable to act immediately.

While a rights issue or open offer would permit existing Shareholders to maintain their pro-rata shareholdings, these methods present certain drawbacks. If the discount to the rights issue price or open offer price offered is not sufficiently attractive, it may potentially lead to low subscription level by the existing Shareholders. This risk is heightened where market sentiment is volatile, as underwriters/investors may demand deeper discounts or higher fees to assume the risk, or may be unwilling to fully underwrite the offer at all. Consequently, if conducted on a non-underwritten basis, the ultimate fund-raising size could not be assured at the beginning, leaving the Company's funding needs unmet. We share the view with the Directors that even if the Company is successful in procuring an underwriter, the high underwriting commission (compared with the total fees involved in rights issue) will result in a lesser fund raising proceeds to the Group as the obligation of the underwriter is on a fully underwritten basis; while that of the placing agent is on a best-effort basis, and may not be beneficial to the Company and the Shareholders as a whole. As compared to a rights issue or open offer, we consider that the proposed refreshment of Existing General Mandate is less costly in terms of money and time (e.g. it would take approximately one to two weeks for the completion of issuance of new Shares under the New General Mandate when the New General Mandate granted), providing the Company with swift access to crucial capital.

Compared to equity financing by issuance of new Shares under general mandate, we concur with the Directors that issuing Shares under specific mandate involves extra time from the finalization of the relevant terms of the fundraising plan, the preparation, printing and despatch of the relevant circular and other documentations, as well as the holding and convening of extraordinary general meeting on each occasion of issue. On the other hand, refreshing the Existing General Mandate allows the Company to avoid the uncertainties under such circumstances where the approval for specific mandate may not be obtained in a timely manner, and provides the Company with the flexibility to issue new Shares in an expeditious manner. It provides fresh capital without repayment obligations, thereby improving the capital structure and enhancing future financing capabilities, and is significantly more cost-effective and time-efficient than the alternatives. Accordingly, we agree with the Directors' view that the proposed refreshment of the Existing General Mandate offers the Company greater financing flexibility to cope with the funding needs of the Company by providing a more efficient process of fund-raising and avoiding the uncertainties of not obtaining a specific mandate in a timely fashion.

The Directors have confirmed that they would exercise due and careful consideration when choosing the optimal financing method available to the Group to the best of their knowledge and belief. In addition, the proposed refreshment of the Existing General Mandate will provide the Company with an additional alternative and it is reasonable for the Company to have flexibility and discretion in deciding the investing methods to capture any opportunity in a timely manner.

Based on the factors discussed above, we concur with the Directors that conducting acquisition through the issue of new Shares under the New General Mandate provides the Company with greater financing flexibility than debt financing and other alternative equity financing methods, offers greater execution certainty in volatile markets, and preserves the Company's ability to act quickly on operational and strategic needs, which is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

4. Equity fund-raising activity in the past twelve months

The Company was listed in June 2024, The net proceeds from the Global Offering amounted to approximately HK\$40.7 million. Unutilized as of June 30, 2025 was approximately HK\$9.6 million. Unutilized amount as of Latest Practicable Date was approximately HK\$1.5 million. Such amount has been scheduled and will be fully utilized by 2026.

APPENDIX II	LETTER FROM THE INDEPENDENT FINANCIAL ADVISER
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Save as disclosed below, the Company has not conducted any equity fund-raising activity in the past twelve (12) months immediately preceding the Latest Practicable Date:

Date of announcement	Fund raising activities	Net proceeds raised (approximately) <i>HK\$'000</i>	Intended use of proceeds	Utilized as at the Latest Practicable Date <i>HK\$'000</i>	Unutilized amount as at the Latest Practicable Date <i>HK\$'000</i>	Expected timetable for the utilized balance
June 20, 2025 and June 30, 2025	Placing of 57,330,000 Shares at the placing price of HK\$3.20 per Share to the placees, and the subscription of 57,330,000 new Shares under the general mandate by the vendor	180,665	The research and development of the artificial intelligence recommendation engine to facilitate new application scenarios, such as short dramas, as well as the investment in technologies for artificial intelligence generated content (AIGC)	24,235	48,031	Second quarter of 2027
			The expansion of online games and short dramas in overseas markets	30,957	41,309	Fourth quarter of 2026
			The upgrades and development of intelligent advertisement platforms	10,527	25,606	Second quarter of 2027
July 24, 2025 and August 6, 2025	Placing of 65,787,000 Shares at the placing price of HK\$5.26 per Share to the placees, and the subscription of 65,787,000 new Shares under the Existing General Mandate by the vendor	HK\$338.0 million	Investment in the internet digital center assets	0	169,017	Third quarter of 2027

APPENDIX II LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Date of announcement	Fund raising activities	Net proceeds raised (approximately) <i>HK\$'000</i>	Intended use of proceeds	Utilized as at the Latest Practicable Date <i>HK\$'000</i>	Unutilized amount as at the Latest Practicable Date <i>HK\$'000</i>	Expected timetable for the utilized balance
			Investment in companies that involve in areas including the artificial intelligence technologies and their application (with a focus on the artificial intelligence generated content), Web 3.0 businesses (such as the Real-World Asset businesses) and/or the digital content creation	38,983	62,427	Fourth quarter of 2027
			The Group's working capital	28,785	38,822	Fourth quarter of 2027

As at the Latest Practicable Date, the Directors confirmed that there is no change in the intended use of proceeds. For the proceeds from the Subscriptions which had not been utilized as at the Latest Practicable Date, the Company has placed such proceeds in bank accounts at licensed banks. Part of the Company's idle proceeds (US\$6.45 million) were as disclosed in announcement dated November 10, 2025, was applied to subscribe for a wealth management product. The Company, when apply the idle proceeds to subscribe for wealth management products will disclose and/or seek for Shareholders approval (if required), as in the case of November 2025 and December 2025.

With reference to the Company's utilization table of the uses of proceeds for the June Placing and the July Placing, by the end of the first quarter of 2027, (i) approximately RMB167.1 million out of approximately RMB180.7 million of the net proceeds from the June Placing will be utilized; and (ii) approximately RMB243.4 million out of approximately RMB338.0 million of the net proceeds from the July Placing will be utilized. Accordingly, a total of approximately RMB108.2 million of the idle proceeds from the June Placing and July Placing will remain unutilized until the second quarter of 2027. The Company intends to subscribe for financial products with a total aggregate principal amount of not more than HK\$180.0 million (or equivalent amount in other currencies), will mature by the end of the first quarter of 2027 so as to ensure idle cash are properly handled. In relation to the proposed subscription, we have reviewed the subscription agreements, noted the principal terms are as disclosed under section headed "Letter from the Board" of this circular. We have discussed with the Company to understand the rationale for the subscription. Given that prevailing PRC saving rate is low, and that the intention of the Company is to earn better returns while ensuring the amount can be realised when the earmark usage has to be paid. The subscription will achieve a balance between maintaining the cash available and obtain reasonable return for the Company.

We have discussed with the Company and the Directors have confirmed that the Shares to be issued under the New General Mandate will only be used for acquisition only. The Company provided a list of Potential Targets to us and explain why they consider acquisition of these Potential Targets can help business development of the Company. From time to time, the Company is looking for investment targets and is consistent with its business plan. The Directors consider that making investment in other companies can help the Company to leverage on the strength of other companies. For details of these Potential Target please refer to page 48 of this IFA letter. The Directors have confirmed to the IFA that these Potential Target were not mentioned in the previous rounds of fund raising. In addition, the Company have provided information of the two target companies they were referring to in the **July 2025 Subscription Announcement**. These two companies, one was mainly involved in AI solution for home and office management, and the other was involved in animation, IP development and toys business. As advised by the Directors, negotiations with these two companies are still ongoing and were not included as part of the **Potential Targets** for RGM announcement. As understand from the Directors, it is expected that among these cases, three of them might be able to enter into agreement within coming six months. Given the above, and that Investment in other Companies are part of normal business activities of the Company, the IFA considered it is reasonable to refresh the general mandate at this stage as this allows the Company to shorter the time required to acquire the Potential Targets and capture the business opportunities.

Saved as disclosed above, the Directors confirmed that the Company had not conducted any other fund raising activities during the past twelve (12) months immediately prior to the Latest Practicable Date. As a result of the above fund-raising activities, the Existing General Mandate has almost been fully utilized and only 448 new Shares could be issued under the Existing General Mandate.

5. Potential dilution of shareholdings of the Shareholders

The table below sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) upon full utilization of the New General Mandate (assuming no other Shares are issued or repurchased by the Company from the Latest Practicable Date up to and including the date when the New General Mandate is utilized in full), for illustrative and reference purpose:

	As at the Latest Practicable Date		Upon full utilization of the New General Mandate	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Directors and Substantial Shareholders				
– Wang Xi and his associate(s) (Notes 1, 2)	106,855,884	23.64	106,855,884	19.70
– Chen Jun and his associate(s) (Note 3)	2,059,860	0.46	2,059,860	0.38
– Zhao Lei and his associate(s) (Note 4)	33,284	0.01	33,284	0.01
Other Shareholders				
– Other Public Shareholders	343,105,216	75.90	343,105,216	63.25
Maximum Number of new shares that can be issued under the New General Mandate				
	–	–	90,410,848	16.67
Total	452,054,244	100.00	542,465,092	100.00

Notes:

- Mr. Wang Xi is an executive Director. To the best knowledge of the Directors, Growth Value LTD., which holds 106,855,884 Shares, is an investment holding company incorporated in the British Virgin Islands and, upon the establishment of The Hope Trust, is owned as to (i) 99% by Gather Forever Investments Limited, which in turn is wholly owned by CMB Wing Lung (Trustee) Ltd. (the trustee of The Hope Trust); and (ii) 1% by FASE LTD., which in turn is wholly owned by Mr. Wang Xi. The Hope Trust is an irrevocable reserved power trust established by Mr. Wang Xi, as the settlor and protector, with CMB Wing Lung (Trustee) Ltd., an independent trustee, as trustee, for the benefit of Mr. Wang Xi and his family members. As such, Mr. Wang Xi (as the founder of The Hope Trust), CMB Wing Lung (Trustee) Ltd., Gather Forever Investments Limited and FASE LTD. are deemed to be interested in all the Shares held by Growth Value LTD. pursuant to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

2. Ms. Zhou Yuan is the spouse of Mr. Wang Xi and is deemed or taken to be interested in all the Shares in which Mr. Wang Xi has, or is deemed to have, an interest for the purposes of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).
3. Mr. Chen Jun is an executive Director. To the best knowledge of the Directors, the 2,059,860 Shares are held by SKYMOBI LTD., which in turn is directly wholly-owned by Mr. Chen Jun. As such, Mr. Chen Jun is deemed to be interested in the 2,059,860 Shares held by Skymobi under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).
4. Mr. Zhao Lei is an executive Director. To the best knowledge of the Directors, the 33,284 Shares are held by FULL OCEAN INVESTMENTS LTD., which in turn is directly wholly-owned by Mr. Zhao Lei. As such, Mr. Zhao Lei is deemed to be interested in the 33,284 Shares held by Full Ocean under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Assuming that (i) the proposed grant of the New General Mandate is approved at the EGM; and (ii) no Shares will be issued and/or repurchased and cancelled from the Latest Practicable Date up to the date of the EGM (both dates inclusive), upon full utilization of the New General Mandate, 90,410,848 Shares can be issued, which represents 20% and approximately 16.67% of the aggregate number of the issued Shares as at the Latest Practicable Date and the aggregate number of the enlarged issued Shares (both excluding any Shares held in treasury) respectively. The aggregate shareholding of the existing public Shareholders will be diluted from approximately 75.90% as at the Latest Practicable Date to approximately 63.25% upon full utilization of the New General Mandate, representing a potential maximum dilution in public shareholding by approximately 12.65%.

The Company's average Share price was approximately HK\$3.61 after the completion of two fund raising exercise, representing investor confidence in the Group's future prospect, as the dilutive impact of the new Share issuances was less than theoretical discount. As such, we have reviewed the Share price of the Company during (i) the period from December 4, 2024 (being approximately one-year period prior to the RGM Announcement; and (ii) the period from December 4, 2025, being the first trading day after the RGM Announcement up to and including the Latest Practicable Date (the "**Post-Announcement Period**", together with the Pre-Announcement Period, the "**Review Period**"). In determining the duration of the Review Period, we have considered that a longer duration may not reflect the latest market conditions whilst too short a duration may not provide a holistic view of the general performance of the Share prices. Based on the above, we consider the Review Period adopted is representative and reasonable.

Chart 1: Movement of the closing Share price during the Review Period



Source: the Stock Exchange's website

We noted that within the last twelve months, the Shares traded between range of the lowest of HK\$ 2.83 on September 18, 2025 to the highest of HK\$6.31 on July 16, 2025 with an average closing Share price of approximately HK\$3.96 per Share. The Shares had been trading around HK\$3.15 approximately a week prior to the publication of the RGM Announcement. Subsequently, we noted that the Shares demonstrated a stable trend, being the last trading day prior to the publication of the RGM Announcement, which represented an approximately 1.6% decrease from the price level a week before.

The closing Share price on the next trading day after the publication of the December 3 Announcement, being December 4, 2025, was HK\$3.08. This represents a premium of approximately premium of 8.8%, discount of 48.8%, and discount of 22.3% over the lowest, highest and average closing Share prices respectively, during the Period under review. During the Period under review, the Shares traded between a range of HK\$2.83 and HK\$6.31, with an average of approximately HK\$3.96. This average Share price of HK\$2.85 during the Post-announcement Period (from December 4, 2025 to the Latest Practicable Date) represents a decrease of approximately 7.94% compared to the closing price of HK\$3.10 at the date of RGM announcement. Furthermore, the Share price since the RGM Announcement has found trading above HK\$3.00 over one month. This share price trend demonstrates that the investors and Shareholders did not react negatively and remained confident in the Group's prospects.

Having regard to the historical trading prices of the Shares and the market's response to the RGM Announcement, we concur with the Directors' view that the proposed refreshment of the Existing General Mandate is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

While the proposed refreshment of the Existing General Mandate above may result in a potential dilution to existing shareholdings of the Shareholders, we have taken into account the following key considerations in forming our opinion: (i) the current financial resources of the Group has its intended allocation of use; (ii) the Existing General Mandate has been fully almost utilized as at the Latest Practicable Date, with the 2026 AGM not expected for another three months, creating a clear need for additional capital if required; (iii) the New General Mandate would provide an alternative option for the Company to conduct acquisition in a shorter timeframe and at a lower cost compared to other financing methods such as bank borrowings, which are time-consuming and may involve other terms that hinder the Company's business operation; (iv) the potential dilution is acceptable in light of the Company's requirement to maintain financing flexibility to support its working capital needs and on-going operations and business development; and (iv) the Company's Share price has remained stable since the publication of the RGM Announcement. Having regard to the above, we consider the proposed grant of the New General Mandate to be fair and reasonable and in the interests of the Company and the Shareholders as a whole. In addition, we are of the opinion that the potential dilution is acceptable, given the Company's need to maintain financing flexibility to support its strategy plan, working capital requirements and on-going operations.

OPINION AND RECOMMENDATION

In light of the above and having considered in particular that:

- (i) during the period from the grant of the Existing General Mandate to the Latest Practicable Date, the Existing General Mandate has been almost fully utilized;
- (ii) the New General Mandate would provide the Company with the flexibility to acquire target companies in a timely manner to meet its operational, R&D and business development funding requirements by enabling it to respond promptly if investment opportunities arise and the Company can by way of issuance of Shares, instrument convertible or exchangeable into Shares, or different combinations of considerations before the next annual general meeting, avoiding the uncertainties of not being able to obtain a specific mandate in a timely manner; and
- (iii) the acceptable potential dilution to shareholdings of the public Shareholders,

we are of the view that the proposed grant of the New General Mandate is fair and reasonable so far as the Independent Shareholders are concerned, and in the interests of the Company and the Shareholders as a whole. Shareholders are, however, reminded to note the potential dilution effect of the full utilization of the New General Mandate on their shareholding in the Company.

Accordingly, we recommend the Independent Board Committee to recommend, and we ourselves recommend, the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM in relation to the proposed grant of the New General Mandate.

Yours faithfully,
For and on behalf of
WRISE Capital Limited
Alan Au-Yeung
Executive Director

Mr. Alan Au-Yeung is the Executive Director of WRISE Capital and is licensed under the SFO as a Responsible Officer to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities. Mr. Au-Yeung has over 22 years of corporate finance experience in Hong Kong and has participated in and completed various financial advisory and independent financial advisory transaction.

Capitalized terms used herein shall have the same meaning as those defined in the the circular of the Company dated March 9, 2026.

The following is a summary of the principal terms of the rules of the 2025 Share Award Scheme II proposed to be adopted at the EGM.

1. PURPOSE OF THE 2025 SHARE AWARD SCHEME II AND ELIGIBILITY

The purposes and objectives of the 2025 Share Award Scheme II are to recognise the contributions by certain Eligible Participant(s) and to give incentives thereto in order to retain and motivate them for the continual operation and development of the Group; and to attract suitable personnel for further development of the Group, by providing them with the opportunity to acquire equity interests in the Company. These rules of the 2025 Share Award Scheme II serve to set out the terms and conditions upon which the Awarded Shares arrangement for the Grantees shall operate.

Subject to the terms of the 2025 Share Award Scheme II, the Board shall be entitled at any time during the life of the 2025 Share Award Scheme II to offer the grant of any Award to any Eligible Participants as the Board may in its absolute discretion select. However, any Excluded Participant shall be excluded from the term Grantee.

The basis of determining the eligibility of each Eligible Participant, including the criteria for determining a person's eligibility under each category of Eligible Participant, the Purchase Price and the number of Awarded Shares under any Award shall be determined by the Board absolutely. The assessing factors shall include, but not limited to, the following:

- (a) for Employee Participants – the individual performance, time commitment, responsibilities or employment conditions according to the prevailing market practice and industry standard, the length of employment with the Group and the individual contribution or potential contribution to the development and growth of the Group;
- (b) for Related Entity Participants – the degree of involvement in and/or cooperation with the Group, the length of collaborative relationship the Related Entity Participant has established with the Group, the amount of support, assistance, guidance, advice, efforts and contributions the Related Entity Participant has exerted and given towards the success of the Group, and the amount of potential support, assistance, guidance, advice, efforts and contributions the Related Entity Participant is likely to be able to give or make towards the success of the Group in the future; and

- (c) for Service Providers – the individual performance of the Service Provider, the length of business relationship with the Group, the materiality and nature of the services provided to the Group (such as whether they relate to the core business of the Group and whether such services could be readily replaced by third parties), track record in quality of services provided to the Group, the scale of business dealings with the Group, and actual or potential contribution to the Group’s revenue or profit which is or may be attributable to the Service Provider.

2. CONDITIONS PRECEDENT

The 2025 Share Award Scheme II shall come into effect on the date on which the following conditions are fulfilled:

- (a) the approval by the Shareholders for the adoption of the 2025 Share Award Scheme II at a general meeting; and
- (b) the approval of the Stock Exchange for the listing of and permission to deal in, the Shares (representing the initial Scheme Mandate Limit) to be allotted and issued in accordance with the terms and conditions of the 2025 Share Award Scheme II.

If the permission referred to in sub-paragraph (b) above is not granted within two calendar months after the Adoption Date:

- (a) the 2025 Share Award Scheme II will forthwith terminate;
- (b) any Award granted or agreed to be granted pursuant to the 2025 Share Award Scheme II and any offer of such a grant shall be of no effect;
- (c) no person shall be entitled to any rights or benefits or be under any obligations under or in respect of the 2025 Share Award Scheme II or any Award; and
- (d) the Board may devise another share award scheme for adoption by the Company.

3. DURATION AND ADMINISTRATION

Subject to the fulfilment of the conditions precedent under paragraph above and the termination provisions, the 2025 Share Award Scheme II shall be valid and effective for a term of ten (10) years commencing on the Adoption Date. Upon the expiry of the 2025 Share Award Scheme II as aforesaid, no further Awards will be granted but the provisions of the 2025 Share Award Scheme II shall remain in force and effect in all other respects. All Awards granted prior to such expiry and not then vested shall continue to be valid and be vested subject to and in accordance with the 2025 Share Award Scheme II.

The 2025 Share Award Scheme II shall be subject to the administration of the Board whose decision on all matters arising in relation to the 2025 Share Award Scheme II or its interpretation or effect shall (save as otherwise provided in the 2025 Share Award Scheme II) be final and binding on all parties. The Board may delegate any or all of its powers in relation to the 2025 Share Award Scheme II to any of its committees.

The Board is entitled to impose any condition (including, without limitation, any Performance Target) as it deems appropriate with respect to the entitlement of the Eligible Participant to the Awarded Shares provided that such condition is communicated to such Eligible Participant at the same time as he is notified of his Award pursuant to terms of the 2025 Share Award Scheme II. Performance Target shall normally be tested over a performance period of at least three financial years of the Company (or such other period as the Board may from time to time determine); may relate to the performance of the Eligible Participant (who is a director or senior management of the Company), the Company, one or more of its subsidiaries, the business or functional unit or department for which such Eligible Participant works or the strategic or business initiatives or projects for which such Eligible Participant is responsible or in relation to which he is actively involved in developing, implementing or completing, or any combination of the above; may be relative to the performance of one or more comparators, benchmarks, indices or other measures. Specifically, the Company will consider the nature of duties or services provided by the Eligible Participants (if applicable) to formulate the suitable Performance Target before granting the Awards, including (i) the contribution to the Group with indicators such as revenue, profit and performance indicators for the Employee Participants and the Related Entity Participants; and (ii) the benefit and strategic value of the cooperative relationships, such as the revenue and profit that are expected to be generated from the cooperative relationships, for the Service Providers.

4. GRANTS OF AWARDS

Subject to the terms of the 2025 Share Award Scheme II, the Board shall be entitled at any time within 10 years from the Adoption Date to offer the grant of an Award to any Eligible Participant as the Board may in its absolute discretion select to subscribe at the Purchase Price for such number of Shares as the Board may (subject to the Scheme Mandate Limit) determine (provided the same shall be a Board Lot for dealing in the Shares on the Stock Exchange or an integral multiple thereof) provided that:

- (a) no Awards shall be granted under the 2025 Share Award Scheme II after the termination of the 2025 Share Award Scheme II;
- (b) no Awards shall be granted if the Company would be required to issue a prospectus or offer document in respect of such grant under relevant laws or regulations applicable to the Company;
- (c) no Awards shall be granted if the grant would result in a breach by the Company or its directors of relevant laws or regulations (including those relating to securities); and
- (d) any Award, once issued, shall not be reissued under the 2025 Share Award Scheme II.

Subject to the provisions of the Listing Rules, the Board may in its absolute discretion (i) when offering the grant of an Award, impose any conditions, restrictions or limitations in relation thereto in addition to those set forth in the 2025 Share Award Scheme II as the Board may think fit (to be stated in the Grant Letter) including (without prejudice to the generality of the foregoing) qualifying and/or continuing eligibility criteria, conditions, restrictions or limitations relating to the achievement of performance, operating or financial targets by the Group and/or the Grantee, the satisfactory performance or maintenance by the Grantee of certain conditions or obligations or the time or period before the Award in respect of all or some of the Awarded Shares shall vest, and (ii) at any time after the grant of an Award, waive or amend such conditions, restrictions or limitations to the advantage of the Grantee provided that such terms or conditions shall not be inconsistent with any other terms or conditions of the 2025 Share Award Scheme II. Unless otherwise determined by the Board and specified in the Grant Letter, there is no Performance Targets which needs to be achieved by the Grantee before the Award can be vested. Awards granted to Directors and senior management of the Company without Performance Targets shall be subject to any other requirements under the Listing Rules.

In certain circumstances, it may be regarded as inequitable for any Awards to be vested or retained, as applicable. Such Awards are therefore subject to Clawback, in the following events, among others:

- (i) if the Grantee, while being an Eligible Participant, engages in any fraudulent, dishonest, or grossly misconducting acts during their employment or engagement with any member of the Group;
- (ii) if any act or omission by the Grantee, while being an Eligible Participant, in the performance of their duties has caused or is likely to cause material adverse effects on the reputation or interests of any member of the Group; and
- (iii) if the Grantee, after ceasing to be an Eligible Participant, engages in any conduct that has or is likely to have a material adverse effect on the reputation or interests of any member of the Group.

The Clawback will not be triggered in the event that the Company's financial statements contain material misstatements, unless such misstatements resulted from the act or omission of the Grantees as described above.

Where an Award (or any part thereof) granted to a Grantee has already been vested at the time when such Award is clawed back, the Grantee shall return, by the Board's determination at its sole and absolute discretion, either (i) the exact number of vested and clawed back Share(s), (ii) the monetary amount equivalent to the Value of the relevant Share(s) on the Grant Date, (iii) the monetary amount equivalent to the Value of the relevant Share(s) on the Vesting Date or (iv) the monetary amount equivalent to the Value of the relevant Share(s) on the date of such clawback.

Where an Award (or any part thereof) granted to a Grantee is unvested at the time when such Award is clawed back, such Awards (or any part thereof) subject to Clawback will lapse on the date as determined by the Board and the relevant Shares will not vest on the relevant Vesting Date and become unvested Shares. The Shares underlying the Award that is clawed back will not utilize the Scheme Mandate Limit.

For the purpose of this paragraph, "Value" of the relevant Share(s) is the average closing price of the Share(s) as stated in the Hong Kong Stock Exchange's daily quotations sheets for the five business days immediately preceding the relevant date of determination (being the Grant Date, the Vesting Date or the date of Clawback, as applicable).

Subject to the Scheme Mandate Limit below, but only insofar as and for so long as the Listing Rules require,

- (a) any grant of Awards to a Director, chief executive or substantial shareholder of the Company, or any of their respective associates, shall be approved by the independent non-executive Directors of the Company (excluding any independent non-executive Director who is the Grantee of an Award);
- (b) where any grant of Awards (excluding grant of options) to a Director (other than an independent non-executive Director) or chief executive of the Company, or any of their respective associates, would result in the Shares issued and to be issued in respect of all awards granted under the 2025 Share Award Scheme II and any other schemes of the Company (excluding any awards lapsed in accordance with the rules of the relevant scheme(s) of the Company) to such person in the 12-month period up to and including the date of such grant, representing in aggregate over 0.1% of the relevant class of Shares of the Company in issue, such grant of awards shall be approved by Shareholders in general meeting in the manner as set out in sub-paragraph (d) below;

- (c) where any grant of Awards to an independent non-executive Director or a substantial shareholder of the Company, or any of their respective associates, would result in the Shares issued and to be issued in respect of all options and awards granted under the 2025 Share Award Scheme II and any other schemes of the Company (excluding any options and awards lapsed in accordance with the terms of the relevant scheme(s) of the Company) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the relevant class of Shares of the Company in issue, such further grant of Awards shall be approved by shareholders of the Company in general meeting in the manner as set out in sub-paragraph (d) below;
- (d) in the circumstances described in sub-paragraphs (b) and (c) above, the Company shall send a circular to its shareholders. The Grantee, his associates and all core connected persons of the Company shall abstain from voting in favour at such general meeting. The Company shall comply with the relevant requirements under the Listing Rules. The circular shall contain details and information as required under the Listing Rules;
- (e) any change in the terms of Awards granted to an Eligible Participant who is a Director, chief executive or substantial shareholder of the Company, or any of their respective associates, shall be approved by shareholders of the Company in the manner as set out in the sub-paragraph (d) above if the initial grant of the Awards requires such approval (except where the changes take effect automatically under the existing terms of the 2025 Share Award Scheme II); and
- (f) the requirements for the grant to a Director or chief executive of the Company as set out in this paragraph do not apply where the Eligible Participant is only a proposed director or chief executive of the Company.

The Board shall not grant any Awards after inside information has come to its knowledge until (and including) the trading day after it has announced the information. In particular, the Board shall not grant any Awards during the period commencing 30 days immediately preceding the earlier of:

- (a) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and
- (b) the deadline for the Company to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules),

and ending on the date of the results announcements.

No Awards shall be granted during any period of delay in publishing a results announcement or during any period specified in the Listing Rules as being a period during which no Award may be granted.

For the avoidance of doubt, in compliance with the Listing Rules, a Director must not deal in any of the securities of the Company (and no Awards may be granted to a Director) at any time when he possesses inside information in relation to those securities, or where clearance to deal is not otherwise conferred upon him under rule B.8 of the Model Code.

A Director must not deal in any securities of the Company (and no Awards may be granted to a Director) on any day on which its financial results are published and:

- (a) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and
- (b) during the period of 30 days immediately preceding the publication date of the quarterly results (if any) and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results,

unless the circumstances are exceptional, for example, where a pressing financial commitment has to be met as described in section C of the Model Code. In any event, the director must comply with the procedure in rules B.8 and B.9 of the Model Code.

An offer of the grant of an Award shall remain open for acceptance by the Eligible Participant concerned for a period of 28 days from the Grant Date provided that no such grant of an Award may be accepted after the expiry of the effective period of the 2025 Share Award Scheme II or after the 2025 Share Award Scheme II has been terminated. An Award shall be deemed to have been granted and accepted by the Eligible Participant and to have taken effect when the duplicate Grant Letter comprising acceptance of the offer of the Award duly signed by the Grantee, together with remittance in favour of the Company of any consideration payable upon acceptance of the Award, if any.

Any offer of the grant of an Award may be accepted in respect of less than the number of Shares in respect of which it is offered provided that it is accepted in respect of Board Lots for dealing in Shares on the Stock Exchange or an integral multiple thereof and such number is clearly stated in the duplicate Grant Letter comprising acceptance of the offer of the Award in the manner as set out in the sub-paragraph above. To the extent that the offer of the grant of an Award is not accepted by the Acceptance Date, it will be deemed to have been irrevocably declined.

Only insofar as and for so long as the Listing Rules require, any grants of Awards to the Company's directors and senior management with a vesting period of less than 12 months under specific circumstance set out in these rules of the 2025 Share Award Scheme II, or without Performance Targets and/or Clawback, are subject to approval by the remuneration committee of the Company.

5. PRICE PAYABLE ON ACCEPTANCE AND PURCHASE PRICE

The price payable (if any) on acceptance of the Awards by an Eligible Participant and the Purchase Price of the Awards will be specified in the Grant Letter. In determining the amount payable (if any) by any eligible participant upon acceptance of such eligible participant and the Purchase Price (if any) of Awarded Shares under any Award to any eligible participant, the Board may take into consideration matters including (without limitation) the market price of the Shares, the purpose of the grant of the Awards, the remuneration plans (for Employee Participants), the present contribution and expected contribution of the eligible participant to the profits of the Group, the general financial condition of the Group, the Group's overall business objectives and future development plan, and any other matter which the Board considers relevant.

6. VESTING PERIOD

The vesting of any awards under the 2025 Share Award Scheme II shall be subject to a vesting period to be determined by the Board in its absolute discretion, which shall be specified in the Grant Letter.

Only insofar as and for so long as the Listing Rules require, the Vesting Period for an Award under the 2025 Share Award Scheme II shall not be less than 12 months, except that the Awards granted to Employee Participants may be less than 12 months under the following specific circumstances:

- (a) grants of "make-whole" Awards to new joiners to replace the share awards they forfeited when leaving the previous employers;
- (b) grants of Awards to a Grantee whose employment is terminated due to death or disability or uncontrollable event. In those circumstances, the vesting of an Award may accelerate;
- (c) grants of Awards with performance-based vesting conditions provided in these rules of the 2025 Share Award Scheme II in lieu of time-based vesting criteria;
- (d) grants of Awards made in batches during a year for administrative and compliance reasons (may include Awards that should have been granted earlier but had to wait for a subsequent batch. In such cases, the Vesting Periods may be shorter to reflect the time from which an Award would have been granted);
- (e) grants of Awards with a mixed or accelerated vesting schedule such as where the Awards may vest evenly over a period of 12 months; and

- (f) grants of Awards with a total vesting and holding period of more than 12 months.

7. VESTING OF AWARDS

The vesting of any Award shall be subject to the approval of shareholders of the Company in general meeting for any necessary increase in the authorised share capital of the Company.

Subject as hereinafter provided and subject to the terms and conditions upon which the Award was granted, an Award may lapse or vest, subject to the minimum 12-month vesting requirement as required under Rule 17.03F of the Listing Rules (for Related Entity Participant(s) and Service Provider(s)), as follows:

- (a) in the event that the Grantee dies or becomes permanently disabled, any Awards not yet vested shall immediately lapse, unless the Board determines otherwise at its absolute discretion;
- (b) in the event that the Grantee ceases to be (i) an Employee Participant by reason of his retirement pursuant to such retirement scheme applicable to the Group at the relevant time or (ii) a Related Entity Participant by reason of his retirement pursuant to such retirement scheme applicable to the Related Entity (as the case may be), and none of the events for termination of employment or engagement under Paragraph (e) below exists with respect to such Grantee, any Awards not yet vested shall continue to vest in accordance with the vesting date set out in the Grant Letter, unless the Board determines otherwise at its absolute discretion;
- (c) in the event that the Grantee ceases to be (i) an Employee Participant by reason of his transfer of employment to a Related Entity or (ii) a Related Entity Participant by reason of his transfer of employment to the Group (as the case may be), any Awards not yet vested shall continue to vest in accordance with the vesting date set out in the Grant Letter, unless the Board determines otherwise at its absolute discretion;

- (d) in the event that the Grantee ceases to be an Employee Participant or a Related Entity Participant (as the case may be) for any reason (including his employing company ceasing to be a member of the Group or a Related Entity) other than his death, permanent disability, retirement pursuant to such retirement scheme applicable to the Group or a Related Entity (as the case may be) at the relevant time or the transfer of his employment to a Related Entity or the Group (as the case may be) or the termination of his employment with the relevant member of the Group or a Related Entity (as the case may be) by resignation or Culpable Termination, any Awards not yet vested shall immediately lapse, unless the Board determines otherwise at its absolute discretion;
- (e) in the event that the Grantee ceases to be an Employee Participant or a Related Entity Participant (as the case may be) by reason of the termination of his employment by resignation or Culpable Termination, any Awards not yet vested shall lapse on the date on which the notice of termination is served (in the case of resignation) or the date on which the Grantee is notified of the termination of his employment (in the case of Culpable Termination), unless the Board determines otherwise at its absolute discretion;
- (f) if a Grantee being:
 - (i) an executive Director of the Company ceases to be an executive director or senior management of the Group but remains a non-executive Director, any Awards not yet vested shall continue to vest in accordance with the vesting date set out in the Grant Letter, unless the Board determines otherwise at its absolute discretion; or
 - (ii) a non-executive Director or an independent non-executive Director ceases to be a Director:
 - (1) by reason of Non-Executive Director Retirement, any Awards not yet vested shall continue to vest in accordance with the vesting date set out in the Grant Letter, unless the Board determines otherwise at its absolute discretion; or
 - (2) for reasons other than Non-Executive Director Retirement, any Awards not yet vested shall immediately lapse;
- (g) if:
 - (i) the Board in its absolute discretion at any time determines that a Grantee has ceased to be an Eligible Participant;

- (ii) a Grantee has failed to or no longer satisfies or complies with such criteria or terms and conditions that may be attached to the grant of the Award or which were the basis on which the Award was granted,

the Awards not yet vested shall immediately lapse on the date on which the Grantee is notified thereof (in the case of (i)) or on the date on which the Grantee has failed to or no longer satisfies or complies with such criteria or terms and conditions as aforesaid (in the case of (ii)), unless the Board determines otherwise at its absolute discretion;

- (h) if a Grantee (being a corporation):
 - (i) has a liquidator or receiver appointed anywhere in the world in respect of the whole or any part of the assets or undertaking of the Grantee; or
 - (ii) has suspended, ceased or threatened to suspend or cease business; or
 - (iii) is unable to pay its debts; or
 - (iv) otherwise becomes insolvent; or
 - (v) suffers a change in its constitution, management, directors or shareholding which in the opinion of the Board is material; or
 - (vi) commits a breach of any contract entered into between the Grantee or his associate and any member of the Group,

any Awards not yet vested shall immediately lapse on the date of appointment of the liquidator or receiver or on the date of suspension or cessation of business or threatened suspension or cessation of business or on the date when the Grantee is deemed to be unable to pay its debts as aforesaid or otherwise becomes insolvent or on the date of notification by the Company that the said change in constitution, management, directors or shareholding is material or on the date of notification by the Company of the said breach of contract (as the case may be), unless the Board determines otherwise at its absolute discretion;

- (i) if a Grantee (being an individual):
 - (i) is unable or has no reasonable prospects of being able to pay his debts within the meaning of the Bankruptcy Ordinance or any other applicable law or has otherwise become insolvent; or
 - (ii) has made any arrangement or composition with his creditors generally; or

- (iii) has been convicted of any criminal offence involving his integrity or honesty; or
- (iv) commits a breach of any contract entered into between the Grantee or his associate and any member of the Group,

any Awards not yet vested shall lapse on the date on which he is deemed unable or to have no reasonable prospects of being able to pay his debts as aforesaid or on the date on which a petition for bankruptcy has been presented in any jurisdiction or on the date on which he enters into the said arrangement or composition with his creditors or on the date of his conviction or on the date of the said breach of contract (as the case may be), unless the Board determines otherwise at its absolute discretion;

- (j) if a general offer is made to all holders of Shares and such offer becomes or is declared unconditional (in the case of a takeover offer) or is approved by the requisite majorities at the relevant meetings of shareholders of the Company (in the case of a scheme of arrangement), any Awards not yet vested shall be vested on such time and date as shall be notified by the Company. The vesting of Awards under such event is subject to the minimum 12-month vesting requirement as required under Rule 17.03F of the Listing Rules.

The Shares to be allotted upon the vesting of an Award will be subject to all the provisions of the Articles and the laws of the Cayman Islands from time to time and shall rank *pari passu* in all respects with the then existing fully paid Shares in issue commencing from (i) the Allotment Date or, (ii) if that date falls on a day when the register of members of the Company is closed, the first date of the re-opening of the register of members, and accordingly, it will entitle the holders to participate in all dividends or other distributions paid or made on or after (i) the Allotment Date or, (ii) if that date falls on a day when the register of members of the Company is closed, the first day of the re-opening of the register of members, other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the Allotment Date.

No Grantee shall enjoy any rights of a Shareholder by virtue of the grant of an Award pursuant to the 2025 Share Award Scheme II, unless and until Shares are actually issued/transferred to the Grantee pursuant to the vesting of an Award. The Awards do not carry any right to vote in general meeting of the Company, or the right to dividend and other rights, including those arising on a liquidation of the Company. A Share issued/transferred upon the vesting of an Award shall not carry rights until the registration of the Grantee (or any other person so permitted pursuant to the 2025 Share Award Scheme II) as the holder thereof.

The unvested Awards granted may not be vested if all or part of the vesting of the Awards will result in the holding of the total issued Shares by the public falling below 25% (or such other percentage stipulated under the Listing Rules or permitted by the Stock Exchange).

In the event the Grantee has been suspended from his duties or performance of the relevant contract of employment, directorship, appointment or engagement by the relevant member of the Group or the Related Entity (as the case may be), no Award can be vested until such suspension has been lifted.

8. SCHEME MANDATE LIMIT AND SERVICE PROVIDER SUBLIMIT

The Scheme Mandate Limit is the total number of Shares which may be issued in respect of all options and awards to be granted under the 2025 Share Award Scheme II and any other schemes of the Company, and shall not in aggregate exceed 10% of the total number of issued Shares as at the Adoption Date.

The Service Provider Sublimit, being a sublimit under the Scheme Mandate Limit, is the total number of Shares which may be issued in respect of all options and awards to be granted to the service providers under the 2025 Share Award Scheme II and any other schemes of the Company, and shall not in aggregate exceed 1% of the total number of issued Shares as at the Adoption Date.

Awards lapsed in accordance with the rules of the 2025 Share Award Scheme II and any other schemes of the Company will not be regarded as utilised for the purpose of calculating the Scheme Mandate Limit and the Service Provider Sublimit. Awards cancelled will be regarded as utilised for the purpose of calculating the Scheme Mandate Limit and the Service Provider Sublimit.

The maximum numbers set out in the sub-paragraph above shall be adjusted, in such manner as the Auditors shall certify in writing to the Board to be fair and reasonable in the event of any alteration to the capital structure of the Company whether by way of capitalisation issue, rights issue, consolidation, sub-division or reduction of the share capital of the Company but shall not in any event exceed the limits imposed by the Listing Rules. Any such adjustment shall give the Eligible Participants the same proportion of equity capital as they were previously entitled to. In respect of any such adjustments, other than any made on a capitalisation issue, the Auditors shall confirm to the Board in writing that the adjustments satisfy the requirement.

The Company may seek approval by its shareholders in general meeting for refreshing the Scheme Mandate Limit and the Service Provider Sublimit after three years from (i) the Adoption Date; or (ii) the date of the Shareholders' approval for the last refreshment (as the case may be).

Only insofar as and for so long as the Listing Rules require, any refreshment within any three-year period shall be approved by the shareholders of the Company, subject to the following provisions:

- (a) the controlling shareholders and their associates (or if there is no controlling shareholder, Directors (excluding independent non-executive Directors) and chief executive of the Company and their respective associates) shall be abstaining from voting in favor of the relevant resolution at the general meeting; and
- (b) the Company shall comply with the applicable requirements under the Listing Rules.

The total number of Shares which may be issued in respect of all options and awards to be granted under the 2025 Share Award Scheme II and any other schemes of the Company under the Scheme Mandate Limit as refreshed shall not exceed 10% of the Shares in issue as at the date of the Shareholders' approval for the refreshment. The Company shall send to its shareholders a circular containing the details and information required under the Listing Rules, including the number of options and awards that were already granted under the existing Scheme Mandate Limit and the existing Service Provider Sublimit, and the reasons for the refreshment.

The Company may seek separate approval from its shareholders in general meeting for granting Awards beyond the Scheme Mandate Limit, provided that the Awards in excess of the Scheme Mandate Limit are granted only to the Eligible Participants specifically identified by the Company before such approval is sought. The Company shall issue a circular to its shareholders containing the details and information required under the Listing Rules, including the name of each specified Eligible Participant who may be granted such Awards, the number and terms of the Awards to be granted to each Eligible Participant and the purpose of granting Awards to the specified Eligible Participants with an explanation as to how the terms of the Awards serve such purpose. The number and terms of such Awards must be fixed before Shareholders' approval.

9. MAXIMUM ENTITLEMENT OF EACH PARTICIPANT

Where any grant of Awards to an Eligible Participant would result in the Shares issued and to be issued in respect of all options and awards granted to such person (excluding any options and awards lapsed in accordance with the terms of the 2025 Share Award Scheme II and any other scheme of the Company) in the 12-month period up to and including the date of such grant representing in aggregate over 1% of the relevant class of Shares in issue, such grant shall be separately approved by the shareholders of the Company in general meeting with such Eligible Participant and his close associates (or associates if such Eligible Participant is a connected person) abstaining from voting. The Company shall send a circular to its shareholders containing the details and information required under the terms of this Scheme and the Listing Rules.

10. TRANSFERABILITY OF AWARDS

An Award shall be personal to the Grantee and shall not be assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any third party over or in relation to any Award or attempt to do so, except for a transfer to a vehicle (such as a trust or a private company) for the benefit of the Grantee and any family members of such Grantee for estate planning or tax planning as permitted by the Stock Exchange or under the Listing Rules. Any breach of the foregoing shall entitle the Company to cancel any outstanding Award or part thereof granted to such Grantee.

11. LAPSE OF AWARDS

An Award shall lapse automatically on the earliest of:

- (a) the Acceptance Date if the Award is not accepted by the Eligible Participant on or before the Acceptance Date;
- (b) the date of the commencement of the winding-up of the Company;
- (c) there is an unsatisfied judgement, order or award outstanding against the Grantee or the Board has reason to believe that the Grantee is unable to pay or to have no reasonable prospect of being able to pay his debts;
- (d) there are circumstances which entitle any person to take any action, appoint any person, commence proceedings or obtain any order of the type mentioned in the rules of the 2025 Share Award Scheme II; or
- (e) a bankruptcy order has been made against any director or shareholder of the Grantee (being a corporation) in any jurisdiction.

In addition, where an Award (or any part thereof) granted to a Grantee is unvested at the time when such Award is clawed back, such Awards (or any part thereof) subject to Clawback will lapse on the date as determined by the Board and the relevant Shares will not vest on the relevant Vesting Date and become unvested Shares. The Shares underlying the Award that is clawed back will not utilize the Scheme Mandate Limit.

No compensation shall be payable upon the lapse of any Award, provided that the Board shall be entitled in its discretion to pay such compensation to the Grantee in such manner as it may consider appropriate in any particular case.

12. CANCELLATION OF AWARDS

The Board shall be entitled for the following causes to cancel any Award in whole or in part by giving notice in writing to the Grantee stating that such Award is thereby cancelled with effect from the date specified in such notice (the “**Cancellation Date**”):

- (a) the Grantee commits or permits or attempts to commit or permit a breach of restriction on transferability of awards or any terms or conditions attached to the grant of the Award;
- (b) the Grantee makes a written request to the Board for the Award to be cancelled; or
- (c) if the Grantee has, in the opinion of the Board, conducted himself in any manner whatsoever to the detriment of or prejudicial to the interests of the Company or a subsidiary.

The Award shall be deemed to have been cancelled with effect from the Cancellation Date in respect of any part of the Award which has not been vested as at the Cancellation Date. No compensation shall be payable upon any such cancellation, provided that the Board shall be entitled in its discretion to pay such compensation to the Grantee in such manner as it may consider appropriate in any particular case. Awards cancelled will be regarded as utilized for the purpose of calculating the Scheme Mandate Limit (and the Service Provider Sublimit).

Where the Company cancels Awards granted to an Eligible Participant, and makes a new grant to the same Eligible Participant, such new grant may only be made under the 2025 Share Award Scheme II with available Scheme Mandate Limit approved by the shareholders of the Company.

13. REORGANISATION OF CAPITAL STRUCTURE

In the event of any alteration to the capital structure of the Company while any Award remains exercisable, whether by way of capitalisation issue, rights issue, consolidation sub-division or reduction of the share capital of the Company (other than an issue of Shares as consideration in respect of a transaction to which the Company is a party), the Board may, if it considers the same to be appropriate, direct that adjustments be made to:

- (a) the maximum number of Shares subject to the 2025 Share Award Scheme II; and/or
- (b) the aggregate number of Shares subject to the Award so far as unvested; and/or
- (c) the Purchase Price (if any) of each unvested Awarded Share,

provided that the maximum number of Shares that may be issued in respect of all options and awards to be granted under all of the 2025 Share Award Scheme II of the Company under the Scheme Mandate Limit or the Service Provider Sublimit as a percentage of the total number of issued Shares immediately before and after such alteration to the capital structure of the Company shall be the same, rounded to the nearest whole share.

Where the Board determines that such adjustments are appropriate (other than an adjustment arising from a capitalisation issue), the Auditors appointed by the Company shall certify in writing to the Board that any such adjustments satisfy the requirement set out in the note to Rule 17.03(13) of the Listing Rules, provided that:

- (a) any such adjustments shall give an Eligible Participant the same proportion of the equity capital of the Company, rounded to the nearest whole share, as that to which that Eligible Participant was previously entitled, but no such adjustments shall be made to the extent that a Share would be issued at less than its normal value (if any). In respect of any such adjustments, other than any made on a capitalisation issue, the Auditors shall confirm to the Board in writing that the adjustments satisfy the requirement set out in this sub-paragraph (a);
- (b) any such adjustments shall be made on the basis that the aggregate Purchase Price payable by the Grantee on the full vesting of any Award shall remain as nearly as practicable the same as (but shall not be greater than) as it was before such event;
- (c) any such adjustments shall be made in accordance with the provisions as stipulated under Chapter 17 of the Listing Rules and supplementary guidance on the interpretation of the Listing Rules issued by the Stock Exchange from time to time; and
- (d) the issue of securities as consideration in a transaction shall not be regarded as a circumstance requiring any such adjustments.

The capacity of the Auditors in this paragraph is that of experts and not arbitrators and their certification shall be final and binding on the Company and the Grantees in the absence of manifest error. The costs of the Auditors shall be borne by the Company.

If there has been any alteration in the capital structure of the Company as referred to in this paragraph, the Company shall inform the Grantee of such alteration and shall either inform the Grantee of the adjustment to be made pursuant to the certificate of the Auditors obtained by the Company for such purpose, or if no such certificate has yet been obtained, inform the Grantee of such fact and instruct the Auditors to issue a certificate in that regard in accordance with this paragraph.

14. SHARE CAPITAL

Subject to the terms of Vesting Period, the Board shall at all times set aside for the purposes of the 2025 Share Award Scheme II, out of the authorised but unissued share capital of the Company, such number of Shares as the Board may from time to time determine to be sufficient to meet subsisting requirements for the vesting of the Award.

15. TERMINATION

The Company may by resolution in general meeting at any time terminate the operation of the 2025 Share Award Scheme II. Upon termination of the 2025 Share Award Scheme II as aforesaid, no further Awards shall be offered but the provisions of the 2025 Share Award Scheme II shall remain in force and effect in all other respects. All Awards granted prior to such termination and not then vested shall continue to be valid and be vested until expiry of the relevant Vesting Period, subject to and in accordance with the 2025 Share Award Scheme II.

16. ALTERATION TO THE 2025 SHARE AWARD SCHEME II

The 2025 Share Award Scheme II may be altered in any respect by a resolution of the Board, provided that the following shall not be carried out except with the prior approval of the shareholders of the Company in general meeting by ordinary resolution:

- (a) any alterations to the terms and conditions of the 2025 Share Award Scheme II which are material in nature or any alterations to the provisions of the 2025 Share Award Scheme II in relation to the matters set out in Rule 17.03 of the Listing Rules to the advantage of the Eligible Participants;
- (b) any change to the authority of the Board to alter the terms of the 2025 Share Award Scheme II; and
- (c) any alteration to the aforesaid alteration provisions under this paragraph,

provided always that the amended terms of the 2025 Share Award Scheme II or the Awards shall comply with the applicable requirements of Chapter 17 of the Listing Rules.

Any change to the terms of Awards granted to an Eligible Participant must be approved by the Board, the remuneration committee of the Company, the independent non-executive directors and/or the shareholders of the Company (as the case may be) if the initial grant of the Awards was approved by the Board, the remuneration committee of the Company, the independent non-executive directors and/or the shareholders of the Company (as the case may be), except where the changes take effect automatically under the existing terms of the 2025 Share Award Scheme II.

17. TRUSTEE

Without prejudice to the Board's general power of administration, to the extent not prohibited by applicable laws and regulations, the Board may from time to time appoint one or more trustees in respect of granting, administration or vesting of any Awarded Shares or and may determine the terms and conditions of any such appointment.

If a trustee is so appointed, the trustee shall not exercise the voting rights in respect of any Shares held under the trust (if any) (including but not limited to the Awarded Shares, any bonus Shares and scrip Shares derived therefrom). In particular, the trustee holding unvested Shares, 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.

NOTICE OF EGM



Easou Technology Holdings Limited 宜搜科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2550)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting of Easou Technology Holdings Limited (the “**Company**”) will be held at Room 403, Building 5C, Software Industry Base, Keyuan Road, Nanshan District, Shenzhen, China on Friday, March 27, 2026 at 10:30 a.m. for the following purposes:

1. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval of the listing of, and permission to deal in, the ordinary shares of USD0.00001 each in the share capital of the Company (the “**Shares**”) falling to be issued pursuant to any awards granted under the 2025 Share Award Scheme II of the Company (the “**2025 Share Award Scheme II**”), the terms of which are set out in the document marked “A” produced to this meeting and signed by the chairman of this meeting for the purpose of identification, the 2025 Share Award Scheme II be approved and adopted with the Scheme Mandate Limit (as defined in the 2025 Share Award Scheme II) of 10 per cent. of the total number of issued Shares (excluding treasury shares of the Company, if any) as of the date of the passing of this resolution and with effect from the date of the 2025 Share Award Scheme II becoming unconditional and coming into effect, and that the directors of the Company (the “**Directors**”) be authorized:
 - (a) to grant awards thereunder and to allot and issue Shares pursuant to the 2025 Share Award Scheme II;
 - (b) to alter and/or modify the 2025 Share Award Scheme II from time to time provided that such alternation and/or modification is effected in accordance with the provisions of the 2025 Share Award Scheme II relating to the alternation and/or modification and subject to Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”);
 - (c) to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the awards granted under the 2025 Share Award Scheme II and subject to the Listing Rules; and
 - (d) to take all such steps as may be necessary or desirable to implement such 2025 Share Award Scheme II.”

NOTICE OF EGM

2. “**THAT** conditional upon resolution numbered 1 above being duly passed, the Service Provider Sublimit (as defined in the 2025 Share Award Scheme II) of one per cent of the total number of issued Shares (excluding treasury shares of the Company, if any) as of the date of the passing of this resolution be adopted, with effect from the date of the 2025 Share Award Scheme II becoming unconditional and coming into effect.”
3. “**THAT** the plan to subscribe for wealth management products from the financial institution(s) in an aggregate principal amount of not more than HK\$180.0 million (or equivalent amount in other currencies) be approved.”
4. “**THAT**
 - (a) the general mandate (the “**Existing General Mandate**”) granted to the Directors to allot, issue and deal with the unissued shares of the Company pursuant to an ordinary resolution passed at the annual general meeting of the Company held on June 27, 2025 (the “**2025 AGM**”) has been used up and be and is hereby revoked (without prejudice to any valid exercise of the Existing General Mandate prior to the passing of this resolution);
 - (b) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
 - (c) the approval in paragraph (b) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF EGM

- (d) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles**”); shall not exceed 20% of the total number of Shares in issue (excluding any Shares held in treasury) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (e) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting is required by any applicable laws or the Articles to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF EGM

5. “**THAT** conditional upon resolution numbered 4 above being duly passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares) and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 set out above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the repurchase mandate passed at the 2025 AGM, provided that such amount shall not exceed 10% of the total number of Shares in issue (excluding any treasury shares) as at the date of the 2025 AGM.”

By order of the board of Directors
Easou Technology Holdings Limited
Wang Xi
Chairman

Hong Kong, March 9, 2026

Registered Office:
Suite 102, Cannon Place
P.O. Box 712
North Sound Rd
George Town Grand Cayman
KY1-9006, Cayman Islands

*Headquarters and principal place of business
in the PRC:*
Room 403, Building 5C
Software Industry Base
Keyuan Road, Nanshan District
Shenzhen, China

Principal Place of Business in Hong Kong:
Office No. 6, 13th Floor
Strand 50, No. 50 Bonham Strand
Sheung Wan, Hong Kong

Notes:

- (i) A Shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy needs not be a Shareholder.
- (ii) In the case of joint holders of any Share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.

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- (iii) In order to be valid, a form of proxy must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. before 10:30 a.m. on Wednesday, March 25, 2026) or any adjournment thereof. The completion and return of the form of proxy shall not preclude the Shareholders from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish and in such event, the relevant form of proxy shall be deemed to be revoked.
- (iv) The register of members of the Company will be closed from Tuesday, March 24, 2026 to Friday, March 27, 2026, both days inclusive, in order to determine the entitlement of the Shareholders to attend and vote at the above meeting, during which period no transfer of Shares will be registered. The record date for determining the eligibility to attend and vote at the above meeting will be Friday, March 27, 2026. All transfer forms 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, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, March 23, 2026.
- (v) Holders of treasury shares, if any, have no voting rights at the EGM.
- (vi) In respect of the ordinary resolution numbered 4 above, the Directors wish to state that they have no immediate plans to issue any new Shares (including any sale or transfer of treasury shares out of treasury) of the Company. Approval is being sought from the Shareholders as a general mandate for the purposes of the Listing Rules.
- (vii) In respect of the ordinary resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase Shares of the Company in circumstances which they deem appropriate for the benefits of the Shareholders.