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**Dmall Inc.**

**多点数智有限公司**

*(Incorporated in the British Virgin Islands with limited liability)*

**(Stock Code: 2586)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Dmall Inc. (the “**Company**”) will be held at Floor 15, Block B, Haidian Culture and Art Building, No. 28, Zhongguancun Street, Haidian District, Beijing, China on Friday, June 5, 2026 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries (the “**Group**”) and the reports of the directors of the Company (the “**Director(s)**”) and of the auditor of the Group for the year ended December 31, 2025.
2. (A) to re-elect the following retiring Directors:
  - (i) To re-elect Mr. Zhang Feng as an executive Director;
  - (ii) To re-elect Mr. Curtis Alan Ferguson as a non-executive Director;
  - (iii) To re-elect Mr. Chen Zhiyu as a non-executive Director;
  - (iv) To re-elect Mr. Wang Zhenghao as a non-executive Director; and(B) to authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint KPMG as auditor of the Group and to authorise the Board to fix its remuneration.
4. To consider and, if thought fit, pass with or without modification, the following resolutions as ordinary resolutions:

(A) **“That:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company (the **“Shares”**) (including any sale or transfer of treasury Shares out of treasury) or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company, and to make or grant offers, agreements and/or options (including but not limited to bonds, warrants and debentures convertible into the Shares) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options (including but not limited to bonds, warrants and debentures convertible into the Shares) which may require the exercise of such power after the end of the Relevant Period (as defined hereinafter);
- (iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as defined hereinafter) pursuant to the approval in paragraph (i) above, otherwise than pursuant to:
  - (1) any Rights Issue (as defined hereinafter);
  - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;
  - (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the **“Articles of Association”**); or

- (4) any issue of Shares (or transfer of treasury Shares) upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of:
  - (a) 20% of the total number of issued Shares (excluding treasury Shares) as at the date of passing this resolution; and
  - (b) (if the Board is so authorised by resolution numbered 4(C)) the aggregate number of Shares repurchased by the Company subsequent to the passing of resolution numbered 4(B) (up to a maximum equivalent to 10% of the total number of issued Shares (excluding treasury Shares) as at the date of passing resolution numbered 4(B)),

and the approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

- (a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (1) the conclusion of the next annual general meeting of the Company;
  - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and
  - (3) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and
- (b) “**Rights Issue**” means an offer of Shares or an issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such Shares or class thereof (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, or the expense or delay which may be involved in determining the exercise or extent of

any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) **“That:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the Shares may be listed and which is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the **“Listing Rules”**) from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of the shares to be repurchased pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the number of issued Shares (excluding treasury Shares) as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and

(c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

(C) “**That** conditional upon the resolutions numbered 4(A) and 4(B) set out in this notice being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with Shares (including any sale or transfer of treasury Shares out of treasury) and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 4(A) set out in this notice be and is hereby extended by the addition to the number of the issued Shares which may be allotted or agreed conditional or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the number of the issued Shares repurchased by the Company under the authority granted pursuant to resolution numbered 4(B) set out in this notice, provided that such extended amount shall represent up to 10% of the number of issued Shares (excluding treasury Shares) as at the date of passing of the said resolutions.”

5. (A) “**That:**

(i) the framework agreement between Dmall (Shenzhen) Digital Technology Co., Ltd. (“**Dmall (Shenzhen) Digital**”) (for itself and on behalf of other members of the Group) and Wumei Technology Group, Inc. (“**Wumei Technology**”) (for itself and on behalf of its associates and the other subsidiaries of Wumei Technology and its subsidiaries, excluding MDL Wholesale Limited (“**MDL Wholesale**”) and its subsidiaries (the “**MDL Wholesale Group**”) and Yinchuan Xinhua Commercial (Group) Co., Ltd. and its subsidiaries (the “**Yinchuan Xinhua Group**”)) dated March 18, 2026 to regulate the provision of retail core service cloud solutions as defined in the circular of the Company dated April 17, 2026 (the “**Retail Core Service Cloud Solutions**”) by the Group to Wumei Technology, its subsidiaries and its associates, excluding the MDL Wholesale Group and Yinchuan Xinhua Group (the “**2027 Wumei Retail Core Service Cloud Framework Agreement**”) and the transactions contemplated thereunder (including the proposed annual caps for continuing connected transactions thereunder for the three years ending December 31, 2029 as set out in the circular of the Company dated April 17, 2026 (the “**Wumei Annual Caps**”)) are hereby considered and approved; and

- (ii) any one Director be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to take all steps necessary and expedient to implement and/or give effect to the 2027 Wumei Retail Core Service Cloud Framework Agreement and the transactions contemplated thereunder (including the Wumei Annual Caps).”

(B) **“That:**

- (i) the proposed annual caps for continuing connected transactions under the framework agreement between Dmall (Shenzhen) Digital (for itself and on behalf of other members of the Group) and MDL Wholesale (for itself and on behalf of the other group members of MDL Wholesale Group) dated November 8, 2024 to regulate the provision of Retail Core Service Cloud Solutions by the Group to MDL Wholesale Group for the three years ending December 31, 2029 as set out in the circular of the Company dated April 17, 2026 (the “**MDL Annual Caps**”) be and are hereby considered and approved; and
- (ii) any one Director be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to take all steps necessary and expedient to implement and/or give effect to the MDL Annual Caps.”

By order of the Board  
**Dmall Inc.**  
**Mr. Curtis Alan Ferguson**  
*Chairman*

Hong Kong, April 17, 2026

*Registered office:*

Craigmuir Chambers  
P.O. Box 71  
Road Town, Tortola  
VG 1110, British Virgin Islands

*Headquarters:*

Floor 15, Block B  
Haidian Culture and Art Building  
No. 28, Zhongguancun Street  
Haidian District  
Beijing, China

*Principal place of business in Hong Kong:*

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

*Notes:*

- (i) Resolution numbered 4(C) will be proposed to the shareholders of the Company for approval provided that resolutions numbered 4(A) and 4(B) are passed by the shareholders of the Company.
- (ii) A shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her/its stead. The proxy does not need to be a shareholder of the Company.
- (iii) Where there are joint registered holders of any share, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (iv) In order to be valid, the completed form of proxy must be deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting (i.e. not later than 11:00 a.m. on Wednesday, June 3, 2026) or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) The register of members of the Company will be closed from Tuesday, June 2, 2026 to Friday, June 5, 2026, both days inclusive, in order to determine the identity of the shareholders who are entitled to attend the above meeting, during which period no share transfers will be registered. The record date for determining the entitlement of the shareholders to attend and vote at the meeting is Friday, June 5, 2026. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, June 1, 2026.
- (vi) In respect of the resolution numbered 4(A) above, the Directors wish to state that they have no immediate plans to issue any new Shares referred therein. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (vii) In respect of resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase Shares in circumstances which they deem appropriate and for the benefits of the shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the ordinary resolution to approve the purchase by the Company of its own Shares is set out in Appendix I to the circular dated April 17, 2026.
- (viii) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.

- (ix) If a Typhoon Signal No. 8 or above is hoisted, or a black rainstorm warning signal is in force at 9:00 a.m. on the date of the meeting, the meeting will be automatically postponed or adjourned. The Company will post an announcement on the Company's website (<https://ir.dmall.com/>) and the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify Shareholders of the date, time and place of the rescheduled meeting.
- (x) Unless otherwise specified, capitalized terms used in this notice shall have same meaning as ascribed to them in the circular of the Company dated April 17, 2026.

*As at the date of this notice, the Board comprises (i) Mr. ZHANG Feng as executive Director; (ii) Mr. Curtis Alan FERGUSON, Mr. CHEN Zhiyu and Mr. WANG Zhenghao as non-executive Directors; and (iii) Dr. HOU Yang, Ms. CAI Lin, Dr. MAO Jiye and Mr. LI Wei as independent non-executive Directors.*