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Zibuyu Group Limited
子不语集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2420)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Zibuyu Group Limited (the “**Company**”) will be held at Room 410, No. 108, Xincheng Road, Nanyuan Street, Linping District, Hangzhou, Zhejiang Province, the PRC on Friday, 1 December 2023 at 10:30 a.m., for the purpose of considering and, if thought fit, to pass with or without amendments, the following ordinary resolution of the Company. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 15 November 2023 in relation to the EGM (the “**Circular**”).

ORDINARY RESOLUTION

To consider and, if thought fit, to pass with or without amendments, the following resolution as an ordinary resolution:

1. “**THAT:**

- (a) subject to and conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares of the Company may be issued under the 2023 Share Award Scheme, a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, the 2023 Share Award Scheme be and is hereby approved and adopted; and any director and/or his/her delegate(s) be and are hereby authorized to do all such acts and to enter into all such

transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2023 Share Award Scheme, including but without limitation:

- (i) administering the 2023 Share Award Scheme under which awards will be granted to Selected Participants (as defined in the 2023 Share Award Scheme) eligible for Awarded Shares under the 2023 Share Award Scheme;
 - (ii) modifying and/or amending the 2023 Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2023 Share Award Scheme relating to modification and/or amendment and subject to Chapter 17 of the Listing Rules;
 - (iii) granting Awarded Shares under the 2023 Share Award Scheme and allotting and issuing from time to time such number of Shares as may be required to be allotted and issued in respect of the Awarded Shares to be granted under the 2023 Share Award Scheme and subject to the Listing Rules;
 - (iv) making application at the appropriate time to the Stock Exchange, and any other stock exchanges upon which the issued Shares of the Company may for the time being be listed, for the listing of, and permission to deal in, any Shares that may hereafter from time to time be allotted and issued in respect of the Awarded Shares to be granted under the 2023 Share Award Scheme and subject to the Listing Rules;
 - (v) consenting, if it so deemed fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 Share Award Scheme and subject to the Listing Rules; and
- (b) the total number of Shares which may be issued in respect of all options and awards to be granted under the 2023 Share Award Scheme and Other Scheme(s) of the Company must not in aggregate exceed 5% of the total number of Shares in issue as at the Adoption Date (the “**Mandate Limit**”) or the relevant date of approval of the refreshment of the Mandate Limit.”

By order of the Board
Zibuyu Group Limited
Mr. Hua Bingru
Chairman

Hong Kong, 15 November 2023

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, 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.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. The transfer books and the register of members of the Company will be closed from Wednesday, 29 November 2023 to Friday, 1 December 2023 both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the EGM, all duly completed share transfer documents, accompanied by the relevant share certificates, must be lodged with the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 28 November 2023.
7. A form of proxy for use by shareholders at the EGM is enclosed.

As at the date of this notice, the Board comprises Mr. Hua Bingru, Mr. Wang Weiping and Mr. Dong Zhenguang as the executive Directors; Ms. Hua Hui as the non-executive Director; and Mr. Yu Kefei, Mr. Shen Tianfeng and Dr. Lau Kin Shing Charles as the independent non-executive Directors.