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HC GROUP INC.

慧聪集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 02280)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of HC Group Inc. (the “**Company**”) will be held on Friday, 23 February 2024 at 4:00 p.m. at Room B-1, 4th Floor, Building 2, Hangxing Science Park, No. 11, Hepingli East Street, Dongcheng District, Beijing, the People’s Republic of China (the “**PRC**”) for considering and, if thought fit, passing, with or without amendments, the following resolution:

ORDINARY RESOLUTION

“THAT:

- (a) the equity transfer agreement dated 28 November 2023 entered into among Beijing Huicong Zaichuang Technology Co., Ltd. (北京慧聪再創科技有限公司), Beijing Zhongli Jinyuan Technology Co., Ltd. (北京中利金源科技有限公司), Beijing Huajianyu Trading Co., Ltd. (北京花間語商貿有限公司) and Beijing Huicong Hulian Information Technology Co., Ltd. (北京慧聪互聯信息技術有限公司) (a copy of which is marked “A” and initialed by the chairman of the Meeting for identification purpose has been tabled at the Meeting) and the transactions contemplated thereunder (together, the “**Disposal**”) be approved, confirmed and ratified; and

- (b) any one director of the Company be and is hereby authorised, for and on behalf of the Company, to do all acts and things as he/she considers to be necessary, appropriate or expedient in connection with and to implement or give effect to the Disposal, and to do all such acts and things, including but not limited to the execution of all documents (and where required, to affix the common seal thereon) deemed by him/her to be necessary, appropriate or desirable to implement and give effect to the Disposal or in connection with the Disposal, and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board

HC GROUP INC.

Liu Jun

Chairman and Chief Executive Officer

Hong Kong, 30 January 2024

Notes:

1. A proxy form for use at the EGM is published on the HKEXnews website (www.hkexnews.hk) and the Company’s website (www.hcgroup.com). Any member of the Company entitled to attend, speak and vote at the Meeting shall be entitled to appoint another person as his/her proxy 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 Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the board of directors of the Company (the “**Board**”)) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holder may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes 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 joint holding.

6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending, speaking and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the Meeting will be 21 February 2024 (Wednesday). In order to be eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, 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 21 February 2024 (Wednesday).
8. The Meeting is a physical meeting. If any shareholder chooses not to attend the Meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board of the Company, it is welcome to send such question or matter to the Company's email at ir@hcgrou.com.
9. References to time and dates in this notice are to Hong Kong time and dates.
10. The Company may change the arrangements of the Meeting subject to the public health requirements or guidelines of regulatory authorities, extreme weather conditions or where the situation requires. The Company may announce updates on the arrangement of the Meeting on its website as and when appropriate.

As at the date of this notice, the Board comprises:

Mr. Liu Jun (*Executive Director, Chairman and Chief Executive Officer*)

Mr. Zhang Yonghong (*Executive Director*)

Mr. Liu Xiaodong (*Executive Director and President*)

Mr. Guo Fansheng (*Non-executive Director*)

Mr. Sun Yang (*Non-executive Director*)

Mr. Lin Dewei (*Non-executive Director*)

Mr. Zhang Ke (*Independent non-executive Director*)

Mr. Zhang Tim Tianwei (*Independent non-executive Director*)

Ms. Qi Yan (*Independent non-executive Director*)