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

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult the stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Onewo Inc., you should at once hand this circular, together with the accompanying proxy form to the purchaser(s) or the transferee(s), or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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**Onewo Inc.****萬物雲空間科技服務股份有限公司**

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

**(Stock Code: 2602)**

- (1) ANNUAL REPORT FOR 2023**
  - (2) REPORT OF THE BOARD OF DIRECTORS FOR 2023**
  - (3) REPORT OF THE BOARD OF SUPERVISORS FOR 2023**
  - (4) FINANCIAL REPORT FOR 2023**
  - (5) PROPOSED PROFIT DISTRIBUTION PLAN FOR 2023**
  - (6) PROPOSED ELECTION OF DIRECTORS**
  - (7) PROPOSED ELECTION OF SUPERVISORS**
  - (8) PROPOSED EMOLUMENTS OF DIRECTORS AND SUPERVISORS**
  - (9) PROPOSED REAPPOINTMENT OF THE AUDITOR FOR 2024**
  - (10) PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD OF DIRECTORS TO ISSUE ADDITIONAL H SHARES**
  - (11) PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD OF DIRECTORS TO REPURCHASE H SHARES**
- AND**
- (12) NOTICE OF THE ANNUAL GENERAL MEETING**

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The Annual General Meeting of the Company will be held by way of online meeting at 10:00 a.m. on Friday, May 10, 2024. The notice of the Annual General Meeting is set out on pages 32 to 37 of this circular.

The proxy form for the Annual General Meeting is also enclosed. Shareholders who intend to appoint a proxy to attend the Annual General Meeting shall complete and return the accompanying proxy form in accordance with the instructions printed thereon not less than 24 hours before the scheduled time for the holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting at the Annual General Meeting or at any adjournment thereof should you so wish at that time. The Annual General Meeting of the Company will be held by way of online meeting. The Shareholders and/or their proxies will not need to attend the Annual General Meeting in person, and can only attend the Annual General Meeting via the Tricor e-Meeting System which enables live streaming of the Annual General Meeting.

April 18, 2024

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## **GUIDANCE FOR THE ANNUAL GENERAL MEETING**

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### **ONLINE AGM**

An online AGM enables the Shareholders to attend the meeting via an online platform allowing them to attend, participate, submit questions and vote electronically and to view live streaming of the AGM.

Shareholders participating in the AGM via such online platform will also be counted towards the quorum. The inability of any Shareholder or his/her proxy or (in the case of a Shareholder being a corporation) its duly authorized representative to access, or continue to access, such online platform despite adequate electronic facilities have been made available by the Company, shall not affect the validity of the AGM or the resolutions passed, or any business conducted at the meeting or any action taken pursuant to such business provided that a quorum is present throughout the meeting.

### **HOW TO ATTEND AND VOTE**

Shareholders who propose to attend the AGM and exercise their voting rights can achieve such in one of the following ways:

- (1) attend the AGM via an online platform, namely, the Tricor e-Meeting System, which enables live streaming and interactive platform for questions and answers and submission of their votes online; or
- (2) appoint the chairman of the AGM or other persons as their proxies to vote on their behalf via the Tricor e-Meeting System.

Shareholders can refer to the notice of the AGM and the Online Meeting User Guide (by scanning the QR code provided on the Notification Letter, which is expected to be despatched to the Shareholders on Friday, May 3, 2024 by post) in relation to attending the AGM by electronic means.

Shareholders should note that only one device is allowed per login. Please keep the login details in safe custody for the AGM and do not disclose them to anyone else. Neither the Company nor its H Share registrar assumes any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for attendance, voting or otherwise. The submission of votes through Tricor e-Meeting System using your login details will be conclusive evidence for the votes cast by you as a Shareholder. The Company, its agents and its H Share registrar take no responsibility for all or any losses or other consequences caused by or resulting from any unauthorized use of the login details.

If your proxy (except when the chairman of the AGM is appointed as proxy) wishes to attend the AGM and vote online, you must provide a valid email address of your proxy to the H Share registrar of the Company, Tricor Investor Services Limited. If no email address is provided, your proxy cannot attend the AGM and vote online. The email address so provided will be used by the H Share registrar of the Company, Tricor Investor Services Limited, for

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## **GUIDANCE FOR THE ANNUAL GENERAL MEETING**

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providing the login details for attending and voting at the AGM via the Tricor e-Meeting System. If your proxy has not received the login details by email by 5:00 p.m. on Thursday, May 9, 2024, you shall contact the H Share registrar of the Company, Tricor Investor Services Limited, via telephone hotline at (852) 2975 0928 or via email at [emeeting@hk.tricorglobal.com](mailto:emeeting@hk.tricorglobal.com) for the necessary arrangements.

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend and vote at the AGM. They shall consult directly with their banks or brokers or custodians (as the case may be) for the necessary arrangements. You will be asked to provide your email address, which will be used by the H Share registrar of the Company, Tricor Investor Services Limited, for providing the login details for attending the AGM electronically through the Tricor e-Meeting System.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following terms shall have the meanings set out below:*

“2023 Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held by way of online meeting at 10:00 a.m. on Friday, May 10, 2024 or any adjournment thereof (as the case may be), to consider and if applicable, to pass the resolutions as appropriate set out in the notice of the meeting which is set out on pages 32 to 37 of this circular
“Annual Report for 2023”	the Company’s annual report for the year ended December 31, 2023
“Articles” or “Articles of Association”	the articles of association of the Company
“Board of Supervisors”	the board of supervisors of the Company
“Board” or “Board of Directors”	the board of directors of the Company
“China” or “the PRC”	the People’s Republic of China, and for the purpose of this circular for geographical reference only
“Company”, “our Company” or “the Company”	Onewo Inc. (萬物雲空間科技服務股份有限公司), a limited liability company incorporated in the PRC on February 20, 2001 and converted into a joint stock limited company incorporated in the PRC on March 20, 2018, with its H Shares listed on the Main Board of the Hong Kong Stock Exchange (stock code: 2602)
“Director(s)” or “our Directors”	the director(s) of the Company
“Group”, “our Group” or “the Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for in Hong Kong dollars and traded on the Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of the H Share(s)

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## DEFINITIONS

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“H Shares Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase H Shares not exceeding 10% of the total number of H Shares in issue as at the date of passing the proposed resolutions approving the H Shares Repurchase Mandate at the AGM, details of which are set out in the notice of the AGM
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	April 12, 2024, being the latest practicable date for the purpose of ascertaining certain information set out in this circular prior to its printing
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended and supplemented from time to time
“RMB” or “Renminbi”	the lawful currency of the PRC
“Share(s)”	H Share(s) in the share capital of the Company, with a nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of our Share(s)
“Supervisor(s)”	the supervisor(s) of the Company
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as amended and supplemented from time to time
“%”	percentage

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## LETTER FROM THE BOARD

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### Onewo Inc.

### 萬物雲空間科技服務股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 2602)

**Executive Directors:**

Mr. Zhu Baoquan (*Chairman of the Board*)  
Mr. He Shuhua

**Non-executive Directors:**

Mr. Wang Wenjin  
Mr. Zhang Xu  
Mr. Sun Jia  
Mr. Zhou Qi  
Mr. Yao Jinbo

**Independent non-executive Directors:**

Ms. Law Elizabeth  
Mr. Chen Yuyu  
Mr. Shen Haipeng  
Mr. Song Yunfeng

**Registered office and headquarter:**

Meilin Vanke Center  
No. 63 Meilin Road  
Futian District, Shenzhen  
PRC

**Principal place of business in Hong Kong:**

1806-07, 18/F  
Laws Commercial Plaza  
788 Cheung Sha Wan Road  
Kowloon  
Hong Kong

Dear Shareholders,

- (1) ANNUAL REPORT FOR 2023
  - (2) REPORT OF THE BOARD OF DIRECTORS FOR 2023
  - (3) REPORT OF THE BOARD OF SUPERVISORS FOR 2023
  - (4) FINANCIAL REPORT FOR 2023
  - (5) PROPOSED PROFIT DISTRIBUTION PLAN FOR 2023
  - (6) PROPOSED ELECTION OF DIRECTORS
  - (7) PROPOSED ELECTION OF SUPERVISORS
  - (8) PROPOSED EMOLUMENTS OF DIRECTORS AND SUPERVISORS
  - (9) PROPOSED REAPPOINTMENT OF THE AUDITOR FOR 2024
  - (10) PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD OF DIRECTORS TO ISSUE ADDITIONAL H SHARES
  - (11) PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD OF DIRECTORS TO REPURCHASE H SHARES
- AND
- (12) NOTICE OF THE ANNUAL GENERAL MEETING

#### 1. INTRODUCTION

The purpose of this circular is, among other things, to provide you with information on the notice of the Annual General Meeting and certain resolutions to be considered at the Annual General Meeting, so as to enable you to make an informed decision on whether to vote for or against the resolutions at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### **2. ANNUAL REPORT FOR 2023**

For the contents of the Annual Report for 2023 of the Company, please refer to the Annual Report for 2023 of the Company published on the website of the Hong Kong Stock Exchange (<https://www.hkexnews.hk>) and the website of the Company (<https://www.onewo.com>) on April 18, 2024.

The resolution was considered and approved at the Board meeting on March 22, 2024, and is hereby submitted to the AGM as an ordinary resolution for consideration and approval.

### **3. REPORT OF THE BOARD OF DIRECTORS FOR 2023**

For the contents of the report of the Board of Directors for 2023 of the Company, please refer to the report of the Board of Directors in the Annual Report for 2023 of the Company published on the website of the Hong Kong Stock Exchange (<https://www.hkexnews.hk>) and the website of the Company (<https://www.onewo.com>) on April 18, 2024.

The resolution was considered and approved at the Board meeting on March 22, 2024, and is hereby submitted to the AGM as an ordinary resolution for consideration and approval.

### **4. REPORT OF THE BOARD OF SUPERVISORS FOR 2023**

For the contents of the report of the Board of Supervisors for 2023 of the Company, please refer to the report of the Board of Supervisors in the Annual Report for 2023 of the Company published on the website of the Hong Kong Stock Exchange (<https://www.hkexnews.hk>) and the website of the Company (<https://www.onewo.com>) on April 18, 2024.

The resolution was considered and approved at the meeting of the Board of Supervisors on March 22, 2024, and is hereby submitted to the AGM as an ordinary resolution for consideration and approval.

### **5. FINANCIAL REPORT FOR 2023**

For the contents of the financial report for 2023 of the Company, please refer to the consolidated financial information in the Annual Report for 2023 of the Company published on the website of the Hong Kong Stock Exchange (<https://www.hkexnews.hk>) and the website of the Company (<https://www.onewo.com>) on April 18, 2024.

The resolution was considered and approved at the Board meeting on March 22, 2024, and is hereby submitted to the AGM as an ordinary resolution for consideration and approval.

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## LETTER FROM THE BOARD

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### 6. PROPOSED PROFIT DISTRIBUTION PLAN FOR 2023

The Board of Directors proposes to distribute profits to shareholders at 55% of the core net profit (RMB1,286.8 million) for the year ended December 31, 2023. Calculated on the basis of the number of the Company's shares of 1,178,468,700 as of December 31, 2023, the full-year profit distribution will be RMB1.092 (tax inclusive) per share, including the paid interim dividend of RMB0.315 (tax inclusive). A final dividend of RMB0.777 per share (tax inclusive), totaling RMB915.5 million, for the year ended December 31, 2023 (“**2023 Final Dividend**”) will be paid, subject to Shareholders' approval at the AGM. If there are any changes in the total number of shares on the record date for dividend distribution as a result of additional issue, repurchase, conversion of convertible bonds into equity and other circumstances prior to the record date for dividend distribution, the amount of the dividend per share shall remain unchanged and the total amount of dividend shall be adjusted accordingly based on the total number of shares registered on the record date for dividend distribution. The 2023 Final Dividend is expected to be paid in cash on or about June 3, 2024 to Shareholders whose names appear on the register of members of the Company as at May 21, 2024. Regarding the distribution of dividends, the dividends for holders of H Shares will be declared in RMB but paid in Hong Kong dollars. The actual amount of the 2023 Final Dividend to be paid to H Shareholders in Hong Kong dollars will be calculated based on the arithmetic average of the central parity rate of Hong Kong dollars against RMB on the inter-bank foreign exchange market as announced by the China Foreign Exchange Trade System authorized by the People's Bank of China for five working days prior to the convention of the AGM (May 10, 2024) (including the day of AGM).

According to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and its implementing rules, and the Notice of the State Taxation Administration on Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Shareholders who are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)), as a PRC domestic enterprise, the Company will, after withholding 10% of the final dividend as enterprise income tax, distribute the final dividend to non-resident enterprise Shareholders whose names appear on the H Shares register of members (i.e. any Shareholders who hold H Shares in the name of non-individual shareholders, including but not limited to HKSCC Nominees Limited, other nominees, trustees, or H Shareholders registered in the name of other organizations and groups). After receiving dividends, the non-resident enterprise Shareholders may apply to the relevant tax authorities for enjoying treatment of taxation treaties (arrangement) in person or by proxy or by the Company, and provide information to prove that it is an actual beneficiary under the requirements of such taxation treaties (arrangement). After the tax authorities have verified that there is no error, the tax difference between the amount of tax levied and the amount of tax payable calculated at the tax rate under the requirements of the relevant taxation treaties (arrangement) will be refunded.

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## LETTER FROM THE BOARD

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Pursuant to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and its implementing rules, and the Notice of the State Taxation Administration on the Issues Regarding Levy of Individual Income Tax after the Abolishment of Guo Shui Fa [1993] No. 045 Document (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)), the Company shall withhold and pay individual income tax for individual holders of H Shares. If the individual holders of H Shares are Hong Kong or Macau residents or residents of other countries or regions that have a tax rate of 10% under the tax treaties with the PRC, the Company will withhold and pay individual income tax at the rate of 10% on behalf of such Shareholders.

If the individual holders of H Shares are residents of countries or regions that have a tax rate lower than 10% under the tax treaties with the PRC, the Company will withhold and pay individual income tax at the rate of 10% on behalf of such Shareholders. If such Shareholders wish to claim refund of the amount in excess of the individual income tax payable under the tax treaties, the Company may apply, on behalf of such Shareholders and according to the relevant tax treaties, for the relevant treatment under tax treaties, provided that the relevant Shareholders submit the relevant documents and information in a timely manner required by the Administrative Measures on Enjoying Treatment under Tax Treaties by Non-resident Taxpayers (State Taxation Administration Announcement 2015, No. 60) (《非居民納稅人享受稅收協議待遇管理辦法》(國家稅務總局公告2015年第60號)) and the provisions of the relevant tax treaties. The Company will assist in refunding the excessive amount of tax withheld subject to the approval of the competent tax authorities.

If the individual holders of H Shares are residents of countries or regions that have a tax rate higher than 10% but lower than 20% under the tax treaties with the PRC, the Company will withhold and pay individual income tax at the applicable tax rates stated in such tax treaties on behalf of such Shareholders.

If the individual holders of H Shares are residents of countries or regions that have a tax rate of 20% under the tax treaties with the PRC, or that have not entered into any tax treaties with the PRC, or otherwise, the Company will withhold and pay individual income tax at the rate of 20% on behalf of such Shareholders.

Shareholders are recommended to consult their tax advisors regarding the tax impacts in the PRC, Hong Kong and other countries (regions) for holding and disposal of H Shares.

In order to determine the eligibility for the proposed 2023 Final Dividend, the Company's register of members will be closed from May 17, 2024 to May 21, 2024 (both dates inclusive), during which period no transfer of Shares will be registered. In order to be qualified for the entitlement to the proposed 2023 Final Dividend, all share transfer documents of the Company accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration before 4:30 p.m. on May 16, 2024.

The resolution was considered and approved at the Board meeting on March 22, 2024, and is hereby submitted to the AGM as an ordinary resolution for consideration and approval.

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## LETTER FROM THE BOARD

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### 7. PROPOSED ELECTION OF DIRECTORS AND SUPERVISORS

#### **Proposed Election of Directors**

According to the Articles of Association, the Board comprises 11 members, at least one-third of which shall be independent non-executive Directors. Directors are elected by the general meeting with a term of office of three years and may be re-elected and re-appointed upon expiration of his/her term. In view that the term of the second session of the Board will expire soon, on the twenty-second meeting of the second session of the Board resolved on March 22, 2024, that Mr. Zhu Baoquan and Mr. He Shuhua have been nominated as candidates of executive directors; Mr. Wang Wenjin, Mr. Zhang Xu, Mr. Sun Jia, Mr. Zhou Qi and Mr. Yao Jinbo have been nominated as candidates of non-executive directors; Mr. Chen Yuyu, Ms. Law Elizabeth, Mr. Shen Haipeng and Mr. Song Yunfeng have been nominated as candidates of independent non-executive directors, for the third session of the Board.

The Nomination Committee of the Company has assessed and reviewed the written confirmation of independence of each of Mr. Chen Yuyu, Ms. Law Elizabeth, Mr. Shen Haipeng and Mr. Song Yunfeng based on the independence criteria as set out in Rule 3.13 of the Listing Rules and was satisfied that as at the Latest Practicable Date, each of Mr. Chen Yuyu, Ms. Law Elizabeth, Mr. Shen Haipeng and Mr. Song Yunfeng was still an independent person in accordance with Rule 3.13 of the Listing Rules.

In addition, the Board has also evaluated the performance and/or the qualifications of each of Mr. Chen Yuyu, Ms. Law Elizabeth, Mr. Shen Haipeng and Mr. Song Yunfeng, and is of the view that they have made and/or will make valuable contributions to the Company and have demonstrated their abilities to provide independent, balanced and objective views to the Company's affairs. The Board is also of the view that each of Mr. Chen Yuyu, Ms. Law Elizabeth, Mr. Shen Haipeng and Mr. Song Yunfeng will bring to the Board their own perspectives, skills and experience and can contribute to the diversity of the Board in light of their educational background and professional experience, as described in their biographies set out in Appendix I to this circular.

The term of office of the Directors of the third session of the Board is three years, with effect from the date of approval at the Annual General Meeting.

#### **Proposed Election of Supervisors**

According to the Articles of Association, the Board of Supervisors comprises three members for a term of three years, renewable upon re-election and re-appointment. In view that the term of the second session of the Company's Board of Supervisors has expired, the ninth meeting of the second session of the Board of Supervisors has resolved on March 22, 2024, that Ms. Xiang Yun and Ms. Han Huihua have been nominated as candidates of shareholder representative Supervisors of the third session of the Board of Supervisors. At the same time, Mr. Zou Ming has been elected by the employee representatives' assembly of the Company as the employee representative Supervisor of the third session of the Board of Supervisors, taking

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## LETTER FROM THE BOARD

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effect from the date of the resolution of the employee representatives' assembly of the Company (March 22, 2024) until the expiry of the term of the third session of the Board of Supervisors. The shareholder representative Supervisors elected at the Annual General Meeting and the employee representative Supervisor elected by the employee representatives' assembly of the Company constitute the third session of the Board of Supervisors of the Company. The term of office of the Supervisors of the third session of the Board of Supervisors is three years, with effect from the date of approval at the Annual General Meeting.

The biographical details of the candidates proposed to be elected as Directors and Supervisors at the Annual General Meeting are set out in Appendix I to this circular.

The resolution was considered and approved at the Board meeting on March 22, 2024, and is hereby submitted to the AGM as an ordinary resolution for consideration and approval.

### **8. PROPOSED EMOLUMENTS OF DIRECTORS AND SUPERVISORS**

In order to better reflect the contribution of Directors and Supervisors of the Company and the value the Directors and Supervisors have created for the Shareholders, and to attract and retain outstanding individuals with rich professional experience, extensive industry reputation and international vision to serve as the Directors and Supervisors, and having made reference to the level of remuneration of directors and supervisors of listed companies with similar scale, the Board proposes to adopt following proposals in relation to the emoluments of the Directors and Supervisors, as set out below:

- (1) Directors who work full-time in the Company do not receive Directors' emoluments for their directorships and their remuneration will depend on the remuneration system of the Company and their performance; Directors not working full-time (other than independent non-executive Directors) receive Directors' emoluments of HK\$12,500 per month (tax inclusive); independent non-executive Directors receive Directors' emoluments of HK\$12,500 per month (tax inclusive). Amongst the Directors not working full-time, Mr. Wang Wenjin, Mr. Zhang Xu, Mr. Sun Jia and Mr. Zhou Qi have issued a letter of confirmation to the Company, respectively, confirming their voluntary waiver of Director's emoluments; and
- (2) Supervisors who work full-time in the Company do not receive Supervisors' emoluments for their positions of Supervisors and their remuneration will depend on the remuneration system of the Company and their performance; Supervisors not working full-time receive Supervisors' emoluments of HK\$12,500 per month (tax inclusive). Amongst the Supervisors not working full-time, Ms. Han Huihua has issued a letter of confirmation to the Company, confirming her voluntary waiver of Supervisors' emoluments.

The resolution was considered and approved at the Board meeting on March 22, 2024, and is hereby submitted to the AGM as an ordinary resolution for consideration and approval.

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## LETTER FROM THE BOARD

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### 9. PROPOSED REAPPOINTMENT OF THE AUDITOR FOR 2024

The Board proposes the reappointment of Ernst & Young as the auditor of the Company for 2024 for a term from the date of consideration and approval at the AGM to the conclusion of the next annual general meeting, with the remuneration of the auditor being RMB5.80 million (tax inclusive). The Company does not pay the expenses such as taxes and travel expenses.

The resolution was considered and approved at the Board meeting on March 22, 2024, and is hereby submitted to the AGM as an ordinary resolution for consideration and approval.

### 10. PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD OF DIRECTORS TO ISSUE ADDITIONAL H SHARES

In order to seize market opportunities, the Board proposes to approve the granting of a general mandate to it to authorize it to, subject to market conditions and the needs of the Company, separately or concurrently approve, issue, allot, grant and (or) otherwise deal with the additional shares not exceeding 20% of the total number of the Company's H Shares in issue as at the date of passing of this resolution (including but not limited to options such as warrants, convertible bonds and other securities that carry rights to subscribe for or are convertible into shares). The details are as follows:

- (a) subject to market conditions and the needs of the Company, separately or concurrently approve, issue, allot, grant and/or otherwise deal with new H Shares of the Company during the Relevant Additional Issuance Period (as defined below) and to make or grant share offers, agreements, options and rights of share exchange or conversion which might require the exercise of such powers;
- (b) approve the number of the additional H Shares to be allotted or agreed conditionally or unconditionally to be allotted (including but not limited to options such as warrants, convertible bonds and other securities that carry rights to subscribe for or are convertible into shares) shall not exceed 20% of the number of the Company's H Shares in issue as at the date of the passing of this resolution at the 2023 annual general meeting of the Company;
- (c) determine and implement a detailed issuance plan for the above-mentioned general mandate, including but not limited to the pricing mechanism and/or issuance price (including price range), the issuance method, number of shares to be issued, allottees and use of proceeds, time of issuance, period of issuance and whether to allot shares to the existing Shareholders;
- (d) engage intermediaries for the issuance-related matters, and approve and execute all acts, deeds, documents and other related matters necessary, appropriate, desirable or associated with the issuance; consider, approve, and execute on behalf of the Company, agreements related to the issuance, including but not limited to placing or underwriting agreements and engagement agreements of intermediaries;

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## LETTER FROM THE BOARD

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- (e) consider, approve, and execute on behalf of the Company, statutory documents in relation to the issuance to be submitted to the relevant regulatory authorities, to carry out relevant approval procedures required by the regulatory authorities and the place in which the Company's shares are listed, and to complete all necessary filings, registrations and record-keeping procedures, etc., with the relevant governmental authorities of Hong Kong and/or any other regions and jurisdictions (if applicable);
- (f) as required by regulatory authorities within or outside the PRC, amend the agreements and statutory documents referred to in items (d) and (e) above;
- (g) approve the increase of registered capital of the Company after the issuance of the additional shares, and make corresponding amendments to the Articles of Association in respect of registered capital, total share capital and shareholding structure and other related content, and handle the relevant procedures; and
- (h) all other actions that the Board or the persons delegated and approved by the Board and their delegates reasonably consider necessary to execute, complete and deliver all documents that they reasonably consider necessary to implement the general mandate to issue H Shares.

The Board may delegate such mandate to Mr. Zhu Baoquan, our chairman of the Board, by which the Board agrees that Mr. Zhu Baoquan, our chairman of the Board, shall be its authorized person to deal with relevant matters in relation to the mandate to issue additional H Shares.

“**Relevant Additional Issuance Period**” refers to the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the 2024 annual general meeting of the Company;
- (b) the expiration of the 12-month period after the date of passing of this resolution; or
- (c) the revocation or variation of the authority granted under this resolution by passing of a special resolution at any general meeting of the Company.

As at the Latest Practicable Date, the Company has issued 1,181,237,429 H Shares. Subject to the passing of the special resolution granting the general mandate to issue additional H Shares to the Board of Directors and based on the assumption that the Company will not issue shares prior to the AGM, the Board of Directors may, individually or simultaneously, allot, issue and/or dispose of up to 236,247,485 H Shares pursuant to the general mandate to issue additional H Shares to be granted by the Shareholders.

The Board of Directors may only prudently exercise the powers under the above general mandate in compliance with the Company Law of the People's Republic of China (《中華人民共和國公司法》), the Listing Rules, relevant laws and regulations and regulatory requirements, and after obtaining all necessary approvals from relevant government authorities. The resolution was considered and approved at the Board meeting on March 22, 2024, and is hereby submitted to the Annual General Meeting as a special resolution for consideration and approval.

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## LETTER FROM THE BOARD

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### 11. PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD OF DIRECTORS TO REPURCHASE H SHARES

In order to seize market opportunities, the Board proposes to approve and grant a general mandate to the Board to repurchase H Shares. The details are as follows:

- (a) the general mandate that H Shares in issue of the Company are repurchased by the Board of Directors at its discretion and in a timely manner, subject to the fluctuation and changes of the capital markets and the share price of the Company during the Relevant Repurchase Period (as defined below);
- (b) the total amount of repurchase of H Shares that were publicly issued by the Company shall not exceed 10% of the total number of the Company's H Shares in issue as at the date of passing of this resolution at the AGM (i.e. the total amount of H Shares repurchased shall not exceed 10% of the total number of H Shares in issue as at the date of passing of this resolution at the AGM).

The funds of repurchase are funds that meet the requirements of regulatory policies and regulations, including self-owned funds and self-raised funds. The Articles of Association of the Company confer the Company rights to repurchase H Shares. The funds of repurchase include internal resources of the Company that can be legally allocated for such purpose in accordance with the Articles of Association and applicable PRC laws, rules and regulations;

- (c) to formulate, approve and implement specific repurchase plan, including but not limited to the price, type, batch, amount and time of execution of the repurchase of shares, as well as to handle the relevant procedures, such as notifying the creditors of the Company and publishing announcements and dealing with matters relating to the exercise of their rights by creditors (if involved) in accordance with the provisions of the Company Law of the People's Republic of China and the Articles of Association, and signing other documents or agreements relevant to the repurchase of shares;
- (d) in accordance with the Listing Rules, the H Shares repurchased pursuant to the resolution shall be cancelled and destroyed, and the registered capital of the Company is reduced correspondingly;
- (e) if there are new provisions in laws and regulations or from the securities regulatory authorities relating to the share repurchase policies, or if there are changes in market conditions, unless it is required under the relevant laws and regulations, requirements of the regulators or the Articles of Association of the Company for a re-vote by the general meeting(s), the Board may adjust the plan for repurchase and continue to deal with relevant matters of repurchase of shares in accordance with requirements of relevant laws and regulations and regulators as well as the market conditions and the actual situation of the Company;

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## LETTER FROM THE BOARD

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- (f) after the repurchase, the Company should make amendments to the Articles of Association in respect of registered capital, total share capital and shareholding structure and other related content under the circumstances where the Board of Directors deems appropriate, and handle the cancellation procedures for the repurchased shares (if necessary) and the relevant filing, registration and record-keeping procedures; and
- (g) all other actions that the Board or the persons delegated and approved by the Board and their delegates reasonably consider necessary to execute, complete and deliver all documents that they reasonably consider necessary to implement the general mandate to repurchase H Shares.

The Board may delegate such mandate to Mr. Zhu Baoquan, our chairman of the Board, by which the Board agrees that Mr. Zhu Baoquan, our chairman of the Board, shall be its authorized person to deal with relevant matters in relation to the mandate to repurchase H Shares.

“**Relevant Repurchase Period**” refers to the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the 2024 annual general meeting of the Company; or
- (b) the revocation or variation of the authority granted under this resolution by passing of a special resolution at any general meeting of the Company.

Details of this resolution are set out in Appendix II to this circular. The explanatory statement provides reasonable and requisite information for Shareholders to make an informed decision on whether to vote for or against the grant of the H Shares Repurchase Mandate.

The resolution was considered and approved at the Board meeting on March 22, 2024, and is hereby submitted to the Annual General Meeting as a special resolution for consideration and approval.

### 12. ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held by way of online meeting at 10:00 a.m. on Friday, May 10, 2024. The notice of the Annual General Meeting is set out on pages 32 to 37 of this circular.

In order to determine the list of Shareholders who are entitled to attend the Annual General Meeting, the register of members of the Company will be closed from Tuesday, May 7, 2024 to Friday, May 10, 2024 (both dates inclusive), during which period no transfer of Shares will be effected. For unregistered holders of Shares of the Company who intend to attend the Annual General Meeting, the share certificates and the share transfer documents must be lodged with the H Share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong at or before 4:30 p.m. on Monday, May 6, 2024. Shareholders whose names appear on the Company’s register of members on Friday, May 10, 2024 are entitled to attend and vote at the Annual General Meeting.

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## LETTER FROM THE BOARD

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The proxy forms for use at the Annual General Meeting are enclosed with this circular and are available on the website of the Hong Kong Stock Exchange (<https://www.hkexnews.hk>) and the website of the Company (<https://www.onewo.com>). Shareholders who intend to appoint a proxy to attend the Annual General Meeting shall complete the proxy form and return it to the H Share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 24 hours before the scheduled time of the Annual General Meeting. Completion and return of the proxy form will not preclude Shareholders from attending and voting at the Annual General Meeting or at any adjournment thereof should Shareholders so wish at that time. The Annual General Meeting of the Company will be held by way of online meeting. The Shareholders and/or their proxies will not need to attend the Annual General Meeting in person, and can only attend the Annual General Meeting via the Tricor e-Meeting System which enables live streaming of the Annual General Meeting.

According to Rule 13.39(4) of the Listing Rules, all resolutions considered and passed as appropriate at the Annual General Meeting must be taken by way of poll.

### 13. RECOMMENDATIONS

The Directors consider that all resolutions set out in the notice of the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. As such, the Directors recommend the Shareholders to vote for the relevant resolutions as set out in the notice of the Annual General Meeting.

### 14. 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 regard 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 facts the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
By order of the Board

**Onewo Inc.**  
**Zhu Baoquan**

*Chairman, executive Director and general manager*

April 18, 2024

DETAILS OF THE RESOLUTION ON PROPOSED ELECTION OF DIRECTORS AND  
SUPERVISORS**List of Director and Supervisor candidates**

The following candidates are proposed for election for Directors of the third session of the Board or the Supervisors of the third session of the Board of Supervisors:

No.	Name of the Director or Supervisor candidate	Current designation on the second session of the Board/the second session of the Board of Supervisors	Proposed designation on the third session of the Board/the third session of the Board of Supervisors
1.	Zhu Baoquan	Executive Director	Executive Director
2.	He Shuhua	Executive Director	Executive Director
3.	Wang Wenjin	Non-executive Director	Non-executive Director
4.	Zhang Xu	Non-executive Director	Non-executive Director
5.	Sun Jia	Non-executive Director	Non-executive Director
6.	Zhou Qi	Non-executive Director	Non-executive Director
7.	Yao Jinbo	Non-executive Director	Non-executive Director
8.	Chen Yuyu	Independent non-executive Director	Independent non-executive Director
9.	Law Elizabeth	Independent non-executive Director	Independent non-executive Director
10.	Shen Haipeng	Independent non-executive Director	Independent non-executive Director
11.	Song Yunfeng	Independent non-executive Director	Independent non-executive Director
12.	Xiang Yun	Supervisor	Supervisor
13.	Han Huihua	Supervisor	Supervisor

**Biographies of the Director and Supervisor candidates**

Details of each of the above-mentioned Director and Supervisor candidates are set out as follows pursuant to Rule 13.51(2) of the Listing Rules:

**Candidates of Executive Directors:**

**Mr. Zhu Baoquan (朱保全)**, aged 49, has been serving as the general manager of the Company since May 2010 and a director, the chairman and the general manager of the Company since February 2011 and was re-designated as our executive Director on March 2, 2022.

Mr. Zhu has extensive experience in the real estate and property management industry and is committed to the digital transformation of the industry. He has over 10 years of large enterprise management experience. Since April 1999, Mr. Zhu has successively held various positions in China Vanke Co., Ltd. (the “**China Vanke**” (together with its subsidiaries, the “**China Vanke Group**”), a company listed on the Hong Kong Stock Exchange (stock code: 2202); the Shenzhen Stock Exchange (stock code: 000002)), the controlling shareholder of the Company, including human resource department manager and customer service center manager of Beijing Vanke Co., Ltd., the general manager assistant in Chengdu Vanke Real Estate Co., Ltd., the deputy director and director of the general office of China Vanke Group, an administration director of China Vanke Group, the general manager in Nanjing Vanke Real Estate Co., Ltd., vice president and senior vice president of China Vanke Group.

Mr. Zhu graduated from East China University of Technology (華東工業大學) (now known as University of Shanghai for Science and Technology (上海理工大學)) in July 1994 and obtained his bachelor’s degree in Systems Engineering. He graduated from China Europe International Business School (中歐國際工商學院) with his master’s degree in Business Administration in October 2013. Mr. Zhu obtained his doctorate degree in Business Administration jointly offered by Guanghua School of Management, Peking University (北京大學光華管理學院) and Business School of University of Hong Kong (香港大學經管學院) in November 2022.

As of the Latest Practicable Date, Mr. Zhu held 90,626,403 H Shares of the Company, representing 7.67% of the total share capital of the Company.

**Mr. He Shuhua** (何曙華), aged 49, has been serving as a director of the Company since January 2016 and was re-designated as our executive Director on March 2, 2022. He also serves as the chief marketing officer and the chief partner of government and enterprise clients service center (政府及企業客戶服務中心) of the Company and is in charge of our urban space services and Vanrui IntelliTech.

Mr. He has over 20 years of extensive experience in the property management industry. After joining the Company in April 1998, Mr. He consecutively served in multiple positions within the Company, including property project management manager of Shenzhen Vanke Service Co., Ltd., the executive deputy general manager of Beijing Vanke Service Co., Ltd., the general manager of Wuhan region, the general manager of Guangzhou region and the chief executive officer of enterprise service division of Vanke Service.

Mr. He also served as manager of Property Management Department in China Vanke from April 2003 to April 2006, customer director in Zhongshan Vanke Real Estate Co., Ltd. and Zhuhai Vanke Real Estate Co., Ltd. from March 2007 to December 2008 and was primarily responsible for client relationship management.

Mr. He obtained his college degree in Real Estate Operation and Management from Nanchang University (南昌大學) in July 1995 and his master's degree in Project Management from Wuhan University (武漢大學) in June 2013. He has been studying at China Europe International Business School since April 2021. Mr. He obtained a Property Manager Professional Qualification (物業管理師) issued by Professional Title Reform Leading Group of Hubei Province (湖北省職稱改革工作領導小組) in September 2011.

#### **Candidates of Non-executive Directors:**

**Mr. Wang Wenjin (王文金)**, aged 57, is a non-executive Director of the Company. Mr. Wang has been a director of the Company since February 2017 and was re-designated as our non-executive Director on March 2, 2022. Mr. Wang provides guidance for the operations of the Company from various aspects.

After joining China Vanke in November 1993, Mr. Wang successively served as general manager of the finance department, the finance controller, the chief financial officer, the chief risk officer, an executive vice president and executive director. He also served as a non-executive director of Vanke Overseas Investment Holding Company Limited (a company listed on the Hong Kong Stock Exchange, stock code: 1036) from July 2012 to March 2015. Mr. Wang serves in various directorships and management positions in several subsidiaries of China Vanke currently, including the chairperson and the general manager of Shenzhen Yingda Investment Fund Management Co., Ltd. (深圳市盈達投資基金管理有限公司), a subsidiary of China Vanke. Mr. Wang has been a non-executive director of Huishang Bank Corporation Limited (a company listed on the Hong Kong Stock Exchange, stock code: 3698) since December 2018. In addition, he currently serves as a supervisor of China State-owned Enterprise Mixed Ownership Reform Fund Co., Ltd. (中國國有企業混合所有制改革基金有限公司).

Mr. Wang graduated from Zhongnan University of Economics and Law (中南財經政法大學) with a master's degree in June 1994 and he is a certified public accountant (non-practicing member) in the PRC granted by the Chinese Institute of Certified Public Accountants in August 1998.

**Mr. Zhang Xu (張旭)**, aged 60, is a non-executive Director of the Company. Mr. Zhang has been a director of the Company since January 2016 and was re-designated as our non-executive Director on March 2, 2022. Mr. Zhang is primarily responsible for the provision of guidance for the overall development of the Company.

After joining China Vanke in November 2002, Mr. Zhang successively served as executive deputy general manager and the general manager of Wuhan Vanke Real Estate Co., Ltd. (武漢市萬科房地產有限公司), primarily responsible for development and operation of real estate projects; and vice president, executive vice president and chief operating officer of China Vanke Group, primarily responsible for strategy, investment, marketing, operation and management of overseas business. He served as an executive director of China Vanke from

June 2017 to June 2020. He was also appointed as an executive director of Vanke Overseas Investment Holding Company Limited (萬科海外投資控股有限公司) (a company listed on the Hong Kong Stock Exchange, stock code: 1036) in July 2012 and the chairman in February 2019, and resigned as the chairman and an executive director in November 2021.

Mr. Zhang serves as the chairperson and general manager of Vanke Logistics Development Co., Ltd. currently, and is primarily responsible for overall business development planning. He served as a non-executive and non-independent director of Banyan Tree Holdings Limited (a company listed on the Singapore Stock Exchange, stock code: B58.SG) from September 2017 to November 2020. He has also been a director of GLP Holdings Limited since January 2018 and a director of CMC Inc. (華人文化有限責任公司) since December 2017.

Mr. Zhang graduated from Hefei Industrial University (合肥工業大學) with a bachelor's degree in Industrial and Civil Architecture in August 1984 and obtained a master's degree in Business Administration from Troy State University (currently known as Troy University) in the United States in June 2001.

**Mr. Sun Jia (孫嘉)**, aged 46, is a non-executive Director of the Company. Mr. Sun has been a director of the Company since January 2018 and was re-designated as our non-executive Director on March 2, 2022. Mr. Sun is primarily responsible for the provision of guidance for the overall development of the Company.

After joining China Vanke in July 2007, Mr. Sun consecutively served as deputy general manager and the general manager of China Vanke's strategy and investment management department from July 2007 to January 2010, and he was appointed as the general manager of Xi'an Vanke Co., Ltd. in 2010. He served as the general manager of Shanghai Vanke Co., Ltd. from January 2012 to March 2016 and was appointed as vice president of China Vanke in 2015. He was appointed as executive vice president, the head of finance and the chief financial officer of China Vanke in March 2016. He was appointed as the chief executive officer and the chief partner of the south regional business group of China Vanke in May 2019. Mr. Sun was appointed as the chief partner and general manager of commercial business group of China Vanke Group in January 2024. Mr. Sun currently serves as the chief partner of commercial business group of China Vanke Group and the chief executive officer of SCPG Group. He also has been serving as the chairman and an executive director of Vanke Overseas Investment Holding Company Limited (a company listed on the Hong Kong Stock Exchange, stock code: 1036) since November 2021, responsible for overall operation, strategy and development planning of the Company.

Mr. Sun graduated from the School of Economics, Peking University (北京大學) with a bachelor's degree in July 2001. In June 2007, he graduated from Harvard Business School in the United States with a master's degree in Business Administration.

**Mr. Zhou Qi (周奇)**, aged 43, is a non-executive Director of the Company. Mr. Zhou has been a director of the Company since February 2017 and was re-designated as our non-executive Director on March 2, 2022. Mr. Zhou is primarily responsible for the provision of guidance for the overall development of the Company.

Mr. Zhou joined Boyu Capital (博裕投資) in March 2011 and currently is a partner of Boyu Capital, and he has been a director of the board of Sichuan Langjiu Group Co., Ltd. (四川郎酒股份有限公司) since April 2017. He was appointed as a director of COFCO Joycome Foods Limited (a company listed on the Hong Kong Stock Exchange, stock code: 1610) in May 2014 and was designated as a non-executive director in May 2016, and resigned in July 2021. Mr. Zhou also was a director of the board of Shenzhen Yuying Property Service Co., Ltd. (深圳市譽鷹物業服務有限公司) from June 2017 to September 2021.

Before joining Boyu Capital, Mr. Zhou consecutively served as an analyst and associate at Goldman Sachs (Asia) L.L.C. in Hong Kong and one of its affiliates in Beijing from July 2005 to April 2011.

Mr. Zhou graduated from School of Economics and Management, Tsinghua University (清華大學) with a bachelor's degree in July 2003, a master's degree in July 2005 and earned his Executive Master of Business Administrative degree from Tsinghua University in January 2022.

**Mr. Yao Jinbo (姚勁波)**, aged 47, is a non-executive Director of the Company. Mr. Yao has been a director of the Company since February 2017 and was re-designated as our non-executive Director on March 2, 2022. Mr. Yao is primarily responsible for the provision of guidance for the overall development of the Company.

Mr. Yao was a co-founder of Xueda Education Technology (Beijing) Co., Ltd. (“**XueDa**”, 學大教育科技(北京)有限公司) and worked at XueDa from September 2001 to November 2005. Mr. Yao founded Beijing 58 Information Technology Co., Ltd. (北京五八信息技術有限公司) in December 2005 and has been its chief executive officer. Mr. Yao is the founder, chairman and chief executive officer of 58.com Inc. (a company previously listed on the New York Stock Exchange (the “**NYSE**”) and delisted on September 18, 2020). He is also an independent director of Cheetah Mobile Inc. (a company listed on the NYSE, stock code: CMCM) since December 2017 and an independent director of Noah Holdings Limited (a company listed on the NYSE, stock code: NOAH) since November 2014.

Mr. Yao graduated from Ocean University of China (中國海洋大學) with a bachelor's degree in Computer Science and Marine Chemistry in July 1999.

As of the Latest Practicable Date, Mr. Yao held 30,042,000 H Shares of the Company, representing 2.54% of the total equity of the Company.

**Candidates of Independent Non-executive Directors:**

**Ms. Law Elizabeth** (羅君美), *MH, JP*, aged 69, was appointed as an independent non-executive Director of the Company with effect from September 29, 2022. She is primarily responsible for providing independent advice on the operations and management of the Company.

Ms. Law was employed as an auditor at Richter Usher & Vineberg, an accounting firm, in Montreal, Canada from September 1976 to May 1982. Ms. Law is a council member of the Society of Chinese Accountants and Auditors and served as its president in 1993. Ms. Law has been the director of Law & Partners CPA Limited since 2004, a partner of Stephen Law & Company, Certified Public Accountants since 1984.

Ms. Law also serves as an independent non-executive director in the following listed companies:

<b>Period of service</b>	<b>Name of company</b>	<b>Listing venue and stock code</b>	<b>Principal business</b>
Since June 2023	Wise Ally International Holdings Limited (麗年國際控股有限公司)	Hong Kong Stock Exchange (stock code: 9918)	Manufacturing and sale of electronic products
Since April 2023	Starlite Holdings Limited (星光集團有限公司)	Hong Kong Stock Exchange (stock code: 0403)	Investment holding company, of which subsidiaries are principally engaged in printing and manufacturing packaging materials, labels and paper products, including environmental protection paper products
Since August 2017	The Wharf (Holdings) Limited (九龍倉集團有限公司)	Hong Kong Stock Exchange (stock code: 0004)	Investment in properties, hotels and development properties in Hong Kong and mainland China

Period of service	Name of company	Listing venue and stock code	Principal business
Since October 2016	Clifford Modern Living Holdings Limited (祈福生活服務控股有限公司)	Hong Kong Stock Exchange (stock code: 3686)	Provision of property management services, renovation and fitting-out services, retail services, off-campus training services and information technology services
Since November 2011	Sunwah Kingsway Capital Holdings Limited (新華匯富金融控股有限公司)	Hong Kong Stock Exchange (stock code: 0188)	Investment holding company principally engaged in financial business

Ms. Law obtained her bachelor's degree in Commerce (majored in Accounting) from McGill University in Canada in May 1976, and completed her diploma of Accountancy in McGill University in May 1978. She became a chartered accountant in Canada in June 1979, an associate of the Hong Kong Institute of Certified Public Accountants in May 1982. Ms. Law has been admitted as an Associate of The Institute of Chartered Accountants in England and Wales since February 2006, and was admitted as a fellow of The Institute of Chartered Accountants in England and Wales in August 2019 and a fellow certified public accountant in Australia in November 2009. She has been a fellow of the Hong Kong Institute of Certified Public Accountants since December 1991, a fellow of The Taxation Institute of Hong Kong since April 2003, and a chartered professional accountant in Canada since November 2012. She also completed the independent director training session held by CSRC and Tsinghua University in May 2002.

Ms. Law was the founding president of the Association of Women Accountants (Hong Kong) Ltd. and has been appointed as the honorary founding president since June 2008. Ms. Law was a member of the Ninth, Tenth and Eleventh Chinese People's Political Consultative Conference Guangdong Committee (第九、十及十一屆中國人民政治協商會議廣東省委員會委員) and was awarded the Medal of Honour in Hong Kong in July 2006, the Justice of the Peace in Hong Kong in July 2009.

**Mr. Chen Yuyu (陳玉宇)**, aged 53, was appointed as an independent non-executive Director of the Company with effect from September 29, 2022. He is primarily responsible for providing independent advice on the operations and management of the Company.

In September 2003, Mr. Chen joined the Department of Applied Economics, Guanghua School of Management, Peking University (北京大學光華管理學院應用經濟系) and has successively served as a lecturer, an associate professor, and a professor since then. Mr. Chen currently serves as the director of the Institute of Economic Policy at Peking University (北京大學經濟政策研究所).

Mr. Chen served as an independent director of Guangdong Xinhui Meida Nylon Company Limited (廣東新會美達錦綸股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 000782) from June 2017. Mr. Chen served as an independent director of Zhanjiang Guolian Aquatic Products Co., Ltd. (湛江國聯水產開發股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 300094) from November 2019 to January 2021. He also served as an external director of Haode Technology Co., Ltd. (浩德科技股份有限公司) since February 2016, and an independent director of Meizhou Hakka Bank Co., Ltd. (梅州客商銀行股份有限公司) since August 2017.

Mr. Chen obtained his bachelor's degree in Economics from Peking University (北京大學) in July 1994. He then obtained his doctorate in Economics from the Australian National University (澳大利亞國立大學) in Australia in September 2003.

Mr. Chen was granted The National Science Fund for Distinguished Young Scholars (國家傑出青年科學基金) in 2014, and he was recognized as the Fellow of Chang Jiang Scholars Program (長江學者特聘教授) in April 2017.

**Mr. Shen Haipeng (沈海鵬)**, aged 47, was appointed as an independent non-executive Director of the Company with effect from September 29, 2022. He is primarily responsible for providing independent advice on the operations and management of the Company.

Mr. Shen has been serving as the associate dean of the Faculty of Business and Economics of the University of Hong Kong and overseeing the university's Executive Education Program (高層管理教育專案) since September 2017.

Mr. Shen was a tenure-track assistant professor from July 2003 to June 2009, a tenured associate professor from July 2009 to June 2014, and a tenured professor from July 2014 to August 2015 at the Department of Statistics and Operations Research at the University of North Carolina Chapel Hill, United States.

Since July 2018, Mr. Shen has been an independent director of Chow Tai Seng Jewellery Company Limited (周大生珠寶股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002867). Mr. Shen served as an independent non-executive director of IntelliCentrics Global Holdings Ltd. (中智全球控股有限公司) (a company listed on the Hong Kong Stock Exchange, stock code: 6819) from March 2019 to January 2020.

Mr. Shen obtained his bachelor's degree in Mathematics from Peking University (北京大學) in July 1998. Mr. Shen then obtained his master's degree in Art and his doctorate in Philosophy from the Wharton School of Business, University of Pennsylvania, United States, in August 2000 and August 2003, respectively. Mr. Shen was granted the Outstanding Teaching Award by The University of Hong Kong Business School and Guanghua School of Management of Peking University in December 2020.

**Mr. Song Yunfeng (宋雲鋒)**, aged 54, was appointed as an independent non-executive Director of the Company with effect from September 29, 2022. He is primarily responsible for providing independent advice on the operations and management of the Company.

Mr. Song has been an attorney of Beijing Dentons Law Offices, LLP (北京大成律師事務所) since December 2004, and is a senior partner of the firm. He has also been an independent director of Beijing Hotgen Biotech Co., Ltd. (北京熱景生物技術股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 688068) since July 2022. Prior to that, he was a civil servant from December 1995 to July 2004 at Foreign Affairs Office and the Hong Kong and Macao Affairs Office of the People's Government of Beijing Municipality (北京市人民政府外事辦公室及港澳事務辦公室) and was primarily responsible for administrative service. He served as a teacher at School of Literature, Capital Normal University (首都師範大學) from July 1993 to December 1995 and was responsible for education and administration affairs.

Mr. Song obtained his bachelor's degree in Chinese Literature from Capital Normal University in July 1993, and his master's degree in Law from School of Law, Peking University in June 2004. Mr. Song further completed the EMBA program in Guanghua School of Management, Peking University (北京大學光華管理學院) in January 2012. Mr. Song obtained his doctorate degree in Business Administration jointly offered by Guanghua School of Management, Peking University and Business School of University of Hong Kong (香港大學經管學院) in November 2022.

Mr. Song obtained his PRC Legal Professional Qualification Certificate issued by the PRC Ministry of Justice in 2004 and was qualified as an attorney by the Beijing Justice Bureau of Justice in 2005.

Each of the candidates for independent non-executive Directors has confirmed that (i) he/she meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he/she has no past or present financial or other interest in the business of the Company or its subsidiaries or connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his/her independence.

**Supervisor Candidates:**

**Ms. Xiang Yun** (向雲), aged 56, is the chairperson of our Board of Supervisors. Ms. Xiang has served as a Supervisor of the Company since January 2016, and has been serving as the general consultant of audit and internal control of the Company since March 2018. She is primarily responsible for supervising the audit and internal control of the Company.

After joining the Company in May 1994, Ms. Xiang served in various positions, including an office director in Shenzhen branch, a manager of quality management department and an assistant general manager from May 1994 to September 2000. She successively served as a deputy general manager of property management department and the general manager of property services management department in China Vanke from October 2000 to January 2009, and served as an assistant general manager of the Company from February 2009 to February 2018.

Ms. Xiang graduated from Jiangnan University (江漢大學) with a college degree in Business and Economics Management in the PRC in July 1988, and obtained her master's degree in Business Administration from Asia International Open University (Macau) (now known as City University of Macau) in Macau in May 2001.

**Ms. Han Huihua** (韓慧華), aged 41, is a shareholder representative supervisor. Ms. Han has served as a supervisor of the Company since January 2018. She is primarily responsible for supervising financial matters and the directors and senior management of the Company. Ms. Han is currently an executive vice president and the head of finance of China Vanke.

Ms. Han joined China Vanke in 2008, and successively held positions of a business manager, the assistant general manager and the deputy general manager of the finance and internal control department, and the partner of the financial management function in the management center of China Vanke. Since August 2023, Ms. Han was appointed as a non-executive Director of Vanke Overseas Investment Holding Company Limited, a company listed on the Hong Kong Stock Exchange (stock code: 1036).

Ms. Han obtained her bachelor's degree in Administration from University of Science and Technology of China (中國科學技術大學) in the PRC in July 2003, and her master's degree in Administration (majored in accounting) from Jiangxi University of Finance and Economics (江西財經大學) in January 2008. She obtained the Certified Public Accountant certificate granted by the Certified Public Accountant Examination Board of Ministry of Finance of the PRC (中國財政部註冊會計師考試委員會) in January 2007.

Save as disclosed above, as of the Latest Practicable Date, none of the director candidates and supervisor candidates set out above (i) has held any other positions in the Company and its subsidiaries or any directorships in other listed companies in the past three years; (ii) has any other relationships with other directors, supervisors, senior management or substantial shareholders of the Company; (iii) has any other interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, the director candidates and supervisor candidates set out above confirm that there are no other matters relating to their proposed appointments that need to be brought to the attention of the Shareholders, nor is there any other information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information for them to make an informed decision on whether to vote for or against a special resolution to be proposed at the Annual General Meeting in relation to the H Shares Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was 1,181,237,429 H Shares with a nominal value of RMB1.00 each.

### **2. REASONS FOR REPURCHASE OF H SHARES**

The Directors believe that the granting of the H Shares Repurchase Mandate is in the best interest of the Company and its Shareholders. Subject to market conditions and funding arrangements at the time, the repurchase of H Shares may increase the net asset value per share and/or earnings per share and will only be made where the Board believes that such repurchase will benefit the Company and Shareholders.

### **3. EXERCISE OF H SHARES REPURCHASE MANDATE**

Upon the passing of the special resolutions set out in the notices of the Annual General Meeting, the Directors will be granted the H Shares Repurchase Mandate which takes effect until the Relevant Repurchase Period (as defined in the letter from the Board). In addition, the H Shares Repurchase Mandate is subject to obtaining approval from the relevant regulatory authorities in China in accordance with the laws, regulations and rules of the PRC. Furthermore, pursuant to the notification procedures under Article 21 and Article 24 of the Articles of Association, the exercise of the H Shares Repurchase Mandate is conditional upon the absence of any demand from the Company's any creditors for repayment or provision of guarantee for any outstanding debts owed to them, or in the event of such demand, the Company, in its absolute discretion, having repaid or provided guarantee in respect of such debts. A notice to the creditors will not be given until the H Shares Repurchase Mandate is approved by means of a special resolution at the Annual General Meeting.

As at the Latest Practicable Date, assuming that the H Shares Repurchase Mandate will only require approval at the Annual General Meeting, the full exercise of the H Shares Repurchase Mandate will result in a repurchase of up to 118,123,742 H Shares by the Company during the Relevant Repurchase Period (as defined in the letter from the Board), assuming that the Company will not allot and issue or repurchase H Shares during the period from the Latest Practicable Date to the date of the Annual General Meeting.

**4. FUNDING OF REPURCHASE**

In repurchasing H Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the laws of the PRC and/or any other applicable laws, as the case may be.

In accordance with the laws of the PRC or administrative regulations and subject to the approval of relevant authority, the Company is entitled by its Articles of Association to repurchase H Shares. The Company shall not repurchase H Shares on the Hong Kong Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange from time to time.

**5. IMPACT OF REPURCHASE**

The Directors are of the view that, in the light of the financial position disclosed in the most recently published audited accounts of the Company for the year ended December 31, 2023, there will not be any material adverse impact on the Company's working capital or gearing levels in the event of the exercise of the H Shares Repurchase Mandate in full at any time during the Relevant Repurchase Period. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors in due course with the circumstances then prevailing considered and in the best interests of the Company.

**6. STATUS OF REPURCHASED H SHARES**

The Listing Rules provide that the listing of all the H Shares repurchased by the Company will be automatically cancelled and the documents of title for such H Shares shall be cancelled and destroyed.

## 7. PRICES OF H SHARES

The highest and lowest trading prices of the H Shares traded on the Hong Kong Stock Exchange per month for the period from each of the past twelve months and as of the Latest Practicable Date (inclusive) are as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
May	36.15	25.70
June	30.85	25.00
July	30.50	22.30
August	29.95	24.05
September	29.20	22.65
October	24.85	20.75
November	25.70	22.10
December	26.85	22.15
<b>2024</b>		
January	25.20	16.94
February	21.60	16.70
March	20.25	16.88
April (as of the Latest Practicable Date)	19.76	17.28

## 8. GENERAL INFORMATION

Each of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) currently does not intend to sell any H Shares to the Company following the approval by the Shareholders of granting the H Shares Repurchase Mandate.

The Directors will exercise the power of the Company to repurchase H Shares pursuant to the H Shares Repurchase Mandate in compliance with the Listing Rules and applicable laws of the PRC. In addition, the Company has confirmed that neither the explanatory statement nor the proposed share repurchases have any unusual features.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the granting of the H Shares Repurchase Mandate is approved by the Shareholders.

**9. TAKEOVERS CODE**

If, as a result of any repurchase of H Shares pursuant to the H Shares Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase in proportionate interest will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate his/her/its/their control of the Company and thereby becoming obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, China Vanke Co., Ltd. controls or is entitled to control the voting rights of 660,602,000 H Shares, which account for approximately 55.92% of the Company's total issued share capital. If the general mandate to repurchase H Shares is fully exercised and assuming that no further issuance or repurchase of shares is made prior to such full exercise, the proportion of the interest of the voting rights held by China Vanke Co., Ltd. in the Company to the total share capital of the Company will therefore increase to approximately 62.14% (if it does not participate in such repurchase). The Board is not aware that any repurchases to be made under the general mandate to repurchase H Shares will incur any consequences which will arise under the Takeovers Code and/or any similar applicable law. Moreover, the Board will not make H Shares repurchase on the Stock Exchange under the general mandate to repurchase H Shares if the repurchase will result in the total number of H Shares held by the public shareholders falling below the prescribed minimum percentage required by the Hong Kong Stock Exchange.

**10. H SHARES REPURCHASE MADE BY THE COMPANY**

The H Shares repurchased by the Company on the Hong Kong Stock Exchange in the six months immediately preceding the Latest Practicable Date are as follows:

<b>Date</b>	<b>Number of shares repurchased</b>	<b>Purchase price per share</b>	
		<b>Highest (HK\$/share)</b>	<b>Lowest (HK\$/share)</b>
December 11, 2023	200,000	25.1	24.45
December 13, 2023	200,000	25.25	24.65
December 14, 2023	351,000	26	24.05
December 15, 2023	200,000	25.55	25.05
December 18, 2023	200,000	24.9	24.4
December 19, 2023	156,200	24.6	24.15
December 20, 2023	200,000	24.75	24.2
December 21, 2023	200,000	24.35	24
December 22, 2023	100,000	23.15	22.8
December 27, 2023	100,000	23	22.6
December 28, 2023	100,000	23.95	23.5
December 29, 2023	178,400	24.8	24.2
January 9, 2024	200,000	21.45	21.1
January 10, 2024	229,300	21.45	20.55
January 11, 2024	300,000	21.6	20.8
January 12, 2024	230,000	21.5	20.3
February 19, 2024	200,000	17.86	17.22
February 20, 2024	200,000	17.7	17.34
February 21, 2024	200,000	19	17.76
March 25, 2024	79,000	19.66	19.6
April 2, 2024	100,000	19.04	18.68
April 3, 2024	100,000	18.6	18.08
April 8, 2024	95,000	18.3	18.12
April 9, 2024	100,000	18.84	18.66
April 10, 2024	55,400	18.54	18.32
April 11, 2024	146,600	18.34	18.16
April 12, 2024	150,000	17.4	17.3

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## NOTICE OF THE ANNUAL GENERAL MEETING

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### Onewo Inc.

### 萬物雲空間科技服務股份有限公司

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 2602)**

#### NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“AGM”) of Onewo Inc. (the “Company”) will be held by way of online meeting at 10:00 a.m. on Friday, May 10, 2024, for the purpose of considering and, if thought fit, passing the following resolutions:

#### Ordinary Resolutions

1. To consider and approve the Annual Report for 2023 of the Company.
2. To consider and approve the report of the Board of Directors for 2023 of the Company.
3. To consider and approve the report of the Board of Supervisors for 2023 of the Company.
4. To consider and approve the financial report for 2023 of the Company.
5. To consider and approve the proposed profit distribution plan for 2023 of the Company.
6. To consider and approve resolutions for the election of executive Directors and non-executive Directors:
  - 6.1. To consider and approve the election of Mr. Zhu Baoquan as an executive Director;
  - 6.2. To consider and approve the election of Mr. He Shuhua as an executive Director;
  - 6.3. To consider and approve the election of Mr. Wang Wenjin as a non-executive Director;
  - 6.4. To consider and approve the election of Mr. Zhang Xu as a non-executive Director;
  - 6.5. To consider and approve the election of Mr. Sun Jia as a non-executive Director;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- 6.6. To consider and approve the election of Mr. Zhou Qi as a non-executive Director; and
- 6.7. To consider and approve the election of Mr. Yao Jinbo as a non-executive Director.
7. To consider and approve resolutions for the election of independent non-executive Directors:
  - 7.1. To consider and approve the election of Mr. Chen Yuyu as an independent non-executive Director;
  - 7.2. To consider and approve the election of Ms. Law Elizabeth as an independent non-executive Director;
  - 7.3. To consider and approve the election of Mr. Shen Haipeng as an independent non-executive Director; and
  - 7.4. To consider and approve the election of Mr. Song Yunfeng as an independent non-executive Director.
8. To consider and approve resolutions for the election of shareholder representative Supervisors:
  - 8.1. To consider and approve the election of Ms. Xiang Yun as a shareholder representative Supervisor; and
  - 8.2. To consider and approve the election of Ms. Han Huihua as a shareholder representative Supervisor.
9. To consider and approve the proposed emoluments of Directors of the Company.
10. To consider and approve the proposed emoluments of Supervisors of the Company.
11. To consider and approve the proposed reappointment of the auditor for 2024.

### Special Resolutions

12. To consider and approve the proposed grant of general mandate to the Board of Directors of the Company to issue additional H Shares:
  - (a) subject to market conditions and the needs of the Company, separately or concurrently approve, issue, allot, grant and/or otherwise deal with new H Shares of the Company during the Relevant Period and to make or grant share offers, agreements, options and rights of share exchange or conversion which might require the exercise of such powers;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (b) approve the number of the additional H Shares to be allotted or agreed conditionally or unconditionally to be allotted (including but not limited to options such as warrants, convertible bonds and other securities that carry rights to subscribe for or are convertible into shares) shall not exceed 20% of the number of the Company's H Shares in issue as at the date of the passing of this resolution at the 2023 annual general meeting of the Company;
- (c) determine and implement a detailed issuance plan for the above-mentioned general mandate, including but not limited to the pricing mechanism and/or issuance price (including price range), the issuance method, number of shares to be issued, allottees and use of proceeds, time of issuance, period of issuance and whether to allot shares to the existing Shareholders;
- (d) engage intermediaries for the issuance-related matters, and approve and execute all acts, deeds, documents and other related matters necessary, appropriate, desirable or associated with the issuance; consider, approve, and execute on behalf of the Company, agreements related to the issuance, including but not limited to placing or underwriting agreements and engagement agreements of intermediaries;
- (e) consider, approve, and execute on behalf of the Company, statutory documents in relation to the issuance to be submitted to the relevant regulatory authorities, to carry out relevant approval procedures required by the regulatory authorities and the place in which the Company's shares are listed, and to complete all necessary filings, registrations and record-keeping procedures, etc., with the relevant governmental authorities of Hong Kong and/or any other regions and jurisdictions (if applicable);
- (f) as required by regulatory authorities within or outside the PRC, amend the agreements and statutory documents referred to in items (d) and (e) above;
- (g) approve the increase of registered capital of the Company after the issuance of the additional shares, and make corresponding amendments to the Articles of Association in respect of registered capital, total share capital and shareholding structure and other related content, and handle the relevant procedures; and
- (h) all other actions that the Board or the persons delegated and approved by the Board and their delegates reasonably consider necessary to execute, complete and deliver all documents that they reasonably consider necessary to implement the general mandate to issue H Shares.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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The Board may delegate such mandate to Mr. Zhu Baoquan, our chairman of the Board, by which the Board agrees that Mr. Zhu Baoquan, our chairman of the Board, shall be its authorized person to deal with relevant matters in relation to the mandate to issue additional H Shares.

For the purpose of this resolution:

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

- i. the conclusion of the 2024 annual general meeting of the Company;
  - ii. the expiration of the 12-month period after the date of passing of this resolution; or
  - iii. the revocation or variation of the authority granted under this resolution by passing of a special resolution at any general meeting of the Company.
13. To consider and approve the proposed grant of general mandate to the Board of Directors of the Company to repurchase H Shares:
- (a) the general mandate that H Shares in issue of the Company are repurchased by the Board of Directors at its discretion and in a timely manner, subject to the fluctuation and changes of the capital markets and the share price of the Company during the Relevant Period;
  - (b) the total amount of repurchase of H Shares that were publicly issued by the Company shall not exceed 10% of the total number of the Company’s H Shares in issue as at the date of passing of this resolution at the AGM (i.e. the total amount of H Shares repurchased shall not exceed 10% of the total number of H Shares in issue as at the date of passing of this resolution at the AGM).

The funds of repurchase are funds that meet the requirements of regulatory policies and regulations, including self-owned funds and self-raised funds. The Articles of Association of the Company confer the Company rights to repurchase H Shares. The funds of repurchase include internal resources of the Company that can be legally allocated for such purpose in accordance with the Articles of Association and applicable PRC laws, rules and regulations;

- (c) to formulate, approve and implement specific repurchase plan, including but not limited to the price, type, batch, amount and time of execution of the repurchase of shares, as well as to handle the relevant procedures, such as notifying the creditors of the Company and publishing announcements and dealing with matters relating to the exercise of their rights by creditors (if involved) in accordance with the provisions of the Company Law of the People’s Republic of China and the Articles of Association, and signing other documents or agreements relevant to the repurchase of shares;
- (d) in accordance with the Listing Rules, the H Shares repurchased pursuant to the resolution shall be cancelled and destroyed, and the registered capital of the Company is reduced correspondingly;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (e) if there are new provisions in laws and regulations or from the securities regulatory authorities relating to the share repurchase policies, or if there are changes in market conditions, unless it is required under the relevant laws and regulations, requirements of the regulators or the Articles of Association of the Company for a re-vote by the general meeting(s), the Board may adjust the plan for repurchase and continue to deal with relevant matters of repurchase of shares in accordance with requirements of relevant laws and regulations and regulators as well as the market conditions and the actual situation of the Company;
- (f) after the repurchase, the Company should make amendments to the Articles of Association in respect of registered capital, total share capital and shareholding structure and other related content under the circumstances where the Board of Directors deems appropriate, and handle the cancellation procedures for the repurchased shares (if necessary) and the relevant filing, registration and record-keeping procedures; and
- (g) all other actions that the Board or the persons delegated and approved by the Board and their delegates reasonably consider necessary to execute, complete and deliver all documents that they reasonably consider necessary to implement the general mandate to repurchase H Shares.

The Board may delegate such mandate to Mr. Zhu Baoquan, our chairman of the Board, by which the Board agrees that Mr. Zhu Baoquan, our chairman of the Board, shall be its authorized person to deal with relevant matters in relation to the mandate to repurchase H Shares.

For the purpose of this resolution:

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

- i. the conclusion of the 2024 annual general meeting of the Company; or
- ii. the revocation or variation of the authority granted under this resolution by passing of a special resolution at any general meeting of the Company.

By order of the Board

**Onewo Inc.**

**Zhu Baoquan**

*Chairman, executive Director and general manager*

Shenzhen, the PRC, April 18, 2024

*As at the date of this notice, the Board of Directors of the Company comprises Mr. Zhu Baoquan as Chairman and executive Director; Mr. He Shuhua as executive Director; Mr. Wang Wenjin, Mr. Zhang Xu, Mr. Sun Jia, Mr. Zhou Qi and Mr. Yao Jinbo as non-executive Directors; Ms. Law Elizabeth, Mr. Chen Yuyu, Mr. Shen Haipeng and Mr. Song Yunfeng as independent non-executive Directors.*

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## NOTICE OF THE ANNUAL GENERAL MEETING

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*Notes:*

1. Unless the context requires otherwise, the terms used herein shall have the same meanings as those defined in the circular of the Company dated April 18, 2024.
2. For determining the entitlement to the proposed 2023 Final Dividend, the register of members of the Company will be closed from May 17, 2024 to May 21, 2024 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the entitlement to the proposed 2023 Final Dividend, all share transfer documents of the Company accompanied by the relevant share certificates must be lodged with the H Share Registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on May 16, 2024.
3. The proxy form for use at the AGM is published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and on the website of the Company (<https://www.onewo.com>). If you are not able to attend and vote via the Tricor e-Meeting System at the AGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon. Completion and return of the proxy form will not preclude you from attending and voting via the Tricor e-Meeting System at the Annual General Meeting or at any adjournment thereof should you so wish.
4. In order to be valid, the proxy form together with a power of attorney or other authorization document (if any), under which it is signed or a notarially certified copy of that power or authority or authorization document, must be lodged with the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 24 hours before the scheduled time for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting via the Tricor e-Meeting System at the Annual General Meeting or at any adjournment thereof should Shareholders so wish.
5. In the case of joint holders of any share(s), only one pair of log-in username and password will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such share(s) as if he/she/it was solely entitled thereto.
6. In order to determine Shareholders' eligibility to attend and vote via the Tricor e-Meeting System at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, May 7, 2024 to Friday, May 10, 2024 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the Annual General Meeting, the unregistered holders of Shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on Monday, May 6, 2024.
7. Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend and vote at the online meeting. In this regard, they shall consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.
8. Any vote of Shareholders at the Annual General Meeting must be taken by poll pursuant to the requirements of the Articles of Association and the Listing Rules. Therefore, the votes on resolutions in the notice of the Annual General Meeting will be taken by poll.
9. For details of the resolutions, please refer to the circular of the Company dated April 18, 2024 and the Annual Report for 2023 of the Company published by the Company on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<https://www.onewo.com>) on April 18, 2024.