
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in UJU HOLDING LIMITED (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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UJU HOLDING LIMITED

优矩控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 1948)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
RE-ELECTION OF THE RETIRING DIRECTORS;
PROPOSED ADOPTION OF NEW AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION;
DECLARATION OF FINAL DIVIDEND;
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the AGM of the Company to be held at 4/F, Building G, Dongfengdebi WE AI Innovative Park, 8 Dongfeng South Road, Chaoyang District, Beijing, the PRC, on May 31, 2024 at 10:00 a.m. is set out on pages 31 to 35 of this circular. A form of proxy for use at the AGM is also enclosed with this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed (i.e. May 29, 2024 at 10:00 a.m.) for holding the AGM or any adjournment thereof (as the case may be).

Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

Beijing, April 26, 2024

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 4/F, Building G, Dongfengdebi WE AI Innovative Park, 8 Dongfeng South Road, Chaoyang District, Beijing, the PRC, on May 31, 2024 at 10:00 a.m. or any adjournment thereof;
“AGM Notice”	the notice convening the AGM set out on pages 31 to 35 of this circular;
“Articles of Association”	the amended and restated articles of association of the Company effective on June 2, 2022 and as amended from time to time;
“Audit Committee”	the audit committee of the Board;
“Board”	the board of Directors;
“close associate(s)”	has the same meaning as defined in the Listing Rules;
“Companies Act”	the Companies Act (as revised) of the Cayman Islands;
“Company”	UJU HOLDING LIMITED, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange;
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. Ma Xiaohui, SUPREME Development Limited, VAST BUSINESS (BVI) GLOBAL LIMITED, Infinity Investment Holdings Limited, and Vigorous Development Limited;
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“Director(s)”	the director(s) of the Company;

DEFINITIONS

“Existing Articles of Association”	the existing second amended and restated articles of association of the Company adopted on May 31, 2022 and effective on June 2, 2022;
“Existing Memorandum and Articles of Association”	the Existing Memorandum of Association and the Existing Articles of Association;
“Existing Memorandum of Association”	the existing amended and restated memorandum of association of the Company adopted on May 31, 2022 and effective on June 2, 2022;
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and otherwise deal with Shares and securities convertible to Shares subject to a restriction that the aggregate number of Shares allotted or agreed to be allotted must not exceed 20% of the total number of issued Shares as at the date of the resolution granting the general mandate at the AGM;
“Latest Practicable Date”	April 17, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;

DEFINITIONS

“New Amended and Restated Memorandum and Articles of Association”	the third amended and restated Memorandum and Articles of Association proposed to be adopted by the Company at the AGM;
“Nomination Committee”	the nomination committee of the Board;
“PRC”	The People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“Proposed Adoption of New Amended and Restated Memorandum and Articles of Association”	the proposed adoption of the New Amended and Restated Memorandum and Articles of Association;
“Remuneration Committee”	the remuneration committee of the Board;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to a maximum number equivalent to 10% of the total number of issued Shares as at the date of the resolution granting the repurchase mandate at the AGM;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFC”	the Securities and Futures Commission of Hong Kong;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Share(s)”	share(s) in the share capital of the Company with a par value of US\$0.01 each;
“Share Award Scheme”	the share award scheme of the Company adopted by the Company on May 22, 2023;

DEFINITIONS

“Share Option Scheme”	the share options scheme of the Company conditionally adopted by the Company on October 8, 2021;
“Shareholder(s)”	holder(s) of Share(s);
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules;
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time;
“US\$”	US dollars, the lawful currency of the United States of America; and
“%”	per cent.

LETTER FROM THE BOARD

UJU HOLDING LIMITED

优矩控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 1948)

Executive Directors:

Mr. Peng Liang (*Chairman and*

Chief Executive Officer)

Ms. Luo Xiaomei (*Chief Financial Officer*)

Independent Non-executive Directors:

Mr. Zhang Peiao

Ms. Lin Ting

Mr. Wang Wenping

Registered Office in the Cayman Islands:

P.O. Box 31119

Grand Pavilion, Hibiscus Way

802 West Bay Road

Grand Cayman, KY1-1205

Cayman Islands

Headquarters and Principal Place of

Business in the PRC:

4/F, Building G

Dongfengdebi WE AI Innovative Park

8 Dongfeng South Road, Chaoyang District

Beijing, PRC, 100050

Place of Business in Hong Kong:

28/F., Henley Building

No. 5 Queen's Road Central

Central, Hong Kong

April 26, 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
RE-ELECTION OF THE RETIRING DIRECTORS;
PROPOSED ADOPTION OF NEW AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION;
DECLARATION OF FINAL DIVIDEND;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated March 28, 2024 in relation to the Proposed Adoption of New Amended and Restated Memorandum and Articles of Association.

LETTER FROM THE BOARD

The purposes of this circular are to provide you with details of the resolutions to be proposed at the AGM relating to: (i) the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors; (ii) the proposed re-election of the retiring Directors; (iii) the Proposed Adoption of New Amended and Restated Memorandum and Articles of Association; and (iv) the declaration of final dividend, and to give you notice of the AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

PROPOSED GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the last annual general meeting of the Company held on May 31, 2023, the Directors were granted (a) a general unconditional mandate to allot, issue and otherwise deal with Shares and securities convertible to Shares subject to a restriction that an aggregate number of Shares allotted or agreed to be allotted must not exceed 20% of the number of issued Shares as at the date of the relevant resolution; (b) a general and unconditional mandate to repurchase Shares up to a maximum number equivalent to 10% of the number of issued Shares as at the date of the relevant resolution; and (c) a general and unconditional mandate to include any Shares repurchased under (b) above to be added to the total number of Shares which may be allotted and issued under (a) above.

The above general mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, among other matters, will be proposed:

- (i) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares and securities convertible to Shares subject to a restriction that the aggregate number of Shares allotted or agreed to be allotted must not exceed 20% of the number of issued Shares as at the date of the resolution granting the Issue Mandate at the AGM;
- (ii) to grant the Repurchase Mandate to the Directors to enable them to repurchase Shares up to a maximum number equivalent to 10% of the number of issued Shares as at the date of the resolution granting the Repurchase Mandate at the AGM; and
- (iii) subject to the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, to grant the Extension Mandate to the Directors to increase the total number of Shares and securities convertible to Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

The full text of above resolutions are set out in resolutions numbered 5 to 7 as set out in the notice of the AGM contained in pages 31 to 35 of this circular.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate shall only continue in force until:

- (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the Company is required by any applicable law or the Articles of Association to hold the next annual general meeting of the Company; or
- (iii) revoked or varied by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 600,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be allotted and issued and/or repurchased by the Company prior to the AGM, the Directors will be allowed to allot, issue and otherwise deal with a maximum of 120,000,000 Shares, representing 20% of the total number of issued Shares as at the date of the resolution granting the Issue Mandate at the AGM. Further, subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be allotted and issued and/or repurchased by the Company prior to the AGM, the Directors will be allowed to repurchase a maximum of 60,000,000 Shares, representing 10% of the total number of issued Shares as at the date of the resolution granting the Repurchase Mandate at the AGM.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. Peng Liang and Ms. Luo Xiaomei and the independent non-executive Directors are Mr. Zhang Peiao, Ms. Lin Ting and Mr. Wang Wenping.

By virtue of Article 108(a) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

In accordance with Articles 108(a) of the Articles of Association, Ms. Lin Ting and Mr. Wang Wenping (the “**Retiring Directors**”) shall retire by rotation and, being eligible, offer themselves for re-election, at the AGM.

Nomination Procedure

When identifying suitable candidates for directorship, the Nomination Committee will carry out the selection process with reference to the professional experience, skills, knowledge, age, gender, education, cultural background and length of service of the proposed candidates, as well as the Company’s needs and other relevant statutory requirements and regulations required for the positions. All candidates must be able to meet the standards as set forth in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an independent non-executive Director should also meet the independence criteria set out in Rule 3.13 of the Listing Rules. Qualified candidates will then be recommended to the Board for approval.

To enhance the quality of the performance of the Board and to achieve diversity on the Board, the Board adopted its board diversity policy on 8 October 2021, pursuant to which (i) all Board appointments will be based on meritocracy, and candidates will be considered against appropriate criteria and the attributes that they will bring to the Board to complement and enrich the competencies, experience and diversity of the Board; and (ii) a number of factors will be taken into account in determining to achieve board diversity, including but not limited to professional experience, skills, knowledge, age, gender, education, cultural background and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

LETTER FROM THE BOARD

Recommendation of the Nomination Committee

The Nomination Committee considered that the experience, skills and other perspectives of each of the Retiring Directors as set out in Appendix II to this circular can bring further contributions to the Board and its diversity. In addition, the Nomination Committee had evaluated the performance of each of the Retiring Directors during the year ended December 31, 2023 based on the nomination policy of the Company and found their performance satisfactory.

In view of the above, the Board believes that the re-election of Ms. Lin Ting and Mr. Wang Wenping as the independent non-executive Directors would be in the best interests of the Company and its Shareholders as a whole.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all of the Retiring Directors stand for re-election as Directors at the AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM. The Board believes that the continuous appointment of the Retiring Directors contributes to the stability and diversity of the Board.

In accordance with Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above Retiring Directors are set out in Appendix II to this circular. Further information about the Board's composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meetings of the Directors (including the Retiring Directors) is disclosed in the corporate governance report set out in the annual report.

PROPOSED ADOPTION OF NEW AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

As disclosed in the announcement of the Company dated March 28, 2024, the Board proposed to amend the Existing Memorandum and Articles of Association by way of the adoption of the New Amended and Restated Memorandum and Articles of Association for the purposes of, among others, (i) updating and bringing the Existing Memorandum and Articles of Association in line with the amendments to the Listing Rules in relation to the expanded paperless listing regime and electronic dissemination of the corporate communications by listed issuers and (ii) making housekeeping changes.

LETTER FROM THE BOARD

For details of the proposed amendments to the Existing Memorandum and Articles of Association, please refer to Appendix III to this circular.

The Company has been advised by its legal advisers that the Proposed Adoption of the New Memorandum and Articles of Association is not inconsistent with the requirements of the Listing Rules and the laws of the Cayman Islands respectively. The Company also confirms that there is nothing unusual about the Proposed Adoption of the New Memorandum and Articles of Association for a company listed on the Stock Exchange.

The amendments to the Existing Memorandum and Articles of Association will not affect any rights of the Shareholders. All existing rights and obligations of the Shareholders shall, after the Proposed Adoption of the New Memorandum and Articles of Association becoming effective, continue to have the same rights and obligations.

The Proposed Adoption of the New Memorandum and Articles of Association is subject to the passing of a special resolution.

DECLARATION OF FINAL DIVIDEND

As disclosed in the Company's announcement dated March 28, 2024, the Board recommends the payment of a final dividend of HK5 cents per Share for the year ended December 31, 2023, payable on or about July 3, 2024 to Shareholders whose names appear on the register of members of the Company at the close of business on June 11, 2024, being the record date for determining Shareholders' entitlement to the proposed final dividend. The proposed payment of the final dividend is subject to the consideration and approval of the Shareholders at the AGM.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 4/F, Building G, Dongfengdebi WE AI Innovative Park, 8 Dongfeng South Road, Chaoyang District, Beijing, the PRC on May 31, 2024 at 10:00 a.m. is set out on pages 31 to 35 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

ACTIONS TO BE TAKEN

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM in person, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours

LETTER FROM THE BOARD

before the time appointed (i.e. Wednesday, May 29, 2024 at 10:00 a.m.) for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

VOTING BY POLL AT THE AGM

Pursuant to Article 72 of the Articles of Association and the requirement of Rule 13.39(4) of the Listing Rules, every resolution put to the vote of the AGM shall be decided by poll save that the chairman of the AGM may, pursuant to the Listing Rules, allow a resolution to be voted on by a show of hands. Accordingly, all the resolutions to be considered and, if thought fit, passed at the AGM will be voted by way of poll by the Shareholders and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from May 28, 2024 to May 31, 2024 (both dates inclusive) during which period no transfer of Shares will be registered. To qualify for attending and voting at the AGM, Shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on May 27, 2024 for registration of the relevant transfer.

The register of members of the Company will also be closed from June 6, 2024 to June 11, 2024 (both days inclusive) for the purpose of determining the entitlement to the proposed final dividend. In order to be qualified for the proposed final dividend (subject to the approval of the Shareholders at the AGM), Shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on June 5, 2024.

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 matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the resolutions set out in the AGM Notice including: (i) the grant of the Issue Mandate, the Repurchase Mandate, the Extension Mandate; (ii) the re-election of Retiring Directors; (iii) the adoption of the New Amended and Restated Memorandum and Articles of Associations; and (iv) the declaration of final dividend are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all resolutions set out in the AGM Notice.

Your attention is also drawn to the additional information set out in Appendix I, Appendix II and Appendix III to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
UJU HOLDING LIMITED
Peng Liang
Chairman of the Board and
Executive Director

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This appendix serves as an explanatory statement as required under Rule 10.06(1)(b) of the Listing Rules to provide the requisite information to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM for approving the Repurchase Mandate.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions. Among these restrictions, the Listing Rules provide that the shares to be repurchased must be fully paid up and all proposed repurchases of shares must be approved by shareholders of the company in advance by an ordinary resolution in a general meeting, either by way of general mandate or by specific approval in relation to a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 600,000,000 issued Shares and there was no outstanding share option granted under the Share Option Scheme.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to allot and issue and repurchase Shares and on the basis that no Shares will be allotted and issued and/or repurchased by the Company between the Latest Practicable Date and the AGM, the Directors would be allowed under the Repurchase Mandate to repurchase a maximum of 60,000,000 Shares, representing 10% of the total number of issued Shares as at the date of the resolution granting the Repurchase Mandate at the AGM. The above mandate will expire on the earliest of: (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or (ii) the expiration of the period within which the Company is required by any applicable law or the Articles of Association to hold the next annual general meeting of the Company; or (iii) revoked or varied by ordinary resolution of the Shareholders in general meeting.

3. REASONS FOR THE PROPOSED REPURCHASE OF SHARES

The Directors believe that it is in the best interest of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares in the market. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. SOURCE OF FUNDS

Any repurchase of the Shares under the Repurchase Mandate will be financed from the funds legally available for such purposes in accordance with the memorandum and Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

A listed company shall not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Any repurchase of Shares by the Company may be made out of profits or share premium account of the Company or out of proceeds of a fresh issue of Shares made for that purpose or, if so authorised by the Articles of Association and subject to the solvency test and the Companies Act, out of capital. Any premium payable on a redemption or repurchase over the par value of the Shares to be purchased must be paid out of the Company's profits or share premium account, or, if so authorised by the Articles of Association and subject to the solvency test and the Companies Act, out of capital.

5. IMPACT ON WORKING CAPITAL OR GEARING POSITION

The Directors consider that the exercise of the Repurchase Mandate in full might have a material adverse impact on the working capital and/or the gearing position of the Company (as compared with the position as at December 31, 2023, being the date of the Company's latest audited consolidated financial statements). The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing position of the Company (as compared with the position as at 31 December 2023, being the date of the Company's latest audited consolidated financial statements) which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

6. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

7. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws and regulations of Cayman Islands and the memorandum and Articles of Association.

8. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code, unless a whitewash waiver is obtained. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

Name of Shareholder	Capacity/Nature of interest	Number of Shares held ^(Note 1)	Approximate	Approximate
			percentage of shareholding (assuming the Repurchase Mandate is exercised in full)	percentage of shareholding
Mr. Ma Xiaohui	Interest of controlled corporation ^(Notes 3 and 5)	436,045,400 ^(L)	72.7	80.7
Ms. Yu Juan	Interest of spouse ^(Note 6)	436,045,400 ^(L)	72.7	80.7
SUPREME Development Limited	Interest of controlled corporation ^(Note 2)	303,695,400 ^(L)	50.6	56.2
Infinity Investment Holdings Limited	Beneficial owner	303,695,400 ^(L)	50.6	56.2

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

Name of Shareholder	Capacity/Nature of interest	Number of Shares held ^(Note 1)	Approximate	Approximate
			percentage of shareholding (assuming the	Repurchase Mandate is exercised in full)
Vast Business (BVI) Global Limited	Interest of controlled corporation ^(Note 4)	132,350,000 ^(L)	22.1	24.5
Vigorous Development Limited	Beneficial owner	132,350,000 ^(L)	22.1	24.5

Notes:

- (1) The letter “L” denotes a person’s long position (as defined under Part XV of the SFO) in the Shares.
- (2) Infinity Investment Holdings Limited is wholly owned by SUPREME Development Limited. As such, SUPREME Development Limited is deemed to be interested in the 303,695,400 Shares (representing approximately 50.6% of the total issued Shares) held by Infinity Investment Holdings Limited pursuant to the SFO.
- (3) SUPREME Development Limited is owned as to 100% by Mr. Ma Xiaohui. As such, Mr. Ma Xiaohui is deemed to be interested in the 303,695,400 Shares (representing approximately 50.6% of the total issued Shares) deemed to be indirectly held by SUPREME Development Limited pursuant to the SFO.
- (4) Vigorous Development Limited is wholly owned by VAST BUSINESS (BVI) GLOBAL LIMITED. As such, VAST BUSINESS (BVI) GLOBAL LIMITED is deemed to be interested in the 132,350,000 Shares (representing approximately 22.1% of the total issued Shares) held by Vigorous Development Limited pursuant to the SFO.
- (5) Mr. Ma Xiaohui has control of 100% of the voting rights of VAST BUSINESS (BVI) GLOBAL LIMITED and is deemed to be interested in the 132,350,000 Shares (representing approximately 22.1% of the total issued Shares) held indirectly by VAST BUSINESS (BVI) GLOBAL LIMITED by virtue of the SFO.
- (6) Ms. Yu Juan is the spouse of Mr. Ma Xiaohui. As such, Ms. Yu Juan is deemed under the SFO to be interested in the Shares in which Mr. Ma Xiaohui is interested.

The Directors are not aware of any consequences which may arise under Rules 26 and 32 of the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the repurchase would result in the number of shares which are in the hands of the public falling below 25% of the total number of shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

The Directors will not exercise the power to repurchase the Shares if it will cause further concentration of the shareholding of the Company, unless the repurchase of Shares will not cause insufficient public float of the Company. The Directors will not propose to repurchase Shares as would, in the circumstances, result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

9. SHARE REPURCHASE MADE BY THE COMPANY

During the year ended December 31, 2023, the trustee of the Share Award Scheme, pursuant to the terms of the rules and trust deed of the Share Award Scheme, purchased 9,081,000 shares of the Company at a total consideration of HK\$27,816,770. Save for the above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company.

10. SHARE PRICE

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the twelve (12) calendar months preceding the date of this circular were as follows:

Month	Share prices	
	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2023		
April	2.70	2.46
May	2.75	2.19
June	3.35	2.51
July	3.03	2.63
August	2.90	2.70
September	2.78	2.17
October	2.82	2.30
November	2.30	2.17
December	2.20	1.47
2024		
January	1.93	1.49
February	1.50	1.20
March	1.45	1.33
April (up to the Latest Practicable Date)	1.45	1.40

11. NO UNUSUAL FEATURES

The Company and the Directors are of the view that neither the explanatory statement contained in this Appendix I nor the proposed Repurchase Mandate has any unusual features.

The particulars of Directors who are subject to re-election at the AGM and which are required to be disclosed under the Listing Rules are set out below:

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Lin Ting

Ms. Lin Ting (林霆女士) (“**Ms. Lin**”) aged 54, was appointed as the independent non-executive Director on October 8, 2021 and is mainly responsible for supervising and providing independent judgment to the Board.

In the past few years, Ms. Lin has/had held the directorship position in the following listed companies:

Duration	Listed company	Stock exchange on which the company is listed and its stock code	Business scope of the listed company	Position(s) held
June 2022 — Present	Tibet Water Resources Ltd. (西藏水資源有限公司)	Main Board of the Stock Exchange (stock code: 1115)	A manufacturer of fast moving consumer drinks, mainly include water and beer	Independent non-executive director
June 2016 — Present	Finsoft Financial Investment Holdings Limited	GEM of the Stock Exchange (stock code: 8018)	(i) Provision of financial trading software solutions; (ii) provision of other IT and internet financial platforms services; (iii) money lending and (iv) provision of referral services and provision of corporate finance advisory services	Executive director
March 2017— August 2017	Shanghai Changxin Corp., Ltd (上海長信科技股份有限公司)	National Equities Exchange and Quotations (stock code: 430611)	Mobile internet communications service	Director

Duration	Listed company	Stock exchange on which the company is listed and its stock code	Business scope of the listed company	Position(s) held
December 2015 — June 2016	Hang Tai Yue Group Holdings Limited (formerly known as Computech Holdings Limited)	GEM of the Stock Exchange (stock code: 8081)	Mobile internet cultural business and provision of IT services	Independent non-executive director

Ms. Lin served as general manager in the logistics product department of China Eastern Airlines Co., Ltd (中國東方航空股份有限公司), a joint stock limited company incorporated in the PRC with limited liability whose H shares are listed on the Stock Exchange (stock code: 670), A shares are listed on the Shanghai Stock Exchange (stock code: 600115) and American depository receipts are listed on the New York Stock Exchange (stock code: CEA), and the holding company of Eastern Airlines Logistics Co., Ltd, and was responsible for, among others, developing and executing strategies and solutions of air cargo and logistic information system, from April 2013 to January 2015.

Ms. Lin was qualified as a project management professional by the Project Management Institute in March 2014. Ms. Lin obtained the certificate of secretary to the board of directors qualification issued by the Shanghai Stock Exchange in February 2017.

Ms. Lin graduated from Shanghai University of Engineering Science (上海工程技術大學) with a bachelor's degree in industrial enterprise management in July 1992. She also obtained a master's degree in technology management in information technology from the Hong Kong University of Science and Technology in May 2004.

An appointment letter has been entered into between Ms. Lin and the Company for a term of three years commencing on the Listing Date, until terminated by either party giving not less than three months' notice in writing to the other and subject to rotation and re-election in accordance with the Articles of Association. Ms. Lin is currently entitled to an annual director's fee in the sum of RMB72,000 or such other sum as the Remuneration Committee may from time to time decide. Such amount was determined with reference to the remuneration paid by comparable companies and the experience, responsibilities, workload, time devoted to the Group and her individual performance, as well as performance of the Group.

Mr. Wang Wenping

Mr. Wang Wenping (王文平先生) (“**Mr. Wang**”), aged 46, was appointed as the independent non-executive Director on October 8, 2021 and is mainly responsible for supervising and providing independent judgment to the Board.

In August 2022, Mr. Wang joined 3PEAK INCORPORATED (stock code: 688536), a company’s main business is the research and development and sales of analog integrated circuit chips, and has been serving as the chief financial officer since October 19, 2022. From April 2021 to June 2022, Mr. Wang served as the chief financial officer of Valuable Capital Group Ltd, a company principally engaged in providing online securities brokerage services, and is primarily responsible for formulating business plans and strategies and financial management. From August 2018 to April 2021, Mr. Wang served as an executive director of Fosun Tourism Group (復星旅遊文化集團), a company principally engaged in, among others, resort and destination operations and provision of tourism and leisure services and solutions, and listed on the Main Board of the Hong Kong Stock Exchange (stock code: 1992). From April 2017 to April 2021, Mr. Wang also served as the vice president and the chief financial officer of Fosun Tourism Group. Mr. Wang has been primarily responsible for formulating business plans, strategies and major decisions and overseeing the financial management of Fosun Tourism Group.

Prior to that, Mr. Wang worked in Something Big Technology Holdings Limited (大事科技控股有限公司), a company principally engaged in developing and operating mobile games, from January 2014 to April 2017 as the executive director, chief financial officer and company secretary and was responsible for formulating business plans and strategies and overseeing financial management. From July 2000 to December 2013, Mr. Wang worked in Deloitte Touche Tohmatsu Certified Public Accountants LLP, where he last served as a senior audit manager.

Mr. Wang graduated from Xiamen University (廈門大學) with a bachelor degree in accounting in July 2000. He also obtained a master of business administration degree from China Europe International Business School (中歐國際工商學院) in the PRC in November 2018. He has been a non-practicing member of the Shanghai Institute of Certified Public Accountants (上海註冊會計師協會) since June 2015, and had been a practicing member from November 2002 to April 2015.

An appointment letter has been entered into between Mr. Wang and the Company for a term of three years commencing on the Listing Date, until terminated by either party giving not less than three months’ notice in writing to the other and subject to rotation and re-election in accordance with the Articles of Association. Mr. Wang is currently entitled to an annual director’s fee in the sum of HKD300,000 or such other sum as the Remuneration Committee may from time

to time decide. Such amount was determined with reference to the remuneration paid by comparable companies and the experience, responsibilities, workload, time devoted to the Group and his individual performance, as well as performance of the Group.

Saved as disclosed above, none of the Retiring Directors has any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, as at the Latest Practicable Date, none of the Retiring Directors (i) held any directorship in the last three years prior to the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) held any other positions in the Company and other members of the Group; and (iii) had any relationship with any Directors, senior management or substantial shareholders of the Company or Controlling Shareholders or any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, each of the Retiring Directors confirms with respect to him/her that as at the Latest Practicable Date, there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters in relation to his/her re-election that need to be brought to the attention of the Shareholders.

The details of the proposed amendments to the Existing Memorandum and Articles of Association are set out below:

The Existing Memorandum and Articles of Association	Proposed Amendments to the Existing Memorandum and Articles of Association
Cover	
<p>SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p>UJU HOLDING LIMITED 优矩控股有限公司</p> <p>(as adopted by a Special Resolution passed on 31 May 2022 and effective on 2 June 2022)</p>	<p>SECONDTHIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p>UJU HOLDING LIMITED 优矩控股有限公司</p> <p>(as adopted by a Special Resolution passed on 31 May 2022 and effective on 2 June 2022 and effective on May 31, 2024)</p>
Memorandum of Association	
<p>SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p>UJU HOLDING LIMITED 优矩控股有限公司 (COMPANY)</p> <p>(as adopted by a Special Resolution passed on 31 May 2022 and effective on 2 June 2022)</p>	<p>SECONDTHIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p>UJU HOLDING LIMITED 优矩控股有限公司 (COMPANY)</p> <p>(as adopted by a Special Resolution passed on 31 May 2022 and effective on 2 June 2022 and effective on May 31, 2024)</p>

Articles of Association	
<p>SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p>UJU HOLDING LIMITED 优矩控股有限公司 (COMPANY)</p> <p>(as adopted by a Special Resolution passed on 31 May 2022 and effective on 2 June 2022)</p>	<p>SECOND<u>THIRD</u> AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p>UJU HOLDING LIMITED 优矩控股有限公司 (COMPANY)</p> <p>(as adopted by a Special Resolution passed on 31 May 2022 and effective on 2 June 2022 and effective on May 31, 2024)</p>

<p>175 (b) Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by two of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent by post together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies</p>	<p>175 (b) Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by two of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be <u>published on the Company's computer network or delivered or sent by post in any manner not prohibited by the Companies Act (including by sending any form of electronic communication)</u> together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies</p>
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<p>175 (c) Subject to the Listing Rules, the Company may send summarised financial statements to Shareholders who has, in accordance with the Listing Rules, consented and elected to receive summarised financial statements instead of the full financial statements. The summarised financial statements must be accompanied by any other documents as may be required under the Listing Rules and must be sent to the Shareholders not less than twenty-one days before the general meeting to those Shareholders that have consented and elected to receive the summarised financial statements.</p>	<p>175 (c) Subject to the Listing Rules, the Company may send summarised financial statements to Shareholders <u>in any manner not prohibited by the Companies Act (including by sending any form of electronic communication)</u>, who has, in accordance with the Listing Rules, consented and elected to receive summarised financial statements instead of the full financial statements. The summarised financial statements must be accompanied by any other documents as may be required under the Listing Rules and must be sent to the Shareholders not less than twenty-one days before the general meeting to <u>the those</u> Shareholders that have consented and elected to receive the summarised financial statements.</p>
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<p>180 (b) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.</p>	<p>180 (b) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications <u>and actionable corporate communication</u> within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be <u>supplied</u> authorised by the Shareholder concerned or by publishing it on <u>the website of the Company and the website of the HK Stock Exchange</u> a website and notifying the Shareholder concerned that it has been so published.</p>
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<p>181 (a) Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the Shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available.</p>	<p>181 (a) Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the Shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available.</p>
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<p>(b) Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he served in the manner so described which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.</p>	<p>(b) Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he served in the manner so described which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.</p>
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<p>(c) If on three consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address for the service of notices on him.</p>	<p>(c) If on three consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address for the service of notices on him.</p>
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<p>182 Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a website shall be deemed to have been served or delivered on the day it was so published.</p>	<p>182 Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a website shall be deemed to have been served or delivered on the day it was so published. <u>Any notice or document published on the website of the Company and the website of the HK Stock Exchange shall be deemed to have been given on the date it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules.</u></p>
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NOTICE OF ANNUAL GENERAL MEETING

UJU HOLDING LIMITED 优矩控股有限公司

(Incorporated in Cayman Islands with limited liability)
(Stock Code: 1948)

NOTICE IS HEREBY GIVEN that an annual general meeting of UJU HOLDING LIMITED (the “**Company**”) will be held at 4/F, Building G, Dongfengdebi WE AI Innovative Park, 8 Dongfeng South Road, Chaoyang District, Beijing, the PRC, on May 31, 2024 at 10:00 a.m. for the following purposes:

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries together with the respective reports of the directors of the Company (the “**Directors**”) and the independent auditor for the year ended December 31, 2023.
2. To declare a final dividend;
3.
 - (a) To re-elect Ms. Lin Ting as an independent non-executive Director;
 - (b) To re-elect Mr. Wang Wenping as an independent non-executive Director;
 - (c) To authorise the board of Directors to fix their remuneration.
4. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the board of Directors to fix its remuneration.

ORDINARY RESOLUTIONS

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. “**THAT:**
 - (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with any shares of the Company and securities convertible to shares of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which would or might require shares in the capital of the Company to be issued, allotted or disposed of, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the shares of the Company to be issued, allotted or disposed of, either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company (the “**Articles**”); or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the number of shares of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution,

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

- (i) the conclusion of the next annual general meeting of the Company unless by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of shares of the Company or offer or issue of options, warrants or similar giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of

NOTICE OF ANNUAL GENERAL MEETING

other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the maximum number of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the number of the shares of the Company in issue at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company unless by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to condition; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon the ordinary resolutions set out in paragraphs 5 and 6 of the notice convening this meeting being passed, the general mandate granted to the Directors pursuant to the ordinary resolution set out in paragraph 5 of the notice convening this meeting be and is hereby extended by the addition thereto of the aggregate number of shares of the Company repurchased by the Company under the mandate granted pursuant to the ordinary resolution set out in paragraph 6 of this notice convening this meeting.”

SPECIAL RESOLUTIONS

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as special resolutions:

8. “**THAT:**
- (a) the third amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”), which contains all the proposed amendments to the existing second amended and restated memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”), the details of which are set out in Appendix III to the circular of the Company dated April 26, 2024 (a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification) be and are hereby approved and adopted as the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association with immediate effect after the close of this meeting; and
 - (b) any one director, the secretary or the registered office provider of the Company be and is hereby authorised to execute all such documents and do all such other acts and things as he/she/it may, in his/her/its absolute discretion, consider necessary, desirable or expedient to effect, or in connection with, the adoption of the New Memorandum and Articles of Association, including without limitation, dealing with the relevant amendments, notices, filings and registrations which are required in connection with the adoption of the New Memorandum and Articles of Association under the laws of Hong Kong or the Cayman Islands.”

By order of the Board
UJU HOLDING LIMITED
Peng Liang
Chairman of the Board and Executive Director

Beijing, April 26, 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and, on a poll, vote in his stead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
2. In the case of joint registered holders of any share, any one of such joint holders may vote, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the annual general meeting personally or by proxy, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. In order to be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the meeting (i.e. Wednesday, May 29, 2024 at 10:00 a.m.) or any adjournment thereof.
4. The register of members of the Company will be closed from May 28, 2024 to May 31, 2024, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of the shareholders who are entitled to attend and vote at the annual general meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on May 27, 2024.
5. According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at general meeting of the Company must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all proposed resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
6. With regard to ordinary resolutions set out in paragraphs 3 and 5 to 6 of this notice, a circular giving details of the re-election of Directors and general mandates to issue and to repurchase Shares will be despatched to shareholders of the Company. The biographical details of the retiring Directors who are subject to re-election at the meeting are set out in Appendix II to the circular.
7. To qualify for attending and voting at the AGM, shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on May 27, 2024 for registration of the relevant transfer. In the event that the AGM is held on a date later than May 31, 2024 because of bad weather or other reasons, the record date for determination of entitlement to the final dividend will be deferred accordingly. Further details of the new record date will be announced in such circumstances.

As at the date of this announcement, the board of Directors of the Company comprises Mr. Peng Liang and Ms. Luo Xiaomei as executive Directors, and Mr. Zhang Peiao, Ms. Lin Ting, Mr. Wang Wenping as independent non-executive Directors.