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Qunabox Group Limited

趣致集團

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0917)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Qunabox Group Limited (趣致集團) (the “**Company**”) will be held at the conference room, 17/F, Wentong International Plaza, 398 Guiyang Road, Yangpu District, Shanghai, the PRC on Friday, June 28, 2024 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2023 as disclosed in the prospectus of the Company dated May 17, 2024.
2. (a) To re-elect the following retiring directors of the Company (the “**Director(s)**”):
 - (i) To re-elect Ms. YIN Juehui as an executive Director;
 - (ii) To re-elect Mr. CAO Liwen as an executive Director;
 - (iii) To re-elect Mr. HUANG Aihua as an executive Director;
 - (iv) To re-elect Mr. DAI Jianchun as a non-executive Director;
 - (v) To re-elect Mr. CHEN Rui as a non-executive Director;
 - (vi) To re-elect Dr. CHE Lufeng as an independent non-executive Director;
 - (vii) To re-elect Mr. ZHU Lin as an independent non-executive Director; and

(viii) To re-elect Dr. YANG Bo as an independent non-executive Director.

(b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.

3. To re-appoint Ernst & Young as the auditor of the Company and authorise the Board to fix its remuneration.

4. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

(A) “**THAT:**

(i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company (the “**Share(s)**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into Shares) including any sale or transfer of treasury Shares (where so permitted under the Rules Governing the Listing of Securities on The Stock Exchange of the Hong Kong Limited (the “**Listing Rules**”) out of treasury) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period (as defined hereinafter);

(iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as defined hereinafter) pursuant to the approval in paragraph (i) above, otherwise than pursuant to:

(1) any Rights Issue (as defined hereinafter);

- (2) the grant or exercise of any option under the share option scheme of the Company or any other option scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;
- (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles of Association**”); or
- (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of:
 - (a) 20% of the total number of issued Shares as at the date of passing of this resolution; and
 - (b) (if the Board is so authorised by resolution numbered 4(C)) the aggregate number of Shares repurchased by the Company subsequent to the passing of resolution numbered 4(B) (up to a maximum equivalent to 10% of the total number of issued Shares as at the date of passing of resolution numbered 4(B)),

and the approval shall be limited accordingly (excluding any treasury Shares);
and

- (iv) for the purpose of this resolution:
 - (a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company (unless otherwise renewed by an ordinary resolution of the Shareholders in a general meeting, either unconditionally or subject to conditions);
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any other applicable law to be held;

(3) the date when it is varied or revoked by an ordinary resolution of the Shareholders in a general meeting; and

(b) “**Rights Issue**” means an offer of Shares or an issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) “**THAT:**

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

(iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company (unless otherwise renewed by an ordinary resolution of the Shareholders in a general meeting, either unconditionally or subject to conditions);
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any other applicable law to be held;
- (c) the date when it is varied or revoked by an ordinary resolution of the Shareholders in a general meeting.”

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

By order of the Board
Qunabox Group Limited
(**趣致集團**)

Ms. YIN Juehui

Chairwoman and Executive Director

Hong Kong
June 5, 2024

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Cayman Islands

Principal Place of Business in Hong Kong:
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Hong Kong

*Head Offices and Principal Places of Business
in China:*

17/F, Wentong International Plaza
398 Guiyang Road
Yangpu District
Shanghai
PRC

5-205, Building 5
No. 16 Angel Avenue
Anji County
Huzhou
Zhejiang
PRC

Notes:

- (i) Ordinary resolution numbered 4(C) will be proposed to the shareholders of the Company for approval provided that ordinary resolutions numbered 4(A) and 4(B) are passed by the shareholders of the Company.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her/its stead. The proxy does not need to be a shareholder of the Company. Holders of treasury Shares of the Company, if any, shall abstain from voting at the above meeting in connection to such treasury Shares.
- (iii) Where there are joint registered holders of any Shares, any one of such persons may vote at the above meeting or any adjournment thereof, either personally or by proxy, in respect of such Shares as if he/she/it were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (iv) In order to be valid, the completed form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the above meeting (i.e. at or before 11:00 a.m. on Wednesday, June 26, 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the above meeting or any adjourned meeting thereof if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

- (v) For the purpose of determining the entitlement of the shareholders of the Company to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, June 25, 2024 to Friday, June 28, 2024 (both days inclusive), during which period no transfer of Shares will be registered. The record date for determining the eligibility to attend and vote at the meeting will be Friday, June 28, 2024. In order to be eligible to attend and vote at the above meeting, the shareholders of the Company must deliver all properly completed transfer forms accompanied by the relevant share certificates to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration of the relevant transfers no later than 4:30 p.m. on Monday, June 24, 2024.
- (vi) In respect of the ordinary resolutions numbered 2(a) above, Ms. YIN Juehui, Mr. CAO Liwen, Mr. HUANG Aihua, Mr. DAI Jianchun, Mr. CHEN Rui, Dr. CHE Lufeng, Mr. ZHU Lin and Dr. YANG Bo shall retire and being eligible, offered themselves for re-election as Directors at the above meeting. Details of the above retiring Directors are set out in Appendix I to the circular dated June 5, 2024.
- (vii) In respect of the ordinary resolution numbered 4(A) above, the Directors wish to state that they have no immediate plans to issue any new Shares referred therein. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (viii) In respect of ordinary resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase Shares in circumstances which they deem appropriate and for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own Shares, as required by the Listing Rules, is set out in Appendix II to the circular dated June 5, 2024.
- (ix) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.
- (x) Unless the context otherwise requires, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated June 5, 2024.

As at the date of this notice, the Board comprises (i) Ms. YIN Juehui, Mr. CAO Liwen and Mr. HUANG Aihua as executive Directors; (ii) Mr. DAI Jianchun and Mr. CHEN Rui as non-executive Directors; and (iii) Dr. CHE Lufeng, Mr. ZHU Lin and Dr. YANG Bo as independent non-executive Directors.