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Joy Spreader Interactive Technology. Ltd
乐享互动有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6988)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of Joy Spreader Interactive Technology. Ltd (the “Company”) will be held at Joy Spreader Group, 27/F, Wangjing Jinhui Building, Chaoyang District, Beijing on Wednesday, June 30, 2021 at 2:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and the report of the directors and the auditor’s report of the Company for the year ended December 31, 2020.
2. To re-elect Mr. Zhang Zhidi as an executive Director of the Company.
3. To re-elect Mr. Cheng Lin as an executive Director of the Company.
4. To re-elect Ms. Qin Jiaxin as an executive Director of the Company.
5. To re-elect Mr. Sheng Shiwei as an executive Director of the Company.
6. To re-elect Mr. Hu Jiawei as a non-executive Director of the Company.
7. To re-elect Mr. Yap Jin Meng Bryan as an independent non-executive Director of the Company.
8. To re-elect Mr. Fang Hongwei as an independent non-executive Director of the Company.
9. To authorise the board of Directors of the Company to fix the remuneration of the Directors.
10. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the board of Directors to fix its remuneration.

and to consider and, if thought fit, to pass the following resolutions (with or without amendments) as ordinary resolutions of the Company:

11. **“That:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company 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 of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such powers after the end of the Relevant Period;
- (c) 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 pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the option scheme of the Company or any other 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 of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment 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 in force from time to time; or (iv) any issue of shares in the Company 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 of the Company, shall not exceed 20% of the total number of the shares of the Company in issue as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation and subdivision shall be the same, and the said approval shall be limited accordingly;

(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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (iv) “Rights Issue” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares of the Company whose names appear on the register of members on a fixed record date in proportion to their then holdings of shares (subject to such exclusion 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).”

12. **“That:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back issued shares of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to buy back its shares at a price determined by the Directors;
- (c) the total number of shares of the Company which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation and subdivision shall be the same, 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

13. **“That** conditional upon the resolutions numbered 11 and 12 above being passed, the general mandate granted to the Directors pursuant to the resolution numbered 12 be and is hereby extended by the addition thereto of the total number of shares of the Company bought back by the Company under the authority granted pursuant to the resolution numbered 11, provided that such number of added shares shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution.”

SPECIAL RESOLUTIONS

14. To consider and, if thought fit, to pass the following resolutions (with or without amendments) as special resolutions:

“That:

- (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands by issuing a certificate of incorporation on change of name, the English name of the Company be and is hereby changed from **“Joy Spreader Interactive Technology. Ltd”** to **“Joy Spreader Group Inc.”** and the dual foreign name of the Company be and is hereby changed from **“乐享互动有限公司”** to **“樂享集團有限公司”** (the **“Proposed Change of Company Name”**); and
- (b) any one Director of the Company be and is hereby authorised to sign and execute such other documents or supplemental agreements or deeds for and on behalf of the Company and to do all such things and take all such actions as he/she may consider necessary, desirable or expedient for the purpose of carrying out or giving effect to or otherwise in connection with the implementation of the Proposed Change of Company Name and to attend to any necessary registration and filing for and on behalf of the Company in respect of such change.”

15. To consider and, if thought fit, to pass the following resolutions (with or without amendments) as special resolutions:

“That:

- (a) subject to the Proposed Change of Company Name taking effect, the current memorandum and articles of association of the Company be and is hereby amended by replacing all references to **“Joy Spreader Interactive Technology. Ltd”** with **“Joy Spreader Group Inc.”** and replacing all references to **“乐享互动有限公司”** with **“樂享集團有限公司”** to reflect the Proposed Change of Company Name, and this amended memorandum and articles of association of the Company be and is hereby adopted as the second amended and restated memorandum and articles of association of the Company (the **“Second Amended and Restated Memorandum and Articles of Association”**); and
- (b) any one Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as he or she may in his or her absolute discretion consider necessary or desirable or expedient for the purpose of the implementation of and giving effect to the adoption of the Second Amended and Restated Memorandum and Articles of Association and to attend to any necessary registration and filing for and on behalf of the Company.”

By order of the Board
Joy Spreader Interactive Technology. Ltd
Zhu Zinan
Chairman

Beijing, the PRC, April 29, 2021

Notes:

1. In accordance with Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be voted by poll at the AGM. Accordingly, the chairman of the AGM will demand a poll on each of the resolutions proposed at the AGM pursuant to Article 13.5 of the Articles of Association. Article 14.1 of the Articles of Association provides that on a poll, every Shareholder present in person or by proxy shall have one vote for each Share registered in his/her/its name in the register of members. An explanation of the detailed procedures for conducting a poll will be provided to Shareholders at the AGM. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.adjoy.com.cn).
2. A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, a form of proxy 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 together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above AGM or not less than 48 hours before the time appointed for the holding of any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
5. For determining the entitlement of Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from June 25, 2021 (Friday) to June 30, 2021 (Wednesday), both days inclusive, during which period no transfer of shares of the Company will be effected. In order to be entitled to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged for registration with 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 not later than 4:30 p.m. on June 24, 2021(Thursday).
6. In respect of the ordinary resolution numbered 12, an explanatory statement containing further details is set out in Appendix I to the circular dated April 29, 2021(Thursday).
7. In respect of the respective ordinary resolutions numbered 2, 3, 4, 5, 6, 7 and 8 above, details of which are set out in Appendix II to the circular dated April 29, 2021(Thursday).

As at the date of this notice, the board of directors comprises Mr. Zhu Zinan, Mr. Zhang Zhidi, Mr. Cheng Lin, Ms. Qin Jiaxin and Mr. Sheng Shiwei as executive directors; Mr. Hu Qingping and Mr. Hu Jiawei as non-executive directors; and Mr. Xu Chong, Mr. Tang Wei, Mr. Fang Hongwei and Mr. Yap Jin Meng Bryan as independent non-executive directors.