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## **Onewo Inc.**

### **萬物雲空間科技服務股份有限公司**

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

**(Stock Code: 2602)**

#### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Onewo Inc. (the “**Company**”) will be held by way of online meeting at 10:00 a.m. on Friday, September 27, 2024, for the purpose of considering and, if thought fit, passing the following resolutions of the Company (with or without amendments).

Unless otherwise defined, the terms used in this notice shall have the same meanings as those defined in the circular of the Company dated September 12, 2024 (the “**Circular**”).

#### **Ordinary Resolution**

1. To consider and approve the proposed profit distribution plan for the half year of 2024 of the Company.

#### **Special Resolutions**

2. To consider and approve the Proposed Amendments to the Articles of Association of the Company.
3. To consider and approve the proposed amendments to the Rules of Procedure for Shareholders' General Meetings of the Company.
4. To consider and approve the proposed amendments to the Rules of Procedure for the Board of Directors of the Company.
5. To consider and approve the proposed amendments to the Rules of Procedure for the Supervisory Committee of the Company.
6. To consider and approve the proposed grant of general mandate to the Board of Directors of the Company to issue additional H Shares:
  - (a) subject to market conditions and the needs of the Company, separately or concurrently approve, issue, allot, grant and/or otherwise deal with new H Shares of the Company (including any sale or transfer of any treasury Shares) during the Relevant Period (as defined below) and to make or grant share offers, agreements, options and rights of share exchange or conversion which might require the exercise of such powers;

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

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

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

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

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

- (c) to formulate, approve and implement specific repurchase plan, including but not limited to the price, type, batch, amount and time of execution of the repurchase of shares, as well as to handle the relevant procedures, such as notifying the creditors of the Company and publishing announcements and dealing with matters relating to the exercise of their rights by creditors (if involved) in accordance with the provisions of the Company Law of the People’s Republic of China and the Articles of Association, and signing other documents or agreements relevant to the repurchase of shares;
- (d) if there are new provisions in laws and regulations or from the securities regulatory authorities relating to the share repurchase policies, or if there are changes in market conditions, unless it is required under the relevant laws and regulations, requirements of the regulators or the Articles of Association of the

Company for a re-vote by the general meeting(s), the Board may adjust the plan for repurchase and continue to deal with relevant matters of repurchase of shares in accordance with requirements of relevant laws and regulations and regulators as well as the market conditions and the actual situation of the Company;

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

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

For the purpose of this resolution:

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

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

By order of the Board

**Onewo Inc.**

**Zhu Baoquan**

*Chairman, executive Director and general manager*

Shenzhen, the PRC, September 12, 2024

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

*Notes:*

1. Unless the context otherwise requires, the terms used herein shall have the same meanings as those defined in the circular of the Company dated September 12, 2024.
2. In order to determine the list of Shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from Tuesday, September 24, 2024 to Friday, September 27, 2024 (both dates inclusive), during which period no transfer of Shares will be registered. For unregistered holders of Shares of the Company who intend to attend the EGM, the share certificates and the share transfer documents must be lodged with the H Share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration at or before 4:30 p.m. on Monday, September 23, 2024. Shareholders whose names appear on the register of members of the Company on Friday, September 27, 2024 shall be entitled to attend and vote at the EGM.
3. The proxy form for use at the EGM is published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and on the website of the Company (<https://www.onewo.com>). If you are not able to attend and vote via the Tricor e-Meeting System at the EGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon. Completion and return of the proxy form will not preclude you from attending and voting via the Tricor e-Meeting System at the extraordinary General Meeting or at any adjournment thereof should you so wish.
4. In order to be valid, the proxy form together with a power of attorney or other authorization document (if any), under which it is signed or a notarially certified copy of that power or authority or authorization document, must be lodged with the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 24 hours before the scheduled time for the holding of the extraordinary General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting via the Tricor e-Meeting System at the extraordinary General Meeting or at any adjournment thereof should Shareholders so wish.
5. In the case of joint holders of any share(s), only one pair of log-in username and password will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such share(s) as if he/she/it was solely entitled thereto.
6. In order to determine Shareholders' eligibility to attend and vote via the Tricor e-Meeting System at the extraordinary General Meeting, the register of members of the Company will be closed from Tuesday, September 24, 2024 to Friday, September 27, 2024 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the extraordinary General Meeting, the unregistered holders of Shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on Monday, September 23, 2024.
7. Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend and vote at the Virtual meeting. In this regard, they shall consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.
8. Any vote made by Shareholders at the EGM shall be conducted by polls pursuant to the requirements of the Articles of Association and the Listing Rules. Therefore, the votes on resolutions in the notice of the EGM will be conducted by polls.
9. For details of the resolutions, please refer to the circular of the Company dated September 12, 2024.