Be Friends Holding Limited
交個朋友控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 1450)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the "**EGM**") of Be Friends Holding Limited (the "**Company**") will be held at Building 5, No. 601 Qiuyi Road, Changhe Street, Binjiang District, Hangzhou City, (Zhejiang) Pilot Free Trade Zone, the PRC on Friday, 7 November 2025 at 2:00 p.m. for considering and, if thought fit, passing, with or without amendments, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

"**THAT**:

(i) the Equity Purchase Agreement dated 5 August 2025 (the "**Equity Purchase Agreement**") (as amended by the supplemental agreement dated 25 September 2025 (the "**Supplemental Agreement**"), details of which are disclosed in the circular of the Company dated 17 October 2025 (the "**Circular**"), entered into in connection with the Acquisition (as defined in the Circular) and the transactions thereunder be and are hereby ratified, confirmed and approved; and

(ii) any one director of the Company be and is hereby generally and unconditionally authorized for and on behalf of the Company to sign, execute, perfect, perform and deliver all such other agreements, instruments, deeds and documents and do all such acts or things and take all such steps as he/she may in his/her absolute discretion consider to be necessary, desirable, appropriate or expedient to implement or give effect to or otherwise in connection with or incidental to the Equity Purchase Agreement (as amended by the Supplemental Agreement) referred to in paragraph (i) above and all the transactions contemplated thereunder and to agree to such variations, amendments or waivers as are, in the opinion of the directors of the Company, in the interests of the Company and its shareholders."

By order of the Board
Be Friends Holding Limited
Li Jun
Chairman

Hong Kong, 17 October 2025

Notes:

(i) A shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the EGM. On a poll, votes may be given either personally or by proxy.

(ii) In the case of joint holders, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the EGM, 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 of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

(iii) In order to be valid, the form of proxy together with the 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 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 of holding the EGM (i.e. not later than 2:00 p.m. on Wednesday, 5 November 2025, Hong Kong time) or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder from attending and voting in person at the EGM (or any adjournment thereof) and, in such event, the form of proxy shall be deemed to be revoked.

(iv) The record date for determining the entitlement of the holders of Shares to attend and vote at the Meeting will be Friday, 7 November 2025. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 4 November 2025 to Friday, 7 November 2025, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of the shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Monday, 3 November 2025.

(v) Pursuant to Rule 13.39(4) of the Listing Rules, the resolution set out in this notice will be voted by poll at the EGM.

(vi) Treasury shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the Listing Rules, the Company shall, upon depositing any treasury shares in the CCASS, abstain from voting at any of its general meeting(s) in relation to those shares.

The Circular (in both English and Chinese versions) has been posted on the Company's website at www.befriends.com.cn.

Shareholders may request for printed copy of the Circular free of charge or change their choice of means of receipt and language of the Company's corporate communications by sending reasonable notice in writing to the Company's branch registrar in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or by sending an email to is-ecom@vistra.com.

Shareholders who have chosen to receive the Company's corporate communications in either English or Chinese version will receive both English and Chinese versions of the Circular since both languages are bound together into one booklet.

As at the date of this notice, the executive Directors are Mr. Li Jun, Mr. Li Liang and Ms. Zhao Hui Li; and the independent non-executive Directors are Mr. Kong Hua Wei, Mr. Ma Zhan Kai and Dr. Yu Guo Jie.