
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 a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Beijing UBOX Online Technology Corp., you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



Beijing UBOX Online Technology Corp.
北京友寶在線科技股份有限公司

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

(Stock Code: 2429)

**(1) PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE
H SHARES
AND
(2) NOTICE OF THE 2024 FIRST EXTRAORDINARY
GENERAL MEETING**

Notices convening the EGM of Beijing UBOX Online Technology Corp. to be held at 11:00 a.m. on Wednesday, October 23, 2024 at Conference Room 401, 4th Floor, Tower A, Tagen Knowledge & Innovation Centre, West Second Shenyun Road, Nanshan District, Shenzhen, PRC is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.uboxol.com) respectively.

Whether or not you intend to attend the EGM, you are required to complete the form of proxy in accordance with the instructions printed thereon and return them to the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 24 hours before the time appointed for holding the EGM (i.e. not later than 11:00 a.m. on Tuesday, October 22, 2024) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

Reference to times and dates in this circular are to Hong Kong dates and time. Where the context so permits or requires in this circular, words importing the singular number include the plural and *vice versa* and words importing the masculine gender include the feminine and neuter genders and *vice versa*.

October 2, 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I – EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE	9
NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING	EGM-1

DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”, “our Company” or “the Company”	Beijing UBOX Online Technology Corp., a joint stock company established in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2429)
“Director(s)”	the director(s) of the Company
“EGM”	the 2024 first extraordinary general meeting to be held by the Company at 11:00 a.m. on Wednesday, October 23, 2024 at Conference Room 401, 4th Floor, Tower A, Tagen Knowledge & Innovation Centre, West Second Shenyun Road, Nanshan District, Shenzhen, PRC or any adjournment thereof, the notice of which is set out on pages EGM-1 to EGM-2 of this circular
“Group”, “our Group”, “we” or “us”	the Company and its subsidiaries from time to time
“H Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange and subscribed for and traded in Hong Kong dollars
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	September 30, 2024, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information for inclusion in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
“PRC”	the People’s Republic of China
“PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), as enacted the Standing Committee of the Eighth National People’s Congress on December 29, 1993 and effective on July 1, 1994, as amended, supplemented or otherwise modified from time to time
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase H Shares on the Stock Exchange of not exceeding 10% of the total number of H Shares in issue (excluding any Treasury Shares) as at the date of passing of the proposed special resolution contained in the notice of the EGM
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“Share(s)”	share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising Unlisted Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission of Hong Kong as amended from time to time
“Treasury Share(s)”	has the meaning ascribed to it under the Listing Rules
“Unlisted Share(s)”	ordinary share(s) issued by the Company, with a nominal value of RMB1.00 each, which are not listed on any stock exchange
“%”	per cent

LETTER FROM THE BOARD



Beijing UBOX Online Technology Corp. 北京友寶在線科技股份有限公司

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

(Stock Code: 2429)

Executive Directors:

Mr. Wang Bin (*Chairman*)
Mr. Yu Lizhi
Ms. Cui Yan
Mr. Chao Hua

Non-executive Directors:

Mr. Zhu Chao
Ms. An Yufang

Independent Non-executive Directors:

Ms. Guo Wei
Mr. Zhang Chen
Mr. Zhang Changhao

Registered office:

Room 128
Yunkai Real Estate Office Building
No. 8 Kangbao Road
Economic Development Zone
Miyun District
Beijing
PRC

Headquarters:

4th Floor, Tower A
Tagen Knowledge & Innovation Center
West Second Shenyun Road
Nanshan District
Shenzhen
PRC

Principal place of business in Hong Kong:

5/F, Manulife Place
348 Kwun Tong Road
Kowloon
Hong Kong

October 2, 2024

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE
H SHARES
AND
(2) NOTICE OF THE 2024 FIRST EXTRAORDINARY
GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is, among other things, to provide you with information on (i) the proposed granting of the Repurchase Mandate; and (ii) the notice of the EGM and resolution to be considered at the EGM, so as to enable you to make an informed decision on whether to vote for or against the resolution at the EGM.

2. PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE H SHARES

In accordance with the requirements of relevant laws, regulations, the Listing Rules and other normative documents, it is proposed at the EGM to grant the Board a general mandate to repurchase H Shares issued on the Stock Exchange with not more than 10% of the total number of H Shares in issue (excluding any Treasury Shares) and to authorize the Board to do all such deeds, acts, matters and business necessary or desirable for the purpose of or in connection with the exercise of the general mandate to repurchase H Shares. The details are as follows:

(1) Subject of the mandate

The specific scope of the Repurchase Mandate includes but is not limited to:

- (i) granting of a conditional general mandate to the Board to repurchase H Shares in issue at the Stock Exchange in accordance with market conditions and needs of the Company, provided that the number of repurchased H Shares shall not exceed 10% of the total number of H Shares in issue (excluding Treasury Shares) on the date of passing the special resolution at the EGM;
- (ii) the Board be authorized to do all such deeds, acts, matters and business necessary or desirable for the purpose of or in connection with the exercise of the Repurchase Mandate, including but not limited to:
 - (a) formulation and implementation of the repurchase plan, including but not limited to the repurchase price, number of H Shares to be repurchased, timing of repurchase, term of repurchase, etc.;
 - (b) notification to creditors and publication of announcements in accordance with the PRC Company Law and the Articles of Association;
 - (c) opening of overseas stock accounts and processing of the corresponding foreign exchange registration procedures;
 - (d) performance of relevant approval or filing procedures (if necessary) according to the requirements of regulatory agencies and the place where the Company is listed;

LETTER FROM THE BOARD

- (e) decision of the specific use of repurchased H Shares (including but not limited to implementing equity incentives, reducing registered capital, etc.) and adjust or change the use of the repurchased H Shares as permitted by relevant laws and regulations based on the actual situation of the Company and within the time limit specified by relevant laws and regulations; and
- (f) execution of other documents and handling of other matters regarding the repurchase of H Shares.

The PRC Company Law (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC may not repurchase its shares unless such repurchase is effected in connection with (a) reducing its registered capital; (b) a merger with another entity that holds the shares of the company; (c) using the shares for employee shareholding schemes or as share incentives; (d) acquiring the shares of shareholders (upon their request) who vote against any resolution adopted at any general meetings on the merger or division of the company; (e) using the shares to satisfy the conversion of those corporate bonds convertible into shares issued by the company; or (f) safeguarding corporate value and shareholders' equity as the company deems necessary.

Article 29 of the Articles of Association provides that the Company shall not acquire its own shares unless in any of the following circumstances: (a) to reduce the registered capital of the Company; (b) to merge with other companies that hold shares in the Company; (c) to use the shares for employee shareholding schemes or as share incentives; (d) to acquire the shares of shareholders (upon their request) who vote against any resolution adopted at any general meetings on the merger or division of the Company; (e) to use the shares to satisfy the conversion of those corporate bonds convertible into shares issued by the Company; (f) to safeguard corporate value and shareholders' equity as the Company deems necessary; or (g) other circumstances as permitted by laws, administrative regulations and listing rules of the stock exchange on which the Company's shares are listed.

As the H Shares are traded on the Stock Exchange in Hong Kong dollars and the price payable by the Company for any repurchase of H Shares will, therefore, be paid in Hong Kong dollars, the approvals of the SAFE or its authorized authority are required for any repurchase of H Shares. In addition, after the repurchase of H Shares, the Company will carry out other relevant registration of alteration, filing and/or obtain approval (if necessary) in accordance with applicable laws, regulations and the listing rules of the place where the Company's shares are listed.

LETTER FROM THE BOARD

In accordance with the requirements of the Articles of Association applicable to capital reduction, if the Company reduces its registered capital, a balance sheet and a list of properties should be prepared. Prior to exercising the Repurchase Mandate pertaining to capital reduction, the Company shall notify the creditors within 10 days after adoption of the resolution to reduce the registered capital and shall publish an announcement in newspapers recognized by the stock exchange of the places where the Company's shares are listed within 30 days. Creditors then have a period of up to 30 days after the Company's written notification or if no such notification has been received, up to 45 days after the announcement to require the Company to settle its debts or provide corresponding guarantees.

(2) *Conditions to repurchase H Shares*

The repurchase is conditional upon satisfaction of each of the following conditions:

- (i) the special resolution regarding the grant of the Repurchase Mandate having been approved at the EGM;
- (ii) the Company having obtained the approval from and/or filed to the SAFE (or its successor authority) and/or any other regulatory authorities (if applicable) as may stipulated under the PRC laws, rules and regulations; and
- (iii) the Company not having been required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the provisions of the Articles of Association. If the Company determines to repay any amount to any of its creditors in circumstances described under conditions above, it expects to do so out of its internal resources.

The Board will not exercise the Repurchase Mandate if the abovementioned conditions are not satisfied.

(3) *Term of the mandate*

The term of the Repurchase Mandate shall commence from the approval at the EGM until the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; and
- (ii) the revocation or variation of the Repurchase Mandate by a special resolution at any general meeting of the Company.

LETTER FROM THE BOARD

If the Company repurchases H Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased H Shares and/or (ii) hold such H Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of H Shares are made. If the Company holds H Shares in treasury, any subsequent cancellation and/or resale of H Shares held in treasury will be subject to the special resolution in the notice of the EGM and made in accordance with the Listing Rules and applicable laws and regulations of the PRC.

An explanatory statement containing all the information relating to the Repurchase Mandate is set out in Appendix I to this circular, which provides you with information reasonably required to make an informed decision as to whether voting in favor of or against the resolution regarding the proposed grant of the Repurchase Mandate.

NOTICE OF THE EGM

The notice convening the EGM at 11:00 a.m. on Wednesday, October 23, 2024 at Conference Room 401, 4th Floor, Tower A, Tagen Knowledge & Innovation Centre, West Second Shenyun Road, Nanshan District, Shenzhen, PRC, is set out on pages EGM-1 to EGM-2 in this circular. In order to ascertain holders of H Shares who are entitled to attend the EGM, the register of members of H Shares of the Company will be closed from Friday, October 18, 2024 to Wednesday, October 23, 2024, both days inclusive, during which period no transfer of H Shares will be registered. To be eligible to attend and vote at the EGM, unregistered holders of H Shares shall ensure all transfer documents accompanied by the relevant share certificates are lodged with the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Thursday, October 17, 2024 for registration.

PROXY ARRANGEMENT

Form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.uboxol.com). Whether or not you intend to attend the EGM, you are required to complete and sign the form of proxy in accordance with the instructions printed thereon and return it to the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares) or the Company's headquarters at 4th Floor, Tower A, Tagen Knowledge & Innovation Center, West Second Shenyun Road, Nanshan District, Shenzhen, PRC (for holders of Unlisted Shares), not less than 24 hours before the time fixed for the holding of the EGM or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude you from attending and voting in person at the EGM if you so wish and in such event the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the resolution to be proposed at the EGM will be voted on by poll except where the chairman of the meeting decides to allow a resolution solely in respect of a procedural or administrative matter to be voted on by a show of hands. Therefore, the resolution as set out in the notice of the EGM will be voted on by poll. The poll results will be published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the website of the Company www.uboxol.com upon the conclusion of the EGM.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, as of the Latest Practicable Date, no Shareholders were required to abstain from voting on the resolution to be proposed at the EGM.

RECOMMENDATION

The Directors consider that the resolution set out in the notice of the EGM is in the best interests of the Company and the Shareholders as a whole. As such, the Directors recommend the Shareholders to vote for the resolution as set out in the notice of the EGM.

For and on behalf of the Board
Beijing UBOX Online Technology Corp.
Wang Bin
Chairman and Executive Director

The following is an explanatory statement, as required by the Listing Rules, to provide you with the requisite information for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 636,615,809 H Shares and 143,219,624 Unlisted Shares with a nominal value of RMB1.00 each. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further H Shares are issued or repurchased between the Latest Practicable Date and the EGM, the Company may repurchase pursuant to the Repurchase Mandate a maximum of 63,661,580 H Shares which represent 10% of the total number of H Shares in issue (excluding any Treasury Shares) as at the date of passing of the relevant resolution at the EGM.

References are made to the announcements of the Company dated May 23, 2024, June 5, 2024, September 2, 2024 and September 4, 2024 (the “**H Share Full Circulation Announcements**”) in relation to the proposed implementation of the H Share Full Circulation by the Company and the progress thereof. In the event that the Conversion and Listing (as defined in the H Share Full Circulation Announcements) materializes, the issued share capital of the Company will comprise 701,728,759 H Shares and 78,106,674 Unlisted Shares with a nominal value of RMB1.00 each. Accordingly, the maximum number of H Shares the Company may repurchase pursuant to the Repurchase Mandate will be 70,172,875, representing 10% of the total number of H Shares in issue (excluding any Treasury Shares) after the completion of the Conversion and Listing.

2. REASONS FOR REPURCHASE OF H SHARES

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company, the Group and the Shareholders. Repurchases of H Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining and the requirements of the Articles of Association, the laws of the PRC and the Listing Rules.

3. FUNDING OF REPURCHASE

In repurchasing H Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the laws of the PRC and/or any other applicable laws, as the case may be.

In accordance with the laws of the PRC or administrative regulations and subject to the approval of relevant authority, the Company is entitled by its Articles of Association to repurchase H Shares. The Company shall not repurchase H Shares 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.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2023) in the event that the Repurchase Mandate was to be carried out in full at any time during the purposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

5. STATUS OF THE REPURCHASED SHARES

If the Company purchases any H Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the H Shares repurchased and reduce the Company's registered capital by an amount equivalent to the aggregate nominal value of the H Shares so cancelled and/or (ii) hold such H Shares as Treasury Shares, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of H Shares are made. If the Company holds any H Shares as Treasury Shares, any sale or transfer of H Shares in treasury will be made in accordance with the Listing Rules and applicable laws and regulations of the PRC.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

6. GENERAL INFORMATION

None of the Directors nor, to the best of their knowledge having made reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has any present intention to sell H Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the powers of the Company to repurchase Shares pursuant to the Listing Rules and the applicable PRC laws and in accordance with the contents set out in the special resolution in the EGM notice.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), has any present intention to sell to the Company any of the Shares according to the general mandate for the repurchase of Shares if the relevant resolution is approved by the Shareholders.

Neither this explanatory statement nor the proposed Repurchase Mandate has any unusual features.

7. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the power of the Company to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition of the voting rights pursuant to Rule 32 of the Takeovers Code. If such an increase results in the change in control, it could, under certain circumstances, result in an obligation to make a mandatory offer for Shares in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Wang Bin was directly interested in 150,573,100 Shares (comprising 94,901,170 H Shares and 55,671,930 Unlisted Shares). In the event that the Directors exercise the Repurchase Mandate in full and assuming that the exercise of the Repurchase Mandate was conducted prior to the completion of the Conversion and Listing (as defined in the H Share Full Circulation Announcements), Mr. Wang Bin would be able to exercise or control the exercise of voting rights attaching to approximately 21.02% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Further, to the best knowledge, information and belief of the Company, having taking into account the voting rights held or controlled by the Shareholders as at the Latest Practicable Date, the Directors consider that the increase in aggregate control over the voting rights of the any Shareholder in the event that the Board exercises the proposed Repurchase Mandate in full would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, save as disclosed above, to the best knowledge and belief of the Directors, the Directors are not aware of any consequence which may arise under the Takeovers Code or any similarly applicable laws as a consequence of any repurchase of Shares under the general mandate for the repurchase of Shares. Notwithstanding the above, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code, or consequences that would arise under any similar applicable law of which the Directors are aware.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the repurchase would result in less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital being held in public hands. The Directors do not propose to repurchase Shares which would result in the number of Shares in public hands falling below the prescribed minimum percentage of 25%.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the previous six months prior to the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest traded prices for the H Shares recorded on the Stock Exchange from the November 3, 2023 (being the date of listing of the H Shares on the Main Board of the Stock Exchange) and up to the Latest Practicable Date were as follows:

	Highest <i>Hong Kong</i> <i>dollars</i>	Lowest <i>Hong Kong</i> <i>dollars</i>
2023		
November 2023 (from November 3, 2023)	17.98	11.84
December 2023	16.62	13.80
2024		
January 2024	22.80	14.60
February 2024	22.75	16.48
March 2024	20.50	14.00
April 2024	19.90	15.60
May 2024	18.60	13.80
June 2024	29.40	12.50
July 2024	21.95	13.82
August 2024	20.05	14.60
September 2024 (up to the Latest Practicable Date)	19.38	9.90



Beijing UBOX Online Technology Corp.
北京友寶在線科技股份有限公司

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

(Stock Code: 2429)

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 first extraordinary general meeting of Beijing UBOX Online Technology Corp. (the “**Company**”) will be convened and held at 11:00 a.m. on Wednesday, October 23, 2024 at Conference Room 401, 4th Floor, Tower A, Tagen Knowledge & Innovation Centre, West Second Shenyun Road, Nanshan District, Shenzhen, PRC (the “**EGM**”) to consider and, if thought fit, approve the following resolution. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated October 2, 2024 (the “**Circular**”).

SPECIAL RESOLUTION

1. To grant a general mandate to the Board to exercise the power of the Company to repurchase H shares of up to a maximum of 10% of the total number of H Shares in issue (excluding Treasury Shares) as at the date of passing this resolution. The term of the Repurchase Mandate shall commence from the approval at the EGM until the earlier of (i) the conclusion of the next annual general meeting of the Company; and (ii) the revocation or variation of the Repurchase Mandate by a special resolution at any general meeting of the Company.

For and on behalf of the Board
Beijing UBOX Online Technology Corp.
Wang Bin
Chairman and Executive Director

Shenzhen, the PRC, October 2, 2024

As at the date of this notice, the Company's executive Directors are Mr. Wang Bin, Mr. Yu Lizhi, Ms. Cui Yan and Mr. Chao Hua, non-executive Directors are Mr. Zhu Chao and Ms. An Yufang, and independent non-executive Directors are Ms. Guo Wei, Mr. Zhang Chen and Mr. Zhang Changhao.

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

1. The resolution at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy/more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. 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 certified copy of that power of attorney or authority, must be deposited at the Company’s H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares), or the Company’s headquarters at 4th Floor, Tower A, Tagen Knowledge & Innovation Center, West Second Shenyun Road, Nanshan District, Shenzhen, PRC (for holders Unlisted Shares) not less than 24 hours before the time appointed for the meeting (i.e. not later than 11:00 a.m. on Tuesday, October 22, 2024) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Friday, October 18, 2024 to Wednesday, October 23, 2024, both days 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 shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H share registrar in Hong Kong, Tricor Investor Services Limited, at 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. on Thursday, October 17, 2024.
5. Holders of Shares shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the EGM. If corporate Shareholders appoints authorized representative to attend the EGM, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the board of directors or other authorized parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy forms signed by the Shareholders or their attorneys when attending the EGM.
6. References to time and dates in this notice are to Hong Kong time and dates.