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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Web3 Meta Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Web3 Meta Limited

瓦普思瑞元宇宙有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8093)

**REQUISITION FROM A SHAREHOLDER
TO CONVENE AN EXTRAORDINARY GENERAL MEETING
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms on this cover page shall have the same meanings as those defined in “Definitions” in this circular, unless the context requires otherwise.

A notice convening the EGM of Web3 Meta Limited (the “**Company**”) to be held at 11:00 a.m. on 10 April 2025 at 2/F., Bonham Circus, 40–44 Bonham Strand East, Sheung Wan, Hong Kong is set out on pages 13 to 15 of this circular. A form of proxy for use at the EGM is also enclosed. 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.web3meta.hk).

Shareholders who intend to appoint a proxy to attend and vote at the EGM are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s share registrar in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude the Shareholders from attending and voting at the EGM or any adjournment thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

7 March 2025

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 14 February 2025 in relation to the Requisition Notice
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Company”	Web3 Meta Limited (瓦普思瑞元宇宙有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at 2/F., Bonham Circus, 40–44 Bonham Strand East, Sheung Wan, Hong Kong on 10 April 2025 at 11:00 a.m. for the purpose of considering and, if thought fit, approving, among other things, the resolutions contained in the notice of the meeting which is set out on pages 13 to 15 of this circular
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“PRC”	the People’s Republic of China and, for the purpose of this circular, excludes Hong Kong, Taiwan and the Macau Special Administrative Region
“Proposed Directors”	collectively, Mr. Yuan Guochang, Ms. Sun Yuan, Ms. Zhang Ang, Ms. Qin Ling, Mr. Xu Xi, Mr. Liu Cong
“Removal of Directors”	the removal of Mr. Zeng Jin, Ms. Tian Yuan, Mr. Chen Ce, Ms. Zhu Minli and Ms. Zhu Xiaolin as Directors

DEFINITIONS

“Requisition”	the requisitions contained in the Requisition Notice relating to, among others, the proposed Removal of Directors and the appointment of the Proposed Directors as referred to in this circular
“Requisition Notice”	a letter to the Company dated 14 February 2025 and deposited at the principal place of business in Hong Kong of the Company on or about 14 February 2025 from the Requisitionist, and a supplemental notice dated 14 February 2025, in respect of the Requisition
“Requisitionist”	Web3 Group Limited, the holder of not less than one-tenth of the voting rights, on a one vote per share basis, in the share capital of the Company as at the date of the Requisition Notice
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD



Web3 Meta Limited

瓦普思瑞元宇宙有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8093)

Executive Directors:

ZENG Jin (*Chairman*)

GAN Xiaohua

TIAN Yuan

LIU Qin

Registered office:

Cricket Square,

Hutchins Drive, PO Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Independent non-executive Directors:

CHEN Ce

ZHU Minli

ZHU Xiaolin

Principal place of business

in Hong Kong:

12/F., Teng Fu Commercial Building,

No. 331–333 Queen's Road Central,

Hong Kong

7 March 2025

To the Shareholders

Dear Sir or Madam,

**REQUISITION FROM A SHAREHOLDER
TO CONVENE AN EXTRAORDINARY GENERAL MEETING
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 14 February 2025. The purpose of this circular is to provide you with, amongst other things, the relevant information regarding the proposals to seek the approval of the Shareholders at the EGM for (i) the proposed resolutions as set out in the Requisition Notice in relation to, among others, the Removal of Directors and the appointment of the Proposed Directors; and (ii) the notice of EGM.

LETTER FROM THE BOARD

THE REQUISITION

On or about 14 February 2025, the Board received the Requisition Notice from the Requisitionist requesting the Board to call for the EGM in accordance with Article 64 of the Articles for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

1. “THAT Mr. Zeng Jin be and is hereby removed as an executive Director with effect upon passing of this resolution.”
2. “THAT Ms. Tian Yuan be and is hereby removed as an executive Director with effect upon passing of this resolution.”
3. “THAT Mr. Chen Ce be and is hereby removed as an independent non-executive Director with effect upon passing of this resolution.”
4. “THAT Ms. Zhu Minli be and is hereby removed as an independent non-executive Director with effect upon passing of this resolution.”
5. “THAT Ms. Zhu Xiaolin be and is hereby removed as an independent non-executive Director with effect upon passing of this resolution.”
6. “THAT Mr. Yuan Guochang (袁國昌) be and is hereby appointed as an executive Director with effect upon passing of this resolution.”
7. “THAT Ms. Sun Yuan (孫媛) be and is hereby appointed as an executive Director with effect upon passing of this resolution.”
8. “THAT Ms. Zhang Ang (張昂) be and is hereby appointed as an executive Director with effect upon passing of this resolution.”
9. “THAT Mr. Liu Cong (劉聰) be and is hereby appointed as an independent non-executive Director with effect upon passing of this resolution.”
10. “THAT Mr. Xu Xi (徐滄) be and is hereby appointed as an independent non-executive Director with effect upon passing of this resolution.”
11. “THAT Ms. Qin Ling (秦嶺) be and is hereby appointed as an independent non-executive Director with effect upon passing of this resolution.”
12. “THAT the Board be and is hereby authorised to fix the remuneration of the Directors.”
13. “THAT each of the directors of the Company appointed to the board of directors of the Company between the date of the requisition notice dated 14 February 2025 for the convening of the extraordinary general meeting of the Company (the “EGM”) and the date of the EGM, other than those persons who are to be appointed directors of the Company at the EGM, be and is hereby removed as a director of the Company with effect upon passing of this resolution.”

LETTER FROM THE BOARD

Pursuant to Article 64 of the Articles, “extraordinary general meetings shall also be convened and resolutions to a meeting agenda shall be added on the requisition of one or more shareholders holding, at the date of deposit of the requisition, one tenth or more of the paid-up capital of the Company having the right of voting at general meetings (on a one vote per share basis) in the share capital of the Company. Such requisition (and resolutions to a meeting agenda, as applicable) shall be made in writing to the Directors or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Directors for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. ”

As at the date of deposit of the Requisition Notice, the Requisitionist held 76,068,092 Shares, representing approximately 11.1% of the issued share capital of the Company. Hence, the Company is required to proceed to convene an extraordinary general meeting for the purpose of considering and, if thought fit, approving the resolutions set out in the Requisition Notice, and such meeting shall be held within two (2) months after the deposit of such Requisition Notice.

The biographical details of the Proposed Directors are set out in the Appendix to this circular. The biographical details of the Proposed Directors have been reproduced from and are solely based upon the information provided by the Requisitionist and have not been independently verified by the Board.

REASON FOR THE PROPOSED RESOLUTIONS

The Requisition Notice does not set out any reasons and/or grounds in respect of the proposed resolutions. Accordingly, the Board is not able to provide Shareholders with the above information for consideration.

RECOMMENDATION BY THE BOARD

Given there is only limited information available to the Board on the Proposed Directors and in the absence of any reasons provided for the change of Directors, the Board has serious doubt over whether the Proposed Directors, whom were proposed to be appointed as the executive directors of the Company, have sufficient experience and knowledge to properly manage the Group. The Company also noticed that based on the information provided by the Requisitionist, the Proposed Directors do not have any experience in managing listed companies. Accordingly, the Board recommends the Shareholders to **vote against** the resolutions at the EGM.

EGM

Set out on pages 13 to 15 of this circular is the notice of the EGM at which ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, approve the proposed Removal of Directors and the appointment of the Proposed Directors.

A form of proxy for use at the EGM is enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.web3meta.hk). Shareholders who intend to appoint a proxy to attend and vote at the

LETTER FROM THE BOARD

EGM are requested to complete the form of proxy and return it to the Company in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof (as the case may be) if they so wish and, in such event, the form of proxy shall be deemed to be revoked.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, if any. The chairman of the EGM will therefore put the resolutions to be proposed at the EGM to be voted by way of a poll. The poll results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.web3meta.hk) pursuant to Rule 17.47(5) of the GEM Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

Shareholders whose names appear on the Company's register of members on Thursday, 10 April 2025, will be eligible to attend and vote at the EGM. The register of members of the Company will be closed from Monday, 7 April 2025 to Thursday, 10 April 2025 (both dates inclusive) for determining eligibility to attend and vote at the EGM. All transfer of share(s), accompanied by the relevant share certificate(s) with the properly completed transfer form(s) either overleaf or separately, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Thursday, 3 April 2025.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL

Unless otherwise specified, the English text of this circular shall prevail over the Chinese text in case of inconsistency.

Yours faithfully
For and on behalf of the Board of
Web3 Meta Limited
Zeng Jin
Chairman and Executive Director

The biographical details of the Proposed Directors at the EGM as provided by the Requisitionist are reproduced below.

EXECUTIVE DIRECTORS

Yuan Guochang (袁國昌)

Mr. Yuan Guochang (“**Mr. Yuan**”), aged 48, graduated from the International Business School of Nanjing University with a bachelor’s degree. Mr. Yuan has extensive experience in blockchain venture capital and has a thorough understanding of core technologies such as blockchain underlying technology, smart contracts, and consensus mechanisms. Mr. Yuan has participated in multiple blockchain technology projects and is responsible for technical architecture to promote the application of blockchain technology.

Mr. Yuan served as the distribution director at Guangdong Southern Press Media Group Co. Ltd from July 1998 to March 2009. Mr. Yuan served as the executive director of Guangzhou Weibo Cultural Communication Co. Ltd from March 2009 to December 2019. Mr. Yuan has been serving as the executive director of Shenzhen Hash Internet Electronic Technology Co. Ltd since April 2020 and is leading a blockchain technology team to develop products and an operations team to expand the market.

Subject to the passing of the ordinary resolution for approving Mr. Yuan’s appointment, (i) Mr. Yuan will enter into a service agreement with the Company as an executive Director for an initial term of 3 years commencing from the date of passing of the ordinary resolution for approving Mr. Yuan’s appointment, which may be terminated by either the Company or Mr. Yuan by giving a three-month written notice; (ii) according to the Articles, Mr. Yuan shall retire from office and be eligible for re-election at the following annual general meeting of the Company; and (iii) Mr. Yuan will be entitled to a monthly emolument of HK\$3,000, with discretionary bonus and other benefits at the sole and absolute discretion of the Board and its remuneration committee.

Up to the date of the Requisition Notice, Mr. Yuan confirmed that (i) he does not have any relationship with any Director, senior management or substantial or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules of the Company; (ii) he has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) he does not have any interest in the shares or underlying shares of the Company or any of its associated corporations which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Save as disclosed above, there is no information that need to be brought to the attention of the Shareholders in relation to the appointment of Mr. Yuan and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Sun Yuan (孫媛)

Ms. Sun Yuan (“**Ms. Sun**”), aged 45, graduated with a bachelor’s degree of economics from South China Agricultural University in 2003. Ms. Sun also obtained a master of business administration from Sun Yat-sen University in 2008. Ms. Sun has rich experience in enterprise management and project management, and many years of cross-language and cross-cultural work experience in the fortune 500 enterprises.

Ms. Sun worked as the human resources manager at Shell Plc and as the human resources senior manager at China Guangfa Bank Co., Ltd. Ms. Sun is now serving as the vice president at the human resources department at American Horizon Digital Mining Group and the director of Guangdong Human Resources Research Association.

Subject to the passing of the ordinary resolution for approving Ms. Sun’s appointment, (i) Ms. Sun will enter into a service agreement with the Company as an executive Director for an initial term of 3 years commencing from the date of passing of the ordinary resolution for approving Ms. Sun’s appointment, which may be terminated by either the Company or Ms. Sun by giving a three-month written notice; (ii) according to the Articles, Ms. Sun shall retire from office and be eligible for re-election at the following annual general meeting of the Company; and (iii) Ms. Sun will be entitled to a monthly emolument of HK\$3,000, with discretionary bonus and other benefits at the sole and absolute discretion of the Board and its remuneration committee.

Up to the date of the Requisition Notice, Ms. Sun confirmed that (i) she does not have any relationship with any Director, senior management or substantial or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules of the Company; (ii) she has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) she does not have any interest in the shares or underlying shares of the Company or any of its associated corporations which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Save as disclosed above, there is no information that need to be brought to the attention of the Shareholders in relation to the appointment of Ms. Sun and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Zhang Ang (張昂)

Ms. Zhang Ang (“**Ms. Zhang**”), aged 37, graduated from Electronic Information Science and Technology of Zhuhai College with a bachelor’s degree of engineering in 2008. Ms. Zhang obtained a master’s degree of computer communications from Macao University of Science and Technology in 2011.

Ms. Zhang served as the Tencent Auto Channel Deputy director of East China from October 2011 to June 2015 and served as the marketing manager at Baidu from June 2015 to April 2018. She has been serving as the vice president of Chongqing Zhongxinqihang Group

Co., Ltd. since May 2018 and is responsible for the strategic planning and internal overall management of the group company, leading the strategic planning and the overall coordination of the group's human resources, finance, legal affairs and other internal functional management.

Subject to the passing of the ordinary resolution for approving Ms. Zhang's appointment, (i) Ms. Zhang will enter into a service agreement with the Company as an executive Director for an initial term of 3 years commencing from the date of passing of the ordinary resolution for approving Ms. Zhang's appointment, which may be terminated by either the Company or Ms. Zhang by giving a three-month written notice; (ii) according to the Articles, Ms. Zhang shall retire from office and be eligible for re-election at the following annual general meeting of the Company; and (iii) Ms. Zhang will be entitled to a monthly emolument of HK\$3,000, with discretionary bonus and other benefits at the sole and absolute discretion of the Board and its remuneration committee.

Up to the date of the Requisition Notice, Ms. Zhang confirmed that (i) she does not have any relationship with any Director, senior management or substantial or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules of the Company; (ii) she has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) she does not have any interest in the shares or underlying shares of the Company or any of its associated corporations which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Save as disclosed above, there is no information that need to be brought to the attention of the Shareholders in relation to the appointment of Ms. Zhang and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Qin Ling (秦岭)

Ms. Qin Ling ("Ms. Qin"), aged 51, obtained a master's degree of business administration from Central South University in 2008. Ms. Qin has more than 20 years of experience in corporate financial management, investment and financing, risk control, and legal affairs related to capital markets in Hong Kong, China and US. She also has the experience of managing early-stage investment funds and PE funds, with a total scale exceeding US\$20 billion.

Ms. Qin has served as the financial director of Shenzhen Guotaian Financial Services Co., Ltd.* (深圳市國泰安金融服務有限公司). She has served as the investment director of Sino-American Capital Holdings Co., Ltd.* (中美資本控股有限公司) and the vice president of Shenzhen Junkai Capital Management Co., Ltd.* (深圳市駿凱資本管理有限公司) Since 2015, she has been serving as the chief financial officer and secretary of the board of directors of Shenzhen Internet Online Cloud Computing Co., Ltd. * (深圳市互聯在線雲計算股份有限公司).

Subject to the passing of the ordinary resolution for approving Ms. Qin's appointment, (i) Ms. Qin will enter into an appointment letter with the Company as an independent non-executive Director for an initial term of 3 years commencing from the date of passing of the ordinary resolution for approving Ms. Qin's appointment, which may be terminated by either the Company or Ms. Qin by giving a three-month written notice; (ii) according to the Articles, Ms. Qin shall retire from office and be eligible for re-election at the following annual general meeting of the Company; and (iii) Ms. Qin will be entitled to a monthly emolument of HK\$3,000, with discretionary bonus and other benefits at the sole and absolute discretion of the Board and its remuneration committee.

Up to the date of the Requisition Notice, Ms. Qin confirmed that (i) she does not have any relationship with any Director, senior management or substantial or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules of the Company; (ii) she has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) she does not have any interest in the shares or underlying shares of the Company or any of its associated corporations which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Ms. Qin confirmed that (i) she met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules; (ii) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence.

Save as disclosed above, there is no information that need to be brought to the attention of the Shareholders in relation to the appointment of Ms. Qin and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Xu Xi (徐浠)

Mr. Xu Xi ("Mr. Xu"), aged 35, graduated with a bachelor's degree of chemistry from Jiaxing University in 2011. He also obtained a master's degree of pharmaceutical and pharmaceutical engineering from East China University of Science and Technology in 2014. He is currently a holder of each of Types 1, 4, 6 and 9 license under the Securities and Futures Ordinance.

From April 2012 to March 2013, Mr. Xu served as an analyst in WuXi AppTec Co., Ltd. (stock code: 2359). From October 2015 to June 2016, he served as an investment consultant in Haitong International Securities Group Limited (Stock Code: 0665). From July 2016 to January 2017, he served as a marketing manager in QMIS Financial Group (Asia) Limited. Since June 2017, he has been serving as the investment director of China Hengtian Group Holdings Limited* (中國恒天控股有限公司(央企)) and the executive secretary of Hong Kong Federations of Overseas Chinese Entrepreneurs* (香港僑商聯合會).

Subject to the passing of the ordinary resolution for approving Mr. Xu's appointment, (i) Mr. Xu will enter into an appointment letter with the Company as an independent non-executive Director for an initial term of 3 years commencing from the date of passing of the ordinary resolution for approving Mr. Xu's appointment, which may be terminated by either the Company or Mr. Xu by giving a three-month written notice; (ii) according to the Articles, Mr. Xu shall retire from office and be eligible for re-election at the following annual general meeting of the Company; and (iii) Mr. Xu will be entitled to a monthly emolument of HK\$3,000, with discretionary bonus and other benefits at the sole and absolute discretion of the Board and its remuneration committee.

Up to the date of the Requisition Notice, Mr. Xu confirmed that (i) he does not have any relationship with any Director, senior management or substantial or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules of the Company; (ii) he has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) he does not have any interest in the shares or underlying shares of the Company or any of its associated corporations which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Mr. Xu confirmed that (i) he met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence.

Save as disclosed above, there is no information that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Xu and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Liu Cong (劉聰)

Mr. Liu Cong ("Mr. Liu"), aged 35, graduated with a double bachelor's degree of Chinese language and Literature and business administration from Wenzhou University in 2011. He also pursued a master of business administration program in Peking University in 2017.

July 2011 to March 2015, Mr. Liu served as a president assistant in Dexin Capital. From March 2015 to January 2024, he served as the vice president of Shangpiaquan Technology where he was also one of the founding partners. Since January 2024 till now, he has been serving as the president of Shenzhen Tianqin Supply Chain Management Co., Ltd.

Subject to the passing of the ordinary resolution for approving Mr. Liu's appointment, (i) Mr. Liu will enter into an appointment letter with the Company as an independent non-executive Director for an initial term of 3 years commencing from the date of passing of the ordinary resolution for approving Mr. Liu's appointment, which may be terminated by either the Company or Mr. Liu by giving a three-month written notice; (ii) according to the Articles,

Mr. Liu shall retire from office and be eligible for re-election at the following annual general meeting of the Company; and (iii) Mr. Liu will be entitled to a monthly emolument of HK\$3,000, with discretionary bonus and other benefits at the sole and absolute discretion of the Board and its remuneration committee.

Up to the date of the Requisition Notice, Mr. Liu confirmed that (i) he does not have any relationship with any Director, senior management or substantial or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules of the Company; (ii) he has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) he does not have any interest in the shares or underlying shares of the Company or any of its associated corporations which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Mr. Liu confirmed that (i) he met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence.

Save as disclosed above, there is no information that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Liu and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Shareholders should note that the Board was not provided with any documents in support of the particulars of the Proposed Directors as set out this Appendix and accordingly takes no responsibility for the accuracy of the information regarding the Proposed Directors.

NOTICE OF EXTRAORDINARY GENERAL MEETING



Web3 Meta Limited

瓦普思瑞元宇宙有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8093)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Extraordinary General Meeting**”) of Web3 Meta Limited (the “**Company**”) will be held at 2/F., Bonham Circus, 40–44 Bonham Strand East, Sheung Wan, Hong Kong at 11:00 a.m. on 10 April 2025 for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** Mr. Zeng Jin be and is hereby removed as an executive director of the Company (the “**Director**”) with effect upon passing of this resolution.”
2. “**THAT** Ms. Tian Yuan be and is hereby removed as an executive Director with effect upon passing of this resolution.”
3. “**THAT** Mr. Chen Ce be and is hereby removed as an independent non-executive Director with effect upon passing of this resolution.”
4. “**THAT** Ms. Zhu Minli be and is hereby removed as an independent non-executive Director with effect upon passing of this resolution.”
5. “**THAT** Ms. Zhu Xiaolin be and is hereby removed as an independent non-executive Director with effect upon passing of this resolution.”
6. “**THAT** Mr. Yuan Guochang (袁國昌) be and is hereby appointed as an executive Director with effect upon passing of this resolution.”
7. “**THAT** Ms. Sun Yuan (孫媛) be and is hereby appointed as an executive Director with effect upon passing of this resolution.”
8. “**THAT** Ms. Zhang Ang (張昂) be and is hereby appointed as an executive Director with effect upon passing of this resolution.”
9. “**THAT** Mr. Liu Cong (劉聰) be and is hereby appointed as an independent non-executive Director with effect upon passing of this resolution.”
10. “**THAT** Mr. Xu Xi (徐浠) be and is hereby appointed as an independent non-executive Director with effect upon passing of this resolution.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

11. “**THAT** Ms. Qin Ling (秦岭) be and is hereby appointed as an independent non-executive Director with effect upon passing of this resolution.”
12. “**THAT** the Board be and is hereby authorised to fix the remuneration of the Directors.”
13. “**THAT** each of the directors of the Company appointed to the board of directors of the Company between the date of the requisition notice dated 14 February 2025 for the convening of the extraordinary general meeting of the Company (the “**EGM**”) and the date of the EGM, other than those persons who are to be appointed directors of the Company at the EGM, be and is hereby removed as a director of the Company with effect upon passing of this resolution.”

By order of the Board
Web3 Meta Limited
Zeng Jin
Chairman and Executive Director

Hong Kong, 7 March 2025

Notes:

1. The register of members of the Company will be closed from Monday, 7 April 2025 to Thursday, 10 April 2025 (both dates inclusive) for determining eligibility to attend and vote at the Extraordinary General Meeting. All transfer of share(s), accompanied by the relevant share certificate(s) with the properly completed transfer form(s) either overleaf or separately, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Thursday, 3 April 2025.
2. A member entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised to sign the same. The instrument appointing a proxy and (if requested by the Board) a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 48 hours before the time of the above meeting or any adjournment thereof.
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share any one of such joint holders may vote, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said joint holders so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.

NOTICE OF EXTRAORDINARY GENERAL MEETING

6. If Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal or extreme conditions caused by super typhoons is in force in Hong Kong at any time after 7:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the website of the Company (www.web3meta.hk) and HKExnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting.

The meeting will be held as scheduled if an Amber or a Red Rainstorm Warning Signal is in force. Members of the Company should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

As of the date of this notice, the Board comprises Mr. Zeng Jin, Mr. Gan Xiaohua, Ms. Tian Yuan and Ms. Liu Qin as executive Directors; and Mr. Chen Ce, Ms. Zhu Minli and Ms. Zhu Xiaolin as independent non-executive Directors.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this notice misleading.

This notice will remain on the “Latest Listed Company Information” page of the Stock Exchange website at www.hkexnews.hk for at least 7 days from the day of its publication and on the website of the Company at <http://www.web3meta.hk>.