# Leading Group Limited

利鼎集团有限公司

(an exempted company limited by shares incorporated in the Cayman Islands)

NOTICE OF GENERAL MEETING OF SHAREHOLDER

*(the Company)*

To be held as a hybrid meeting as follows:

Place:

at the 3/F Hong Kong Prosperity Tower, 763 Mengzi Road, Huangpu District, Shanghai, People's Republic of China

and online at https://meetings.openbriefing.com/LDGU26

Date and time:

1:00pm (Sydney time) being 11:00am (Beijing time) on Friday, 28 August 2026.

Online Registrations will commence at 12:30pm (Sydney time) being 10:30am (Beijing time).

NOTICE IS HEREBY GIVEN that, pursuant to Article 15.2 of the amended and restated articles of association of the Company adopted on 29 May 2024 (the Articles), a general meeting of the shareholders of the Company will be held on the date, at the time and at the place and/or by means of the electronic facilities specified above for the purpose of considering and, if thought fit, passing the following ordinary resolutions, with or without amendment.

A shareholder participating by telephone or other electronic means by which all persons participating in the meeting are able to hear each other shall be deemed to be present at the meeting in accordance with Article 17.3 of the Articles.

**ORDINARY RESOLUTIONS**

1. **Capital Raising Approval.** THAT the Company be and is hereby authorised to undertake a capital raising in an amount up to USD50m, with the subscription proceeds to be received in cash or by way of conversion of loans into equity, and that the lenders participating in such capital raising may include related parties and existing shareholders of the Company; and THAT any issue price for such capital raising shall be determined by the Board of directors with reference to at least two independent indicative offers for equity investment in the Company received within the six(6) month period prior to or after the date of this meeting.

2. **Alternative Liquidity Pathways.** THAT, in light of the delay in obtaining formal approval from the China Securities Regulatory Commission in connection with the de-SPAC transaction, the Company be and is hereby authorised to evaluate, negotiate and pursue alternative liquidity pathways to the de-SPAC, on such terms as the Board of directors considers to be in the best interests of the Company and its shareholders.

3. **Acquisition Authority.** THAT the Company be and is hereby authorised to acquire value-added businesses complementary to the insurance broking business of the Company for an aggregate consideration of up to USD50m, such consideration to be satisfied in cash and/or by the issue of ordinary shares of the Company; and THAT where any such consideration is satisfied by the issue of ordinary shares, the reference price for such ordinary shares shall be subject to the price determined pursuant to Resolution 1 above.

4. **Executive Compensation Shares.** THAT, following completion of the matters referred to in Resolutions 1 and 3 above, the Company be and is hereby authorised to issue Executive compensation shares representing 10% of the ordinary shares of the Company then in issue, on such terms, allocation and implementation arrangements as the Board of directors may determine.

## VOTING

If you are eligible to vote, you can exercise your vote in various ways.

Shareholders can vote by:

- voting before the meeting;
- voting in person at the physical venue;
- attending and voting online; or
- appointing a proxy to attend and vote in person or online.

Corporate shareholders must appoint a body corporate representative, proxy or attorney to vote on their behalf.

### Voting before the meeting

You can cast your vote before the meeting by completing and submitting the Voting/Proxy Form provided with this notice or directly online.

*Online*

You can cast your vote directly online at: https://au.investorcentre.mpms.mufg.com/voting/ldgu

To cast your vote via that site, you will need to follow the instructions on that site and submit your vote by **1:00pm (Sydney time) being 11:00am (Beijing time) on Wednesday, 26 August 2026**.

*Voting/Proxy Form*

To vote using the enclosed Voting/Proxy Form, you must complete it by following the instructions on it. You must complete Part A of Step 1 and both Steps 2 and 3.

For your vote to be valid, your completed Voting/Proxy Form must be received by the MUFG by **1:00pm (Sydney time) being 11:00am (Beijing time) on Wednesday, 26 August 2026**.

### Attending and voting during the meeting

If you attend the meeting online by logging into the online portal at https://meetings.openbriefing.com/LDGU26 you will be able to vote directly during the meeting.

### Registering in the online portal

When you log into the online portal, you will be required to register as a Shareholder or a proxy and will be able to vote in respect of your shares or the shares of the shareholder you represent as proxy.

If you are a shareholder, you will need to provide your Voting Number and the postcode or if you are overseas you will need to select your country code. Your Voting Number is located on the front of the Voting and Proxy Appointment Form (Voting/Proxy Form) provided with this notice.

If you are a proxy, you will need to provide your proxy code issued by MUFG Corporate Markets to register to vote once you log in. MUFG Corporate Markets will endeavour to provide confirmation of the proxy code to nominated proxies prior to the meeting. Alternatively, proxies can call the meeting help line on T. +61 1800 990 363 on the day of the meeting to request confirmation of their proxy code.

## ATTENDING AND ASKING QUESTIONS ONLINE

To attend the meeting online, you will need a desktop, laptop computer or mobile/tablet device with internet access. You can log into the online meeting platform at https://meetings.openbriefing.com/LDGU26.

You will need your Voting Number and the postcode or if you are overseas you will need to select your country code. Your Voting Number is located on the front of the Voting and Proxy Appointment Form (Voting/Proxy Form) provided with this notice. Registration opens from 12:30pm (Sydney time) being 10:30am (Beijing time) on the day of the meeting.

Throughout the course of the meeting, there will be a reasonable opportunity for the shareholders who are attending online to ask questions.

**NOTES TO SHAREHOLDERS**

- Pursuant to Articles 34.1, 34.2 and 15.8 of the Articles, only persons registered as shareholders of the Company on the applicable record date shall be entitled to attend and vote at the meeting.
- Pursuant to Article 16.1, a shareholder entitled to attend and vote at the meeting may appoint a proxy to attend, speak and vote on such shareholder's behalf. A proxy need not be a shareholder of the Company.
- Pursuant to Article 16.2, the instrument appointing a proxy should be produced at the place designated for the meeting before the time fixed for holding the meeting, together with any authority under which it is executed, unless otherwise specified in the proxy form or related instructions.
- Pursuant to Article 35.1, where a shareholder is a corporation or other legal person, it may attend and act at the meeting through its duly authorised representative in accordance with applicable law and the Articles.
- Pursuant to Article 17.6, the quorum for the meeting is two or more shareholders entitled to vote and present in person, by duly authorised representative or by proxy, except where there is only one shareholder of the Company, in which case the quorum shall be one shareholder.
- Pursuant to Article 17.1, the chairman of the board of directors shall preside as chairman of the meeting, failing whom the directors present shall elect a chairman in accordance with the Articles.
- Pursuant to Article 17.8, on a poll each shareholder shall have one vote for every ordinary share held by such shareholder, and a poll may be demanded in the circumstances set out in the Articles.
- This notice is given in writing in accordance with Articles 15.5 and 38.2 of the Articles.

**By Order of the Board**

Ross Kenneth Benson: DIRECTOR

for and on behalf of Leading Group Limited 利鼎集团有限公司

Dated: 11th August 2026