



## Notice of 2024 Annual General Meeting

**NOTICE** is hereby given that the 2024 Annual General Meeting (**Annual General Meeting**) of 99 Loyalty Limited (ARBN 164 764 729, Hong Kong Company Number 1903220 (**Company**)) will be held at 12:00 noon (Sydney, Australia time) / 10:00am (Hong Kong time), on Friday, 28 June 2024, at 3/F, HK Prosperity Tower, No. 763 Mengzi Road, Shanghai China.

### ORDINARY BUSINESS

#### 1. Resolution 1- Adoption of 2024 Financial Statements

That the following resolution be approved as an **ordinary resolution**:

*"To receive, consider and adopt the financial statements, the reports of the Directors and Auditors and other documents required to be annexed to the financial statements for the period ended 31 December 2023."*

The financial statements, anticipated to be finalised by 17 June 2024 or a close date, will be made available for shareholders' review or download prior to the Annual General Meeting (AGM) through the designated section on the Company's official website. We kindly request shareholders to access the provided link below in order to access the financial statements.  
<https://www.99loyaltytech.com/en/investors.html>.

#### 2. Resolution 2 - Remuneration of Directors

That the following resolution be approved as an **ordinary resolution**:

*"That the Board of Directors be authorized to fix the remuneration of the Directors."*

#### 3. Resolution 3 - Re-election of Director –Mr Ross Benson

That the following resolution be approved as an **ordinary resolution**:

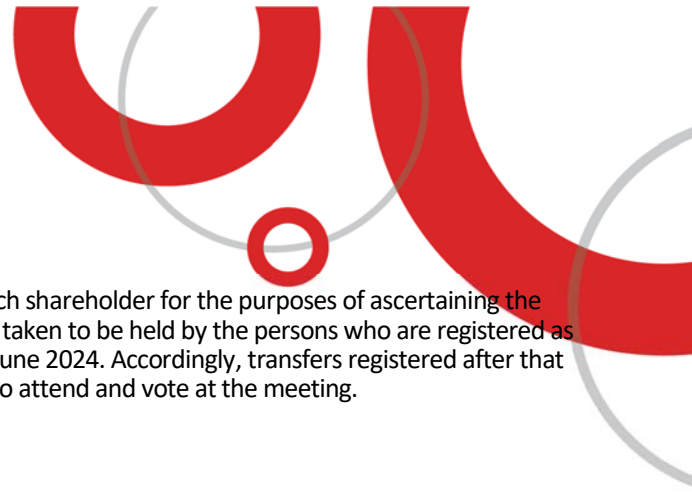
*"That Mr Ross Benson (Non-Executive Director) retires as a Director in accordance with Articles 105 and 109 of the Company's Articles of Association, and, being eligible, is re-elected as a Director of the Company."*

#### 4. Resolution 4 – Re-appointment of Auditors

That the following resolution be approved as an **ordinary resolution**:

*"That Fan, Chan & Co Limited, being auditors of the Company be re-appointed auditors and that the Directors be authorized to fix their remuneration."*

### NOTES



**(i) Voting entitlements**

The directors have determined that the shareholding of each shareholder for the purposes of ascertaining the voting entitlements for the Annual General Meeting will be taken to be held by the persons who are registered as members at 5:00pm (Hong Kong Time) on Wednesday, 26 June 2024. Accordingly, transfers registered after that time will be disregarded in determining members entitled to attend and vote at the meeting.

**(ii) Proxy voting by holder of ordinary shares**

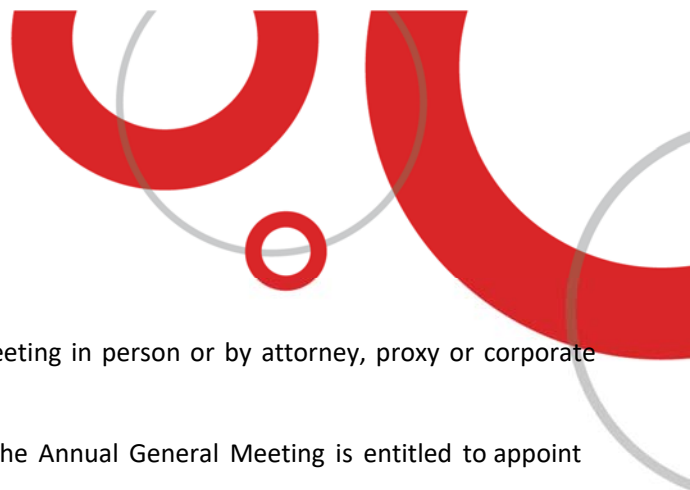
Shareholders who are unable to attend the Annual General Meeting are requested to complete, sign, date and return the proxy.

A proxy will not be valid unless it is deposited by mail to the office of the Company (27/F, Alexandra House, 18 Chater Road, Central, Hong Kong) or by fax (fax number (852) 2803 3608) by no later than 12:00pm (Sydney, Australia Time) / 10:00am (Hong Kong time) on Wednesday, 26 June 2024. Any Proxy Form received after that time will be invalid.

Shareholders may also complete, sign and return proxy by email to [99investorrelations@99wuxian.com](mailto:99investorrelations@99wuxian.com).

By order of the Board

Dated: 5 June 2024



**Notes:**

All Shareholders may attend the Annual General Meeting in person or by attorney, proxy or corporate representative.

- (a) a member entitled to attend and vote at the Annual General Meeting is entitled to appoint no more than two proxies;
- (b) an instrument appointing a proxy must be in the form of the proxy form attached to this Notice of Meeting;
- (c) where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If a member appoints two proxies, and the appointment does not specify the proportion of the member's voting rights, each proxy may exercise one-half of the voting rights;
- (d) a proxy need not be a member of the Company;
- (e) a proxy form may specify the manner in which the proxy is to vote in respect of a particular Resolution and, where the proxy form so provides, the proxy is not entitled to vote on the Resolution except as specified in the proxy form;
- (f) a proxy has the authority to vote on the member's behalf as he or she thinks fit, on any motion to adjourn the Annual General Meeting, or any other procedural motion, unless the member gives a direction to the contrary;
- (g) a valid proxy form will be deemed to confer authority to demand or join in demanding a poll;
- (h) to be valid, a proxy form must be signed by the member or the member's attorney or, if the member is a corporation, executed in accordance with the corporation's constitution and the Hong Kong Companies Ordinance (and may be signed on behalf of the corporation by its attorney); and
- (i) to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be received by no later than 12:00pm (Sydney, Australia Time) / 10:00am (Hong Kong time) on Wednesday, June 26 2024 by the Company;
- (j) Two shareholders present constitute a quorum for the meeting. No business may be transacted at any meeting unless the requisite quorum is present at the commencement of the meeting. Adjournment in absence of quorum will be conducted in accordance with the Constitution of the Company.