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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in **Meitu, Inc.**, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the 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.

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**meitu**

**Meitu, Inc.**

美图公司

*(Incorporated in the Cayman Islands with limited liability and carrying on business in Hong Kong as “美图之家”)*

**(Stock Code: 1357)**

**PROPOSALS FOR**

- (1) RE-ELECTION OF THE RETIRING DIRECTORS,**
- (2) RE-APPOINTMENT OF THE COMPANY’S AUDITOR,**
- (3) GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES,**
- (4) PROPOSED DECLARATION AND PAYMENT OF THE FINAL DIVIDEND  
OUT OF THE SHARE PREMIUM ACCOUNT,**
- (5) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,**
- (6) PROPOSED ADOPTION OF THE NEW  
ARTICLES OF ASSOCIATION,**
- (7) CLOSURE OF REGISTER OF MEMBERS,**
- AND**
- (8) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Meitu, Inc. (the “**Company**”) to be held at Studio 1, Level 7, W Hong Kong, 1 Austin Road West, Kowloon Station, Kowloon, Hong Kong on Friday, June 5, 2026 at 11:30 a.m. (Hong Kong time) (the “**AGM**”) is set out on pages 29 to 35 of this circular. The form of proxy for use at the AGM is also enclosed with this circular. The form of proxy is also published on the websites of the Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.meitu.com](http://www.meitu.com)).

Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM, or any adjourned meeting, in person should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

April 28, 2026

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Studio 1, Level 7, W Hong Kong, 1 Austin Road West, Kowloon Station, Kowloon, Hong Kong on Friday, June 5, 2026 at 11:30 a.m. (Hong Kong time)
“Articles Amendments”	the Treasury Shares Related Articles Amendments, the Dividend Related Articles Amendments, the Paperless and USM Related Articles Amendments and the Miscellaneous Articles Amendments
“Articles of Association”	the articles of association of the Company being effective from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Company” “our Company” “the Company”, or “Meitu”	Meitu, Inc. 美图公司, an exempted company with limited liability incorporated under the laws of the Cayman Islands on July 25, 2013 and carries on business in Hong Kong as “美圖之家” (in Chinese) as approved and registered with the Registrar of Companies in Hong Kong on October 28 and November 7, 2016, respectively and the Shares of which are listed on the Stock Exchange
“Conditions”	has the meaning ascribed to it under the section headed “Conditions of the Declaration and Payment of the Final Dividend out of the Share Premium Account” in the Letter from the Board of this circular
“Director(s)”	the director(s) of the Company
“Dividend Related Articles Amendments”	the proposed amendments to the Existing Articles of Association in relation to payment of dividends out of the Share Premium Account and the consequential amendments, details of which are set out in Part B of Appendix III to this circular
“Existing Articles of Association”	the third amended and restated articles of association of the Company currently in force
“Final Dividend”	the proposed final dividend of HK\$0.05 per Share in cash out of the Share Premium Account as recommended by the Board

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## DEFINITIONS

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“Group”, “our Group”, or “the Group”	the Company and together with its subsidiaries and consolidated affiliates, and the expression “member(s) of the Group” shall be construed accordingly
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	April 20, 2026, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication
“Listing Date”	December 15, 2016, the date on which the Shares were listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Miscellaneous Articles Amendments”	the proposed amendments to the Existing Articles of Association which are minor or housekeeping in nature, details of which are set out in Part D of Appendix III to this circular
“New Articles of Association”	the fourth amended and restated articles of association of the Company to be adopted in substitution for and to the exclusion of the Existing Articles of Association which shall incorporate such Articles Amendments as may be approved by the Shareholders by way of special resolution(s) duly passed at the AGM
“Nomination Committee”	the nomination committee of the Company
“Notice of AGM”	the notice dated April 28, 2026 convening the AGM as set out on pages 29 to 35 of this circular
“Paperless and USM Related Articles Amendments”	the proposed amendments to the Existing Articles of Association in relation to the paperless listing regime (including without limitation, enabling electronic communications from the Shareholders, electronic payment of corporate action proceeds and electronic voting at general meetings), the implementation of the USM initiative and the respective consequential amendments, details of which are set out in Part C of Appendix III to this circular
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Company
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC

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## DEFINITIONS

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“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to buy back Shares up to a maximum of 10% of the total number of issued shares (excluding Treasury Shares, if any) of the Company as at the date of passing of the resolution approving the Share Buy-back Mandate
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares to a maximum of 20% of the total number of issued shares (excluding Treasury Shares, if any) of the Company as at the date of passing of the resolution approving the Share Issue Mandate
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or modified from time to time
“Share(s)”	ordinary share(s) of par value US\$0.00001 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers
“Treasury Shares”	Shares purchased or redeemed by the Company or surrendered to the Company pursuant to the Cayman Companies Act and held in the name of the Company as treasury shares
“Treasury Shares Related Articles Amendments”	the proposed amendments to the Existing Articles of Association in relation to treasury shares and the consequential amendments, details of which are set out in Part A of Appendix III to this circular
“USM”	Uncertificated Securities Market
“USM Legislation”	has the meaning ascribed to it under the section headed “7. PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION AND PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION” in the Letter from the Board of this circular
“%”	per cent

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## LETTER FROM THE BOARD

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**meitu**

**Meitu, Inc.**

美图公司

*(Incorporated in the Cayman Islands with limited liability and carrying on business in Hong Kong as “美图之家”)*

**(Stock Code: 1357)**

*Executive Director:*

Mr. WU Zeyuan

*(Chairman and Chief Executive Officer)*

*Non-Executive Directors:*

Mr. CHEN Jiarong

Mr. HONG Yupeng

*Independent Non-Executive Directors:*

Mr. ZHOU Hao

Mr. LAI Xiaoling

Ms. POON Philana Wai Yin

*Registered Office:*

Cricket Square, Hutchins Drive

PO Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Principal Place of Business*

*in Hong Kong:*

Unit 7702A, Level 77

International Commerce Centre

1 Austin Road West

Kowloon, Hong Kong

April 28, 2026

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR**  
**(1) RE-ELECTION OF THE RETIRING DIRECTORS,**  
**(2) RE-APPOINTMENT OF THE COMPANY’S AUDITOR,**  
**(3) GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES,**  
**(4) PROPOSED DECLARATION AND PAYMENT OF THE FINAL DIVIDEND**  
**OUT OF THE SHARE PREMIUM ACCOUNT,**  
**(5) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,**  
**(6) PROPOSED ADOPTION OF THE NEW**  
**ARTICLES OF ASSOCIATION,**  
**(7) CLOSURE OF REGISTER OF MEMBERS,**  
**AND**  
**(8) NOTICE OF ANNUAL GENERAL MEETING**

### **1. INTRODUCTION**

The purpose of this circular is to provide you with information in connection with, the proposals to (i) re-elect the retiring Directors; (ii) re-appoint PricewaterhouseCoopers as auditor of the Company; (iii) grant to the Directors the Share Issue Mandate; (iv) the Share Buy-back Mandate; (v) declare and approve the payment of the Final Dividend out of the Share Premium Account; (vi) approve the relevant Articles Amendments; (vii) approve the Company’s adoption of the New Articles of Association; and (viii) give you the Notice of AGM.

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## LETTER FROM THE BOARD

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### 2. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of six Directors, Mr. WU Zeyuan, Mr. CHEN Jiarong, Mr. HONG Yupeng, Mr. ZHOU Hao, Mr. LAI Xiaoling and Ms. POON Philana Wai Yin.

Pursuant to Article 84 of the Articles of Association, Mr. CHEN Jiarong and Mr. HONG Yupeng will retire by rotation at the AGM and being eligible, will offer themselves for re-election as Director at the AGM.

The Nomination Committee had reviewed the structure, size and composition (including the skills, knowledge and experience) of the Board, and had considered the perspectives, skills, experience and diversity that the above retiring Directors can bring or contribute to the Board, and nominated the above retiring Directors to the Board for it to propose to the Shareholders for their re-election at the AGM.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that, Mr. CHEN Jiarong and Mr. HONG Yupeng shall stand for re-election as Directors at the AGM.

Brief biographical details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

If any Shareholder wishes to nominate candidate(s) for election as Director(s) at the AGM in accordance with the Articles of Association and the applicable laws, the period for lodging a written notice for such nomination(s) is between April 29, 2026 and May 11, 2026. Shareholders may refer to the “Procedures for Shareholders to Propose a Person for Election as a Director of the Company” adopted by the Company pursuant to a resolution passed at the meeting of the Board held on November 20, 2016 and published on the website of the Company ([www.meitu.com](http://www.meitu.com)) for further details.

### 3. RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS AS THE AUDITOR OF THE COMPANY

The Board proposes to re-appoint PricewaterhouseCoopers as the auditor of the Company to hold office until the conclusion of the next annual general meeting. A resolution will also be proposed to authorise the Board to fix the auditor’s remuneration. PricewaterhouseCoopers has indicated its willingness to be re-appointed as the Company’s auditor for the said period.

The estimated audit fee for the said period agreed with PricewaterhouseCoopers is expected to be in the range of approximately RMB5 million to RMB6.5 million (representing approximately a 10 – 15% decrement or increment from the audit fee of the previous period). Such estimated audit fee was determined after arm’s length negotiations between the Company and PricewaterhouseCoopers with reference to, among other things, (i) the audit fee for the previous period; (ii) the scope of the audit and the expected level of audit services required for the Group for the said period; (iii) the Group’s business scale, operations and organisational structure; (iv) the expected timetable for the audit services; and (v) the level of professional staff and resources required to complete the audit services. The estimated audit fee is based on the information currently available to the Company and PricewaterhouseCoopers at this stage, and may be subject to adjustment if there is any material change in the audit scope, the Group’s business and operations, reporting timetable or other relevant circumstances during the said period.

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## LETTER FROM THE BOARD

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### 4. SHARE ISSUE MANDATE

On June 5, 2025, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to allot, issue and deal with Shares. Such general mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such general mandate at the AGM. An ordinary resolution item 5 will be proposed at the AGM to grant the Share Issue Mandate to the Directors to allot, issue and otherwise deal with additional Shares up to a limit equal to 20% of the total number of issued Shares (excluding Treasury Shares) as at the date of passing the ordinary resolution item 5.

As at the Latest Practicable Date, the total issued share capital of the Company comprised 4,586,179,280 Shares (of which 30,555,000 are Treasury Shares). Assuming that the total number of issued Shares (excluding Treasury Shares), being 4,555,624,280 Shares, remains the same on the date of passing the ordinary resolution item 5, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate will be 911,124,856 Shares.

In addition, a separate ordinary resolution item 7 will also be proposed to approve the extension of the Share Issue Mandate by adding to the total number of Shares which may be allotted and issued by the Directors pursuant to the Share Issue Mandate the number of Shares bought back under the Share Buy-back Mandate.

As at the Latest Practicable Date, the Company and the Directors have no present intention to issue any Shares under the Share Issue Mandate (if granted to the Directors at the AGM).

### 5. SHARE BUY-BACK MANDATE

On June 5, 2025, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to exercise the powers of the Company to buy back its own Shares. Such general mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew the Share Buy-back Mandate at the AGM. An ordinary resolution item 6 will be proposed at the AGM to grant the Share Buy-back Mandate to the Directors, which will allow them to cause the Company to buy back Shares of up to 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing the ordinary resolution item 6.

As at the Latest Practicable Date, the total issued share capital of the Company comprised 4,586,179,280 Shares (of which 30,555,000 are Treasury Shares). Assuming that the total number of issued Shares (excluding Treasury Shares), being 4,555,624,280 Shares, remains the same on the date of passing the ordinary resolution item 6, the maximum number of Shares which may be bought back pursuant to the Share Buy-back Mandate will be 455,562,428 Shares.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Share Buy-back Mandate is set out in Appendix I to this circular. This explanatory statement contains all information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to approve the Share Buy-back Mandate.

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## LETTER FROM THE BOARD

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The Share Issue Mandate (including the extended Share Issue Mandate) and the Share Buy-back Mandate, if granted, shall continue to be in force during the period from the passing of the resolutions for the approval of the Share Issue Mandate (including the extended Share Issue Mandate) and the Share Buy-back Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Articles of Association to be held; or (iii) the revocation or variation of the Share Issue Mandate (including the extended Share Issue Mandate) or the Share Buy-back Mandate (as the case may be) by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

As at the Latest Practicable Date, other than the Share buy-back plan announced by the Company on March 27, 2026 for up to HK\$300 million in value of Shares via on-market transactions (the “**Share Buy-back Plan**”), the Company and the Directors have no other present intention to exercise the Share Buy-back Mandate (if granted to the Directors at the AGM).

### **6. PROPOSED DECLARATION AND PAYMENT OF THE FINAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT**

Reference is made to the announcement of the Company dated March 27, 2026 in relation to, amongst others, the annual results of the Group for the year ended December 31, 2025 and the proposed declaration and payment of the Final Dividend.

Subject to the satisfaction of the Conditions set forth below, the Board proposes the declaration and payment of the Final Dividend of HK\$0.05 per Share out of the Share Premium Account.

As at the Latest Practicable Date, the Company had 4,586,179,280 Shares in issue (of which 30,555,000 are Treasury Shares). Based on the number of issued Shares (excluding Treasury Shares), being 4,555,624,280 Shares as at the Latest Practicable Date, the Final Dividend, if declared and paid, will amount to approximately HK\$227.8 million (equivalent to approximately RMB199.7 million). Subject to the fulfilment of the Conditions, the Final Dividend will be paid out of the Share Premium Account pursuant to Articles 133 and 134 of the Articles of Association and in accordance with the Cayman Companies Act.

As at December 31, 2025, based on the audited consolidated financial statements of the Group for the year ended December 31, 2025, the amount standing to the credit of the Share Premium Account was approximately RMB6,238.2 million (equivalent to approximately HK\$7,116.1 million). Based on the number of issued Shares (excluding Treasury Shares), being 4,555,624,280 Shares as at the Latest Practicable Date and assuming that there will be no further change to the amount standing to the credit of the Share Premium Account immediately before payment of the Final Dividend, following the payment of the Final Dividend, there will be a remaining balance of approximately RMB6,038.5 million (equivalent to approximately HK\$6,888.3 million) standing to the credit of the Share Premium Account.

The Final Dividend is not subject to any withholding tax.

As at the Latest Practicable Date, 30,555,000 Treasury Shares were held by the Company (including any Treasury Shares held or deposited with CCASS). Such Treasury Shares would not receive the Final Dividend. The Company will withdraw all repurchased Shares (if any) from CCASS, and either re-register them in its own name as Treasury Shares or cancel such repurchased Shares, in each case before the record date for the Final Dividend.

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## LETTER FROM THE BOARD

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### **Conditions of the Declaration and Payment of the Final Dividend out of the Share Premium Account**

The declaration and payment of the Final Dividend out of the Share Premium Account is conditional upon the satisfaction of the following Conditions:

- (a) the passing of an ordinary resolution by the Shareholders at the AGM declaring and approving the payment of the Final Dividend out of the Share Premium Account pursuant to Articles 133 and 134 of the Articles of Association; and
- (b) the Directors being satisfied that the Company will, immediately following the date on which the Final Dividend is proposed to be paid, be able to pay its debts as they fall due in the ordinary course of business.

**The Conditions cannot be waived. If any of the Conditions is not satisfied, the Final Dividend will not be paid.**

Subject to the fulfilment of the Conditions, it is expected that the Final Dividend will be paid in cash on or about June 26, 2026 to those Shareholders whose names appear on the register of members of the Company at the close of business on June 15, 2026, being the record date for determination of entitlement to the Final Dividend.

### **Reasons for and Effect of the Declaration and Payment of the Final Dividend out of the Share Premium Account**

The Company is a holding company and a significant part of the Group's business is carried out through operating companies within the Group at which level earnings are retained. As such, the Company may not have sufficient retained earnings to pay the Final Dividend out of the profits of the Company at the holding company level. Having taken into account a number of factors including the sufficiency of cash flow and solid financial condition of the Company, the Board considers it appropriate and proposes that the Final Dividend be paid out of the Share Premium Account in accordance with Articles 133 and 134 of the Articles of Association and the Cayman Companies Act. The Board considers that it may be unnecessary to maintain the Share Premium Account at the current level and it is in the interests and for the commercial benefit of the Company and the Shareholders as a whole to distribute the Final Dividend.

The Board believes that the payment of the Final Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorised or issued share capital of the Company or reduction in the nominal or par value of the Shares or result in any change in the trading arrangements in respect of the Shares.

The Directors are of the view that there are no reasonable grounds for believing that the Company will, immediately following the date on which the Final Dividend is proposed to be paid, be unable to pay its debts as they fall due in the ordinary course of business.

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## LETTER FROM THE BOARD

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### **7. PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION AND PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION**

In order to (i) bring the Existing Articles of Association in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules in relation to the treatment of Treasury Share(s), (ii) provide greater flexibility and address any uncertainties on the declaration and distribution of dividends to Shareholders pursuant to the Existing Articles of Association, and in particular, remove the requirement of an ordinary resolution for payment of dividends out of the Share Premium Account, (iii) align with the latest Listing Rules requirements, particularly the Listing Rules amendments in relation to the further expansion of the paperless listing regime (including without limitation, enabling electronic communications from the Shareholders, electronic payment of corporate action proceeds and electronic voting at general meetings), (iv) reflect the legal and regulatory requirements to be introduced under the Securities and Futures (Uncertificated Securities Market) Rules (Chapter 571AS of the Laws of Hong Kong) and various existing legislation (including the SFO) in Hong Kong (collectively, the “**USM Legislation**”), the Listing Rules and other applicable laws, rules and regulations for the implementation of the USM initiative and (v) make some other minor and housekeeping changes, the Board proposes to amend the Existing Articles of Association by incorporating the Treasury Shares Related Articles Amendments, the Dividend Related Articles Amendments, the Paperless and USM Related Articles Amendments and the Miscellaneous Articles Amendments, which will be considered and voted on by the Shareholders at the AGM by way of separate special resolutions. Details of such proposed amendments to be made to the Existing Articles of Association are set out in Appendix III to this circular.

In view of the above, the Company proposes that the New Articles of Association, which incorporate such Articles Amendments as may be approved by the Shareholders by way of special resolution(s) duly passed at the AGM, be adopted in substitution for and to the exclusion of the Existing Articles of Association. The proposed adoption of the New Articles of Association will be considered and voted on by the Shareholders by way of separate special resolution.

Save for the Articles Amendments, the contents of the other articles of the Existing Articles of Association shall remain unchanged.

The Company has been advised by its legal advisers that the Articles Amendments conform with the Listing Rules (including the requirements of Appendix A1) and the laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the Articles Amendments for a company listed on the Stock Exchange.

### **8. ANNUAL GENERAL MEETING**

The notice convening the AGM, which contains, inter alia, ordinary resolutions to approve the Share Issue Mandate, the Share Buy-back Mandate, the extension of the Share Issue Mandate, the payment of the Final Dividend out of the Share Premium Account, the re-election of the retiring Directors and the re-appointment of the auditor of the Company, and special resolutions to approve the Articles Amendments and the adoption of the New Articles of Association, is set out on pages 29 to 35 of this circular.

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## LETTER FROM THE BOARD

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### **9. CLOSURE OF REGISTER OF MEMBERS AND DATE OF PAYMENT OF THE FINAL DIVIDEND**

Shareholders who are entitled to attend, speak and vote at the AGM to be held on Friday, June 5, 2026 (or any adjournment thereof) are those whose names appear on the register of members of the Company on Friday, June 5, 2026 being the record date for determining entitlement to attend and vote at the AGM. The register of members of the Company will be closed from Tuesday, June 2, 2026 to Friday, June 5, 2026, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend and vote at the AGM (or any adjournment thereof). All transfers of shares of the Company accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Monday, June 1, 2026.

Subject to the satisfaction of the Conditions, it is expected that the Final Dividend will be paid in cash on or about June 26, 2026 to those Shareholders whose names appear on the register of members of the Company at the close of business on June 15, 2026, being the record date for the determination of entitlement to the Final Dividend. If the Final Dividend is approved by the Shareholders at the AGM, for the purpose of determining the entitlement of the Shareholders to the Final Dividend, the register of members will be closed from Thursday, June 11, 2026 to Monday, June 15, 2026, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for the Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, June 10, 2026.

### **10. VOTING BY WAY OF POLL**

All the resolutions at the AGM shall be taken by poll in accordance with Rule 13.39(4) of the Listing Rules and Article 66(1) of the Articles of Association, except where the chairman, in good faith, decides to allow a resolution that relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules.

Pursuant to Article 66(1) of the Articles of Association, subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a poll every Shareholder present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for each fully paid Share registered in his/her/its name in the Company's register of members.

An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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### 11. ACTION TO BE TAKEN

The Notice of AGM is set out on pages 29 to 35 of this circular.

A proxy form for use at the AGM is enclosed herein. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.meitu.com](http://www.meitu.com)). Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM, or any adjourned meeting, should they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

### 12. RECOMMENDATION

The Directors believe that the proposed resolutions mentioned in this circular, including the proposals to re-elect retiring Directors, to re-appoint the Company's auditor, to declare and approve the payment of the Final Dividend out of the Share Premium Account, to approve the Articles Amendments, to approve the Company's adoption of the New Articles of Association, and to grant to the Directors the Share Issue Mandate (including the extended Share Issue Mandate) and the Share Buy-back Mandate, are in the interests of the Company as well as the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders should vote in favor of all the resolutions relating to the aforesaid matters at the AGM.

Yours faithfully  
For and on behalf of the Board of  
**Meitu, Inc.**  
**WU Zeyuan**  
*Chairman*

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution item 6 in respect of the approval of the Share Buy-back Mandate.

## **1. EXERCISE OF THE SHARE BUY-BACK MANDATE**

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,586,179,280 Shares, of which 30,555,000 are Treasury Shares.

Subject to the passing of ordinary resolution item 6, as set out in the Notice of AGM, in respect of the granting of the Share Buy-back Mandate, and on the basis that the total number of issued Shares (excluding Treasury Shares, if any) remains unchanged on the date of the AGM, i.e. being 4,555,624,280 Shares, the Directors will be authorised under the Share Buy-back Mandate to buy back up to 455,562,428 Shares (representing 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of the resolution granting the Share Buy-back Mandate) during the period from the date of passing such resolution up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Share Buy-back Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

## **2. REASONS FOR BUY-BACK OF SHARES**

The Directors believe that it is in the best interests of the Company and Shareholders to have a general authority from Shareholders to enable the Company to purchase Shares in the market. Such purchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will be made only when the Directors believe that such purchases will benefit the Company and the Shareholders.

Other than in accordance with the Share Buy-Back Plan, the Directors have no other present intention to cause the Company to buy back any Shares and they would exercise the power to buy back Shares only in accordance with the Share Buy-Back Plan or in circumstances where they consider that the buy-back would be in the interests of the Company and the Shareholders.

Currently, the Company has 30,555,000 Shares bought back. If the Company buys back Shares pursuant to the Share Buy-back Mandate, it is currently intended that the Shares which are bought back by the Company will be retained for satisfaction of share awards and/or cancelled. The Shares which are bought back by the Company will only be held as Treasury Shares by the Company when the Directors consider it prudent or beneficial for capital management purposes and subject to market conditions at the relevant time of the buy-back of Shares, and the Treasury Shares will only be resold on the market when the Directors believe that a resale of such Treasury Shares is in the interests of the Company and the Shareholders as a whole. Any sale or transfer of Treasury Shares (if any) will be subject to the Share Issue Mandate as set out in ordinary resolution item 5 in the Notice of AGM and made in accordance with the Listing Rules and the applicable laws and regulations of the Cayman Islands.

For those Treasury Shares not directly held by the Company but deposited with CCASS pending resale on the Stock Exchange, the Company will adopt measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements in respect of such Treasury Shares. Such measures will include (i) procuring the relevant broker not to give instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for such Treasury Shares; and (ii) in case of dividends or distributions, withdrawing the Treasury Shares from CCASS and either registering in the Company's own name or cancelling them, in each case before the record date for the dividend or distributions.

**3. FUNDING OF BUY-BACK**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the applicable laws of the Cayman Islands. The law of the Cayman Islands provides that the amount to be paid in connection with a share buy-back may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the buy-back or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business. The Company may not purchase 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 BUY-BACK**

The Directors consider that there might be a material adverse effect on the working capital requirements or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended December 31, 2025) in the event that the Share Buy-back Mandate is exercised in full at the prevailing market value. However, the Directors do not propose to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing position.

**5. SHARE PRICES**

The table below is a summary of the highest and lowest traded prices in each of the previous twelve months prior to the Latest Practicable Date.

	<b>Highest Traded Price</b>	<b>Lowest Traded Price</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2025</b>		
April	5.58	4.26
May	7.13	5.21
June	9.34	6.36
July	12.56	8.32
August	12.50	9.50
September	11.82	8.58
October	9.56	7.82
November	9.28	7.47
December	8.60	6.95
<b>2026</b>		
January	9.33	6.91
February	7.65	5.53
March	5.64	4.12
April (up to the Latest Practicable Date)	4.82	4.10

**6. EXERCISE OF POWERS BY DIRECTORS**

The Directors will exercise the powers of the Company to make buy-backs pursuant to the Share Buy-back Mandate and in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands (being the jurisdiction in which the Company was incorporated).

**7. INTENTION OF DIRECTORS AND CORE CONNECTED PERSONS TO SELL SHARES**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention, in the event that the Share Buy-back Mandate is approved, to sell any Shares to the Company.

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Share Buy-back Mandate is exercised.

**8. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT**

If, on the exercise of the power to buy back Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in those Shareholders' interest, could obtain or consolidate control of the Company and becomes obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following substantial Shareholders were interested in 5% or more of the number of issued Shares as recorded in the register required to be kept by the Company, pursuant to section 336 of the SFO:

<b>Name of Shareholder</b>	<b>Number of Shares interested</b>	<b>Percentage of number of Shares</b>	<b>Percentage of number of Shares (assuming the Share Buy-back Mandate is exercised in full)</b>
CAI Wensheng	454,500,000	9.91%	11.01%
Longlink Limited	272,600,000	5.94%	6.60%
Longlink Capital Ltd	272,600,000	5.94%	6.60%
WU Zeyuan	593,196,670	12.93%	14.37%
Easy Prestige Limited	566,666,670	12.36%	13.73%
Xinhong Capital Limited	566,666,670	12.36%	13.73%
Lion Trust (Singapore) Limited	1,398,366,670	30.49%	33.88%

*Note:*

- (1) The entire interest of Xinhong Capital Limited is held by Easy Prestige Limited, which in turn is held by Lion Trust (Singapore) Limited as the trustee for the benefit of Mr. WU Zeyuan.
- (2) The entire interest of Longlink Capital Ltd is held by Longlink Limited, which in turn is held by Lion Trust (Singapore) Limited as the trustee for the benefit of Mr. CAI Wensheng.
- (3) The entire interest of Easy Prestige Limited and Longlink Limited is held by Lion Trust (Singapore) Limited which is deemed to be interested in these Shares.
- (4) The percentages of the holdings of Shares are calculated on the basis of 4,586,179,280 Shares in issue (including Treasury Shares) as at the Latest Practicable Date.

The Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any buy-backs pursuant to the Share Buy-back Mandate. The Directors have no present intention to buy back the Shares to the extent that will trigger the obligations under the Takeovers Code to make a mandatory offer.

The Listing Rules prohibit a company from making any buy-back on the Stock Exchange in a manner that would result in the public float falling below the minimum level, being (i) 25% of the Company's issued share capital (excluding Treasury Shares, if any); or (ii) 10% of the total number of issued Shares (excluding Treasury Shares, if any) with a market value of at least HK\$1,000 million. The Directors do not intend to buy back Shares to the extent that, after the consummation of any such buy-back, the Shares held by the public will be below such minimum level.

## 9. BUY-BACK OF SHARES MADE BY THE COMPANY

The Company has bought back 30,555,000 Shares on the Stock Exchange in the six months preceding the Latest Practicable Date. Details of the buy-backs are as follows:

Month of buy-backs	Total number of Shares bought back	Price per Share		Aggregate consideration (HK\$)
		Highest (HK\$)	Lowest (HK\$)	
February 2026	7,472,500	6.31	5.64	45,024,430
March 2026	9,119,500	4.48	4.12	39,021,035
April 2026	13,963,000	4.44	4.11	60,160,500

Save as disclosed above, the Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The Company will not buy back its Shares if it will result in the total number of Shares in issue (excluding Treasury Shares) held by the public falling below the minimum level required under the Listing Rules.

## 10. CONFIRMATION

The Company confirms that this explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this explanatory statement nor the Share Buy-back Mandate has any unusual features.

The following are the particulars of the retiring Directors proposed to be re-elected at the AGM:

**1. Mr. CHEN Jiarong**

Mr. CHEN Jiarong (陳家榮) (“**Mr. Chen**”), aged 37, was appointed as a non-executive Director of our Company on June 3, 2020. Mr. Chen was a founder and the chief executive officer of Kingkey Enterprise Holdings Limited between July 2014 and May 2019, and was responsible for managing and overseeing a direct investment portfolio with a size of over HK\$2 billion, and directing all organizational operations, policies, and objectives to maximize productivity and returns. Between July 2012 and June 2014, Mr. Chen was a business manager at Ping An Securities Limited in Shenzhen (the PRC), providing financial advice and support to clients and formulating strategic and long-term business plans.

Mr. Chen graduated from the University of British Columbia with a bachelor of arts degree in economics in 2012.

Mr. Chen served as the chairman and non-executive director of Kingkey Intelligence Culture Holdings Limited (formerly known as KK Culture Holdings Limited) (Hong Kong Stock Exchange Stock Code: 550) between January 2017 and November 2018, a director of Shenzhen Kingkey Smart Agriculture Times Co., Ltd. (深圳市京基智農時代股份有限公司) (Shenzhen Stock Exchange Stock Code: 48) since November 2022, and a non-executive director of Clarity Medical Group Holding Limited (a company listed on the Stock Exchange, stock code: 1406) since September 2025.

As at the Latest Practicable Date, Mr. Chen did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chen has not held any directorship in the last three years in any public companies in the securities of which are listed on any securities market in Hong Kong or overseas nor other major appointments and professional qualifications, and does not have any other relationships with any Directors, senior management, or substantial or controlling Shareholders and does not hold any other position with the Company or other members of the Group.

Mr. Chen entered into an appointment letter with the Company on June 3, 2020 for an initial term of three years or until the third annual general meeting of the Company from the date thereof (whichever is sooner). Such letter of appointment was renewed on June 1, 2023 without a specific term, but subject to retirement by rotation at least once every three years. Pursuant to the appointment letter, he was entitled to a director’s fee of HK\$360,000 per annum, which is reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rates, his performance, qualifications and experience.

Save as disclosed above, Mr. Chen has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his re-election as Director.

**2. Mr. HONG Yupeng**

Mr. HONG Yupeng (洪育鵬) (“**Mr. Hong**”), aged 49, was appointed as a non-executive Director and a member of the Audit Committee of our Company on June 1, 2023. Mr. Hong is the chief executive officer and partner of Longling Investment Co., Ltd. (隆領投資股份有限公司) from July 2015, and the executive director and general manager of Xiamen Longling Asset Management Co., Ltd. (廈門隆領資產管理有限公司) from August 2022, each of which principally engages in venture capital investments primarily in technology related start-up companies with the attitude of embracing change and the future.

Between March 2014 and July 2015, Mr. Hong served as the vice president of our indirect wholly-owned subsidiary, Xiamen Home Meitu Technology Co., Ltd. (廈門美圖之家科技有限公司). From August 2011 to February 2014, he was the deputy general manager and board secretary of 4399 Net Limited (四三九九網絡股份有限公司), a PRC gaming company headquartered in Xiamen that is principally engaged in the development and distribution of web games, online mobile games and the operation of internet gaming platforms. Between March 2007 and August 2011, he was a practising lawyer at Beijing Shangong Law Firm (北京市尚公律師事務所) and from September 2003 to March 2007, he was a practising lawyer at Fujian Shili Lawyer Office (福建世禮律師事務所).

Mr. Hong graduated from Fuzhou University (福州大學) with a bachelor’s degree in Industrial Management Engineering in July 1997 and also a Juris Master from Xiamen University (廈門大學) in July 2003.

Mr. Hong served as a non-executive director of Cai Corp (a company listed on the Stock Exchange, stock code: 80) from September 2025 to October 2025 and as an executive director since October 2025. Mr. Hong also served as an independent non-executive director of FinTech Chain Limited (Australian Securities Exchange: FTC) from January 2021 to December 2024.

As at the Latest Practicable Date, Mr. Hong did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Hong has not held any directorship in the last three years in any public companies in the securities of which are listed on any securities market in Hong Kong or overseas nor other major appointments and professional qualifications, and does not have any other relationships with any Directors, senior management, or substantial or controlling Shareholders and does not hold any other position with the Company or other members of the Group.

Mr. Hong entered into an appointment letter with the Company on June 1, 2023 without a specific term, but subject to retirement by rotation at least once every three years. Pursuant to the appointment letter, he was entitled to a director’s fee of HK\$360,000 per annum, which is reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rates, his performance, qualifications and experience.

Save as disclosed above, Mr. Hong has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his re-election as Director.

**PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION**

Details of the proposed amendments to the Existing Articles of Association to be incorporated into the New Articles of Association are set out as follows:

**Part A. The Treasury Shares Related Articles Amendments****Article 2(1)**

- (1) By adding the following definition immediately after the definition of “substantial shareholder”:

““treasury share(s)”                      share(s) of the Company purchased or redeemed by the Company or surrendered to the Company pursuant to the Act and held in the name of the Company as treasury share(s).”

**Article 2(2)**

- (2) By deleting the word “and” at the end of the new Article 2(2)(m).
- (3) By deleting the full stop at the end of the new Article 2(2)(n) and replacing it with the word “; and”.
- (4) By adding the following new sub-paragraph immediately after the new Article 2(2)(n):

“(m) all voting rights referred to in these Articles shall exclude the voting rights attached to treasury shares.”

**Article 3(2)**

- (5) By adding the following words immediately after the end of Article 3(2):

“Such shares may be cancelled upon being purchased or acquired, or (if permitted by the Listing Rules and subject to the Act) be held as treasury shares, as the Board thinks fit. The Company shall be entered in the Register as holding such shares as treasury shares. For the avoidance of doubt the Company shall not be treated as a Member for any purpose and shall not exercise any rights in respect of those treasury shares, including any right to attend and vote at a meeting of Members, save as expressly provided for in the Act. Subject to the provisions of these Articles and the Listing Rules, any shares of the Company held by the Company as treasury shares shall be at the disposal of the Board, which may hold all or any of the shares, dispose of or transfer all or any of the shares whether or not for valuable consideration, or cancel all or any of the shares.”

**Article 10**

- (6) By deleting the words “in nominal value” immediately after the words “not less than three-fourths” and replacing them with the words “of the voting rights” in Article 10.
- (7) By adding the words “(other than the Company in respect of any treasury shares)” in between the words “of the issued shares of that class” and “or with the sanction of a special resolution”, and immediately after the words “a separate general meeting of the holders of the shares of that class” in Article 10.

- (8) By adding the words “(other than the Company in respect of any treasury shares)” in between the words “(or in the case of a Member being a corporation, its duly authorised representative)” and “holding or representing by proxy”, and also after the words “the issued shares of that class” in Article 10(a).
- (9) By deleting the words “in nominal value” immediately after the words “not less than one-third” and replacing them with the words “of the voting rights” in Article 10(a).
- (10) By adding the words “(other than the Company in respect of any treasury shares)” in between the words “every holder of shares of the class” and “shall be entitled to one vote” in Article 10(b).

**Article 43(1)(a)**

- (11) By adding the words “(including the Company as a holder of treasury shares, if any)” in between the words “each Member” and “, the number and class of shares” in Article 43(1)(a).

**Article 58**

- (12) By adding the words “(excluding treasury shares)” in between the words “general meetings of the Company” and “, on a one vote per share basis” in Article 58.

**Article 61(1)**

- (13) By deleting the words “in nominal value of its existing issued share capital” and replacing them with the words “of the total number of issued shares (excluding treasury shares) as of the date of the passing of the relevant shareholders’ resolutions” in Article 61(1)(f).

**Part B. The Dividend Related Articles Amendments****Article 6**

- (14) By adding the words “, save for the use of share premium as expressly permitted by the Act,” in between the words “reduce its share capital” and “or any capital redemption reserve” in Article 6.

**Article 134**

- (15) By deleting the words “With the sanction of an ordinary resolution” and capitalising the first letter in the word “dividends” in the second sentence of Article 134.

**Article 136**

(16) By deleting Article 136 in its entirety and replacing it with the following:

“The Board may from time to time declare and pay to the Members dividends of such amounts and currency and on such dates and out of such distributable funds (including but not limited to the share premium account) of the Company as it thinks fit, and in particular (but without prejudice to the generality of the foregoing) if at any time the share capital of the Company is divided into different classes, the Board may pay such dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board acts bona fide the Board shall not incur any responsibility to the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of any dividend on any shares having deferred or non-preferential rights.”

**Article 143**

(17) By adding the words “, including without limitation paying distributions or dividends to Members” immediately after the words “in any manner permitted by the Act” in the second sentence of Article 143(1).

(18) By adding the words “or declaring” in between the words “Before recommending” and “any dividend” in Article 143(2).

**Part C. The Paperless and USM Related Articles Amendments****Article 2(1)**

(19) By adding the following definition immediately after the definition of “Act”:

““address” shall have the ordinary meaning given to it and shall include any facsimile number, electronic number, email address or address or website used for the purposes of any communication pursuant to these Articles.”

(20) By adding the following definition immediately after the definition of “Articles”:

““ASR Code” the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time.”

(21) By adding the following definition immediately after the definition of “capital”:

““Central Clearing and Settlement System” the Central Clearing and Settlement System operated by HKSCC.”

(22) By adding the following definition immediately after the definition of “Designated Stock Exchange”:

““electronic” shall mean relating to technology having electrical, digital, electronic, magnetic, wireless, optical, electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act (as revised) of the Cayman Islands (as may be amended from time to time).”

(23) By adding the following definition immediately after the definition of “electronic communication”:

““electronic means” include sending or otherwise making available to the intended recipients of the communication an electronic communication.”

(24) By adding the following definitions immediately after the definition of “electronic meeting”:

““electronic signature” has the same meaning ascribed to it in the Electronic Transactions Act (as revised) of the Cayman Islands (as may be amended from time to time).”

(25) By adding the following definition immediately after the definition of “head office”:

““HKSCC” the Hong Kong Securities Clearing Company Limited.”

(26) By deleting the definition of “Notice” in its entirety and replacing it with the following:

“written notice unless otherwise specifically stated and as further defined in these Articles and, where the context so requires, shall include any other document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws and regulations, including the Listing Rules and/or the rules of the competent regulatory authority. For the avoidance of doubt, Notice may be provided in physical or electronic form.”

(27) By adding the following definition immediately after the definition of “physical meeting”:

““place” shall be taken to include physical, electronic and virtual platforms.”

(28) By adding the following definitions immediately after the definition of “Secretary”:

““Securities and Futures Ordinance” the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong (as amended from time to time).

““SFC” the Securities and Futures Commission of Hong Kong.”

(29) By adding the following definitions immediately before the definition of “year”:

““UNSRT System”	an uncertificated securities registration and transfer system, and in relation to any shares or securities of the Company, a computer-based system, together with procedures and other facilities, that (a) enables title to the shares and securities to be evidenced and transferred without an instrument; and (b) facilitates supplementary and incidental matters.
“USM Rules”	the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) made under the Securities and Futures Ordinance.”

#### **Article 2(2)**

(30) By adding the following new sub-paragraph immediately after Article 2(2)(h):

“(i) references to Notices and proxies will apply mutatis mutandis to electronic notices and electronic proxies provided always that said electronic notices and electronic proxies shall be designed, restricted and limited to their respective use in accordance with these Articles for Notices or proxies as may be relevant;”

(31) By renumbering the existing Article 2(2)(i), (j), (k), (l), (m) and (n) to Article 2(2)(j), (k), (l), (m), (n) and (o) respectively.

#### **Article 18**

(32) By adding the words “Every person whose name is entered, upon an allotment of shares, as a Member in the Register shall be entitled to hold his shares in uncertificated form through the UNSRT System, the Central Clearing and Settlement System, or any other system approved under the Securities and Futures Ordinance and the USM Rules, as applicable, in compliance with the Listing Rules and other relevant regulations. Where shares are held in certificated form, subject to the USM Rules,” at the beginning of Article 18 and replacing the word “Every” with the word “every” at the beginning of Article 18.

#### **Article 19**

(33) By adding the words “or the ASR Code” in between the words “the Act” and “or as the Designated Stock Exchange” and adding the following words immediately after the end of Article 19:

“The Company shall comply with all applicable laws and regulations to facilitate the holding, transfer, and registration of its shares in uncertificated form, including electronic processes for corporate actions, as required by the uncertificated securities market regime.”

#### **Article 20(2)**

(34) By adding the words “or the ASR Code” in between the words “the Designated Stock Exchange” and “may from time to time” in Article 20(2).

**Article 21**

- (35) By adding the words “or the ASR Code” in between the words “the Designated Stock Exchange” and “may determine to be” in Article 21.

**Article 43(1)(a)**

- (36) By adding the words “(and where required by the USM Rules, the number and class of shares in uncertificated form)” in between the words “the number and class of shares” and “held by him” in Article 43(1)(a).

**Article 44**

- (37) By adding the words “and holders of Prescribed Securities (as defined in the USM Rules)” in between the words “during business hours by Members” and “without charge or by any other person” in Article 44.

**Article 46(1)**

- (38) By deleting Article 46(1) in its entirety and replacing it with the following:

“Subject to these Articles and all applicable laws and regulations, including the Act, the Securities and Futures Ordinance and the USM Rules, any Member may effect any transfer of all or any of his shares by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time, or in uncertificated form through the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Designated Stock Exchange or the SFC, without the need for a written instrument of transfer.”

**Article 47**

- (39) By adding the words “For certificated shares,” at the beginning of Article 47 and replacing the word “The” with the word “the” at the beginning of Article 47.

**Article 49**

- (40) By deleting the words “recognise any instrument of transfer” and replacing them with the words “register a transfer of any share” in Article 49.

- (41) By adding the following new sub-paragraph immediately before Article 49(a):

“(a) the transfer is made in the form or manner as the Board may from time to time specify;”

- (42) By renumbering the existing Article 49(a), (b), (c) and (d) to Article 49(b), (c), (d) and (e) respectively.

- (43) By adding the words “or the ASR Code” in between the words “the Designated Stock Exchange” and “may determine to be” in the new Article 49(b).

(44) By adding the words “if applicable,” at the beginning of the new Article 49(c).

(45) By adding the words “for certificated shares,” at the beginning of the new Article 49(d).

**Article 73**

(46) By adding the following new sub-paragraph (4) immediately after Article 73(3):

“(4) Any Member (or through its authorised representative) or his appointed proxy attending any general meeting of the Company either in person or by means of electronic facilities pursuant to these Articles may cast their vote by means, electronic or otherwise, as the Board or the chairman of the meeting may determine and as may be provided for by these Articles.”

**Article 76**

(47) By adding the words “, including electronic or otherwise,” in between the words “in such form” and “as the Board may determine” in Article 76.

(48) By adding the words “, which may include electronic writing,” in between the words “duly authorised in writing” and “or, if the appointor is a corporation” in Article 76.

**Article 77(2)**

(49) By adding the words “or electronic means” in between the words “an electronic address” and “in accordance with the preceding paragraph” in Article 77(2).

(50) By adding the words “such documents (or copies thereof)” in between the words “in accordance with the preceding paragraph,” and “shall be received at the electronic address specified” in Article 77(2).

**Article 112**

(51) By adding the words “or other communication equipment” in between the words “by electronic means” and “to an electronic address” in Article 112.

(52) By adding the words “or number” in between the words “electronic address” and “from time to time notified” in Article 112.

**Article 139**

(53) By adding the following words immediately after the end of Article 139:

“For the avoidance of doubt, any dividend, interest or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Board may determine and the Company shall not be responsible for any loss in transmission.”

**Article 169**

(54) By adding the following new Article 169 immediately after the new Article 168:

“ELECTRONIC INSTRUCTIONS BY MEMBERS

169. To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall accept instructions from Members and its securities holders (including meeting attendance indications, proxy appointments, revocations, voting directions, and responses to “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) transmitted by electronic means, subject to reasonable authentication measures as the Board may from time to time determine.”

**Article 170**

(55) By adding the following new Article 170 immediately after the new Article 169:

“UNCERTIFICATED SECURITIES AND ELECTRONIC PROCESSES

170. The Company shall comply with all applicable laws and regulations, including the Securities and Futures Ordinance and the USM Rules, to facilitate the holding, transfer, and registration of its shares or other prescribed securities in uncertificated form, including via the UNSRT System or other systems approved by the SFC and the Designated Stock Exchange. The Company is authorised to take all reasonably practicable steps to support electronic communication with securities holders, including but not limited to electronic voting, proxy instructions, and distribution of “corporate action proceeds” (as defined in the Listing Rules), and to maintain compatibility with the uncertificated securities market regime. Any provisions in these Articles relating to the issuance, holding, or transfer of securities (including shares) or concerning share certificates shall be interpreted to permit compliance with such electronic processes and systems, to the extent permitted by the laws of the Cayman Islands.”

**Part D. The Miscellaneous Articles Amendments****Article 2(1)**

(56) By deleting the words “, Cap. 22” in the definition of “Act” and replacing it with the words “(as revised)”.

(57) By adding the following definition immediately before the definition of “head office”:

““HK Companies Ordinance”                      the Companies Ordinance, Cap. 622 of the Laws of Hong Kong (as may be amended from time to time).”

**Article 10**

(58) By adding the words “on a poll” in between the words “shall be entitled to one vote” and “for every such share held by him” in Article 10(b).

**Article 12(2)**

- (59) By adding the words “and/or cancel” in between the words “The Board may issue” and “warrants or convertible securities” in Article 12(2).

**Article 44**

- (60) By adding the words “Except when the register of the Company is closed in accordance with the Act and/or the HK Companies Ordinance,” at the beginning of Article 44 and replacing the word “The” with the word “the” at the beginning of Article 44.
- (61) By replacing the word “notice” with the word “Notice” immediately after the words “other branch register of Members may, after” in Article 44.
- (62) By adding the words “announcement or” in between the words “has been given by” and “advertisement” in Article 44.

**Article 54**

- (63) By deleting the words “such a person may vote at meetings” and replacing them with the words “such a person may vote at general meetings of the Company” in Article 54.

**Article 61(1)**

- (64) By deleting the words “All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception of:” and replacing them with the words “All business that is transacted at any general meeting of the Company shall be deemed special, with the exception of:” at the beginning of Article 61(1).

**Article 68**

- (65) By adding the words “or (in the case of a Member being a corporation) by its duly authorised representative” immediately after the word “proxy” at the end of Article 68.

**Article 81(1)**

- (66) By adding the words “in accordance with its constitutional documents or in the absence of such provision” in between the words “a Member may” and “by resolution of its directors” in Article 81(1).
- (67) By adding the words “, or subject to the Statutes, at any meeting of creditors of the Company” immediately after the words “any meeting of any class of Members” in Article 81(1).

**Article 82**

- (68) By adding the words “Subject to the Act,” at the beginning of Article 82 and replacing the word “A” with the word “a” at the beginning of Article 82.

**Article 101(4)**

(69) By replacing the words “Companies Ordinance (Chapter 622 of the laws of Hong Kong)” with the words “HK Companies Ordinance” in Article 101(4).

**Article 140**

(70) By adding the word “, interests” immediately after the words “All dividends” and also immediately after the words “any unclaimed dividend” in Article 140.

**Article 149**

(71) By deleting the word “printed” in Article 149.

(72) By adding the word “annual” in between the words “twenty one (21) days before the date of the” and “general meeting” in Article 149.

(73) By replacing the word “Company” with “Members” in between the words “laid before the” and “at the annual general meeting” in Article 149.

**Article 150**

(74) By deleting the words “and to obtaining all necessary consents,” in Article 150.

**Article 158**

(75) By adding the words “The signature to any notice to be given by the Company may be written or printed or in electronic form.” immediately after the end of Article 158(3).

(76) By adding the following new sub-paragraph immediately after Article 158(4):

“(5) Subject to the Listing Rules where applicable, if on three consecutive occasions Notices or other documents have been sent through the post to any Member (or, in the case of joint holders of a share, the first holder named on the Register) at his registered address or by electronic means to his electronic address but have been returned undelivered, such Member (and, in the case of joint holders of a share, all other joint holders of the share) shall not thereafter be entitled to receive or be served, and shall be deemed to have waived the service of, Notices and other documents from the Company in the aforesaid manner until he shall have communicated with the Company and supplied in writing a new registered address or a new electronic address for the service of Notices on him. Notwithstanding any election by a Member, if the Company is advised that the sending of any Notice or other documents to any electronic address supplied by a Member may or might infringe the law of any relevant jurisdiction, or if the Company cannot verify the location of the server at which the electronic address of the Member is located, the Company may, subject to compliance with the Listing Rules where applicable, in lieu of the sending of any Notice or other document to the electronic address supplied by the Member concerned, place the same on the Company’s website and/or the website of the Designated Stock Exchange, and any such placement shall be deemed effective service on the Member, and the relevant Notice and document shall be deemed to be served on the Member on the date on which the same is first placed on the Company’s website and/or the website of the Designated Stock Exchange. Notwithstanding any election by a Member from time to time to receive any Notice or document through electronic means, such Member may, at any time, require the Company to send to him, in addition to an electronic copy thereof, a printed copy of any Notice or document which he, in his capacity as Member, is entitled to receive.”

#### **Article 160**

(77) By deleting the words “by post to or left at the registered address of any Member” and replacing the same with “in any manner (including by electronic means)” in Article 160(1).

(78) By deleting the words “it through the post in a prepaid letter, envelope or wrapper” and replacing the same with “such Notice” in Article 160(2).

(79) By adding the words “in accordance with these Articles” in between the words “Notice in any manner” and “in which the same might have been given” in Article 160(2).

#### **Article 168**

(80) By adding the following new Article 168 immediately after Article 167:

“CONTINUATION

168. The Company shall have the power, subject to the provisions of the Act and with the approval of a special resolution, to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de-registered in the Cayman Islands.”

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## NOTICE OF ANNUAL GENERAL MEETING

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**meitu**

**Meitu, Inc.**

美图公司

*(Incorporated in the Cayman Islands with limited liability and carrying on business in Hong Kong as “美图之家”)*

**(Stock Code: 1357)**

### NOTICE OF ANNUAL GENERAL MEETING

Unless otherwise specified, terms defined in this notice (the “**Notice**”) shall have the same meanings in the circular of the Company dated April 28, 2026 (the “**Circular**”).

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Meitu, Inc. (the “**Company**”) will be held at Studio 1, Level 7, W Hong Kong, 1 Austin Road West, Kowloon Station, Kowloon, Hong Kong on Friday, June 5, 2026 at 11:30 a.m. (Hong Kong time) for the following purposes:

#### **ORDINARY BUSINESS**

1. To receive and adopt the audited consolidated financial statements of the Company, the reports of the directors and the independent auditor’s report for the year ended December 31, 2025.
2. To re-elect the following persons, being retiring directors of the Company, each of whom offer for re-election:
  - (a) Mr. CHEN Jiarong as a director of the Company; and
  - (b) Mr. HONG Yupeng as a director of the Company.
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint PricewaterhouseCoopers as the Company’s auditor and to authorise the board of directors of the Company to fix the auditor’s remuneration.

#### **Share Issue Mandate**

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, a general and unconditional mandate be and is hereby given to the directors of the Company during the Relevant Period (as defined in paragraph (d) below) to exercise all the powers of the Company to allot, issue and deal with additional shares of par value US\$0.00001 each in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make offers, agreements and/or grant options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) that would or might require the exercise of such powers;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the mandate in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company to make or grant offers, agreements and/or options during the Relevant Period (as defined in paragraph (d) below) that would or might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) below);
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined in paragraph (d) below);
  - (ii) the exercise of any subscription or conversion rights attaching to any warrants that may be allotted and issued by the Company or any securities that are convertible into shares of the Company from time to time;
  - (iii) the grant or exercise of any options that may be granted under any share option scheme of the Company or any other scheme or similar arrangement for the time being adopted for the grant or issue to the directors, officers, consultants and/or employees of the Company and/or any of its subsidiaries or any other participants of such scheme or arrangement of shares or rights to acquire shares of the Company;
  - (iv) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company;
  - (v) the grant or vesting of share awards granted or to be granted pursuant to the share award scheme of the Company; and
  - (vi) a specific authority granted by the shareholders of the Company in general meeting,shall not exceed 20% of the total number of issued shares (excluding Treasury Shares, if any) of the Company as at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the shares of the Company into a smaller or larger number of shares of the Company respectively after the passing of this resolution) and the said mandate shall be limited accordingly.

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company and any applicable laws; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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“**Rights Issue**” means an offer of shares of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognized regulatory body or any stock exchange in any territory applicable to the Company).”

Any reference to an allotment, issue, grant or offer of, or dealing with, shares of the Company shall include a sale or transfer of Treasury Shares of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and all applicable laws and regulations.”

### Share Buy-back Mandate

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) a general unconditional mandate be and is hereby given to the directors of the Company during the Relevant Period (as defined in paragraph (c) below) to exercise all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and the Hong Kong Stock Exchange for this purpose, provided that the total number of shares of the Company which may be purchased pursuant to this mandate shall not exceed 10% of the total number of issued shares (excluding Treasury Shares, if any) of the Company as at the date of passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the shares of the Company into a smaller or larger number of shares of the Company respectively after the passing of this resolution) and the said mandate shall be limited accordingly; and
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company on behalf of the Company during the Relevant Period (as defined in paragraph (c) below) to procure the Company to purchase its shares at a price determined by the directors of the Company, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange (as applicable) as amended from time to time;

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions set out in items 5 and 6 of the Notice, the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares that may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in the resolution set out in item 6 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares (excluding Treasury Shares, if any) of the Company as at the date of the passing of the resolution set out in item 6 of the Notice (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the shares of the Company into a smaller or larger number of shares of the Company respectively after the passing of this resolution).”

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**:

- (a) the declaration and payment of a final dividend of HK\$0.05 per ordinary share of par value US\$0.00001 each in the capital of the Company, in cash out of the share premium account of the Company (the “**Final Dividend**”) to shareholders of the Company be and is hereby approved; and
- (b) any director of the Company (“**Director**”) be and is hereby authorised to take such action, do such things and execute and deliver such further documents as the Director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Final Dividend.”

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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL BUSINESS

9. To consider and, if thought fit, pass with or without amendments, the following as a special resolution:

“**THAT, AS A SPECIAL RESOLUTION**, the proposed amendments to the existing third amended and restated articles of association of the Company as set out in Part A of Appendix III to the Circular (the “**Treasury Shares Related Articles Amendments**”) be approved.”

10. To consider and, if thought fit, pass with or without amendments, the following as a special resolution:

“**THAT, AS A SPECIAL RESOLUTION**, the proposed amendments to the existing third amended and restated articles of association of the Company as set out in Part B of Appendix III to the Circular (the “**Dividend Related Articles Amendments**”) be approved.”

11. To consider and, if thought fit, pass with or without amendments, the following as a special resolution:

“**THAT, AS A SPECIAL RESOLUTION**, the proposed amendments to the existing third amended and restated articles of association of the Company as set out in Part C of Appendix III to the Circular (the “**Paperless and USM Related Articles Amendments**”) be approved.”

12. To consider and, if thought fit, pass with or without amendments, the following as a special resolution:

“**THAT, AS A SPECIAL RESOLUTION**, the proposed amendments to the existing third amended and restated articles of association of the Company as set out in Part D of Appendix III to the Circular (the “**Miscellaneous Articles Amendments**”) be approved.”

13. To consider and, if thought fit, pass with or without amendments, the following as a special resolution:

“**THAT, AS A SPECIAL RESOLUTION**, the fourth amended and restated articles of association of the Company (a copy of which have been produced to the AGM and marked “A” and initialed by the chairman of the AGM for the purpose of identification) be adopted as the articles of association of the Company, in substitution for and to the exclusion of the existing third amended and restated articles of association of the Company, incorporating such amendments as may be approved upon the passing of the resolutions set out in item 9, 10, 11 and/or 12 of the Notice, and that any one Director, the company secretary of the Company and/or the registered office provider of the Company be and are hereby authorised to do all things relating to the adoption of such fourth amended and restated articles of association, including without limitation, attending to the necessary filings with the Registrars of Companies in Hong Kong and the Cayman Islands.”

By order of the Board  
**Meitu, Inc.**  
**WU Zeyuan**  
*Chairman*

Hong Kong, April 28, 2026

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## NOTICE OF ANNUAL GENERAL MEETING

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*Principal place of business in Hong Kong:*

Unit 7702A, Level 77  
International Commerce Centre  
1 Austin Road West  
Kowloon, Hong Kong

*Registered Office:*

Cricket Square, Hutchins Drive  
PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Notes:*

- (1) The AGM will be held in the form of a physical meeting. All resolutions at the AGM will be taken by poll pursuant to the Listing Rules and the Company's articles of association, except where the chairman of the meeting, in good faith, decides to allow a resolution that relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules and the Company's articles of association. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.meitu.com](http://www.meitu.com)) in accordance with the Listing Rules.
- (2) Any shareholder of the Company who is the holder of two or more shares and is entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his/her/its stead. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (3) In order to be valid, a 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 or authority, must be delivered at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the AGM (or any adjourned meeting thereof) if they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) Where there are joint holders of any share, any one of such joint holders may vote, either in person 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 the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (5) Shareholders who are entitled to attend, speak and vote at the AGM to be held on Friday, June 5, 2026 (or any adjournment thereof) are those whose names appear on the register of members of the Company on Friday, June 5, 2026 being the record date for determining entitlement to attend and vote at the AGM. The register of members of the Company will be closed from Tuesday, June 2, 2026 to Friday, June 5, 2026, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend and vote at the AGM (or any adjournment thereof). All transfers of shares of the Company accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Monday, June 1, 2026.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (6) If the Final Dividend is approved by the shareholders of the Company at the AGM, for the purpose of determining the entitlement to the proposed Final Dividend, the register of members of the Company will be closed from Thursday, June 11, 2026 to Monday, June 15, 2026, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed Final Dividend, all transfers of shares of the Company accompanied by the relevant share certificates and transfer forms must be duly completed and lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Wednesday, June 10, 2026.
- (7) If a tropical cyclone warning signal no. 8 or above, "extreme conditions" caused by a super typhoon or a black rainstorm warning signal is in force at any time between 8 a.m. and 11 a.m. (Hong Kong time) on the day of the AGM, the AGM will be adjourned or postponed. The Company will post an announcement on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.meitu.com](http://www.meitu.com)) to notify shareholders of the Company of the date, time and place of the adjourned or postponed meeting.
- (8) A circular containing further details concerning the proposed resolutions set out in this notice will be sent to all shareholders of the Company together with this notice.

*As at the date of this notice, the executive Director is Mr. WU Zeyuan (also known as Mr. WU Xinhong); the non-executive Directors are Mr. CHEN Jiarong and Mr. HONG Yupeng; the independent non-executive Directors are Mr. ZHOU Hao, Mr. LAI Xiaoling and Ms. POON Philana Wai Yin.*