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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;
- (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.

“**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;
- (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.”

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

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) and the Company (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.
- (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) and the Company (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.