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

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

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**MIXUE Group**  
**蜜雪冰城股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 2097)**

- (1) 2024 REPORT OF THE BOARD;**  
**(2) 2024 REPORT OF THE SUPERVISORY COMMITTEE;**  
**(3) 2024 AUDITED CONSOLIDATED FINANCIAL STATEMENTS;**  
**(4) 2024 ANNUAL REPORT;**  
**(5) PROPOSED RE-APPOINTMENT OF AUDITOR FOR 2025;**  
**(6) 2025 DIRECTORS' REMUNERATION PACKAGE;**  
**(7) 2025 SUPERVISORS' REMUNERATION PACKAGE;**  
**(8) PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE  
SHARES AND SALE OR TRANSFER OF TREASURY SHARES;**  
**(9) PROPOSED GRANTING OF GENERAL MANDATE  
TO REPURCHASE H SHARES;**  
**AND**  
**NOTICE OF THE ANNUAL GENERAL MEETING**

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The notice convening the Annual General Meeting of MIXUE Group to be held at Meeting Room, 7/F, Building A, Mixue Group Office Building, Southeast Corner of the Intersection of Putian West Road and Dongli South Road, Zhengdong New District, Zhengzhou, Henan Province, PRC on Monday, June 30, 2025 at 3:00 p.m. is set out on pages 15 to 20 of this circular.

A form of proxy for use at the Annual General Meeting are enclosed herewith and also published on both the websites of the Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.mxbc.com>). If you intend to appoint a proxy to attend the meeting, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the meeting (i.e. not later than 3:00 p.m. on Sunday, June 29, 2025 (Hong Kong time)) or any adjournment thereof (as the case may be). Completion, signing and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof.

References to time and dates in this circular are to Hong Kong time and dates.

Treasury Shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the Listing Rules, the Company shall, upon depositing any Treasury Shares in the CCASS, abstain from voting at any of its general meeting(s) in relation to those shares.

June 9, 2025

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## DEFINITIONS

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

“2024 Annual Report”	the annual report of the Company for the year ended December 31, 2024 published on April 23, 2025
“Annual General Meeting”	the annual general meeting of the Company to be held at Meeting Room, 7/F, Building A, Mixue Group Office Building, Southeast Corner of the Intersection of Putian West Road and Dongli South Road, Zhengdong New District, Zhengzhou, Henan Province, PRC on Monday, June 30, 2025 at 3:00 p.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting which is set out on pages 15 to 20 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors of the Company
“Business Day(s)”	the days, excluding Saturdays, Sundays or public holidays, on which the Stock Exchange is open for trading and banks in Hong Kong are open for business
“CCASS”	the Central Clearing and Settlement System, a securities settlement system established and operated by the HKSCC
“Company”	MIXUE Group (蜜雪冰城股份有限公司), a joint stock limited liability company incorporated in the PRC, the H Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign invested ordinary share(s) in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Stock Exchange and traded in Hong Kong dollars

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## DEFINITIONS

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“H Share Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase H Shares not exceeding 10% of the total number of H Shares (excluding Treasury Shares, if any) in issue as at the date of passing the proposed resolution approving the H Share Repurchase Mandate at the Annual General Meeting, details of which are set out in the notice of the Annual General Meeting
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general mandate to exercise the power of the Company to allot, issue or deal with Shares (including any sale or transfer of Treasury Shares) not exceeding 20% of the total number of Shares (excluding Treasury Shares, if any) in issue as at the date of passing the proposed resolution approving the Issue Mandate at the Annual General Meeting, details of which are set out in the notice of the Annual General Meeting
“Latest Practicable Date”	June 4, 2025, being the latest practicable date prior to the publication of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“PRC”	the People’s Republic of China, unless the context requires otherwise, excluding, for the purposes of this circular only, the regions of Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan of the People’s Republic of China
“Remuneration Committee”	remuneration committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of RMB1.00 each in the capital of the Company comprising the Unlisted Shares and the H Shares
“Shareholder(s)”	holder(s) of Share(s)

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## DEFINITIONS

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules as amended from time to time
“Unlisted Shares”	ordinary Share(s) issued by the Company with a nominal value of RMB1.00 each which is/are not listed on any stock exchange

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## LETTER FROM THE BOARD

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### MIXUE Group 蜜雪冰城股份有限公司

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
(Stock Code: 2097)

*Executive Directors:*

Mr. Zhang Hongchao (*Chairman*)  
Mr. Zhang Hongfu  
Ms. Cai Weimiao  
Ms. Zhao Hongguo

*Independent Non-executive Directors:*

Ms. Poon Philana Wai Yin  
Mr. Chu Gary Hsi  
Mr. Huang Sidney Xuande

*Registered office and headquarters  
in the PRC:*

Room 16004  
Hanhai Beijin Commerce Center  
Beisanhuan South and Wenhua Road East  
Jinshui District, Zhengzhou  
Henan Province, PRC

*Principal Place of Business in Hong Kong:*

Room 1912, 19/F  
Lee Garden One  
33 Hysan Avenue, Causeway Bay  
Hong Kong

June 9, 2025

*To the Shareholders*

Dear Sir/Madam,

- (1) 2024 REPORT OF THE BOARD;**
  - (2) 2024 REPORT OF THE SUPERVISORY COMMITTEE;**
  - (3) 2024 AUDITED CONSOLIDATED FINANCIAL STATEMENTS;**
  - (4) 2024 ANNUAL REPORT;**
  - (5) PROPOSED RE-APPOINTMENT OF AUDITOR FOR 2025;**
  - (6) 2025 DIRECTORS' REMUNERATION PACKAGE;**
  - (7) 2025 SUPERVISORS' REMUNERATION PACKAGE;**
  - (8) PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES AND SALE OR TRANSFER OF TREASURY SHARES;**
  - (9) PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE H SHARES;**
- AND**
- NOTICE OF THE ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### **I. INTRODUCTION**

The purpose of this circular is to provide you with information in respect of certain resolutions to be considered at the Annual General Meeting, so as to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the Annual General Meeting.

In order to enable you to have a better understanding of the resolutions to be proposed at the Annual General Meeting and to make an informed decision in the circumstance where sufficient and necessary information is available, we have provided detailed information to Shareholders in this circular.

### **II. RESOLUTIONS**

#### **1. 2024 Report of the Board**

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the report of the Board for the year ended December 31, 2024, the full text of which is set out in the 2024 Annual Report.

#### **2. 2024 Report of the Supervisory Committee**

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the report of the Supervisory Committee for the year ended December 31, 2024, the full text of which is set out in the 2024 Annual Report.

#### **3. 2024 Audited Consolidated Financial Statements**

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the audited consolidated financial statements for the year ended December 31, 2024, the full text of which is set out in the 2024 Annual Report.

#### **4. 2024 Annual Report**

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the 2024 Annual Report. The 2024 Annual Report has been published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<https://www.mxbc.com/>).

#### **5. Re-appointment of Auditor of the Company for 2025**

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the re-appointment of Ernst & Young as the auditor of the Company for the year ending December 31, 2025, to hold office from the date of approval at the Annual General Meeting until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine its remuneration with reference to the audit workload and market prices.

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## LETTER FROM THE BOARD

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### **6. 2025 Directors' Remuneration Package**

An ordinary resolution will be proposed at the Annual General Meeting to approve the Directors' remuneration package for the year ending December 31, 2025. The remuneration of executive Directors shall be determined based on their positions within the Company and in accordance with the Company's remuneration management policies, and they shall not receive additional remuneration in their capacity as Directors. Each independent non-executive Director shall receive an annual director's fee of RMB400,000 from the Company which is determined based on, among other things, the responsibilities of each of the independent non-executive Directors, and the prevailing market rate of companies of comparable size and similar operations.

### **7. 2025 Supervisors' Remuneration Package**

An ordinary resolution will be proposed at the Annual General Meeting to approve the Supervisors' remuneration package for the year ending December 31, 2025. The remuneration of Supervisors shall be determined based on their positions within the Company and in accordance with the Company's remuneration management policies, and they shall not receive additional remuneration in their capacity as Supervisors.

### **8. Proposed Granting of General Mandate to Issue Shares and Sale or Transfer of Treasury Shares**

In order to ensure flexibility and discretion to the Board, in the event that it becomes desirable to issue any Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for a general mandate to issue additional Shares. At the Annual General Meeting, a special resolution will be proposed to grant a general mandate to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with Shares (including the sale or transfer of Treasury Shares) in the share capital of the Company up to 20% of all the issued Shares (excluding Treasury Shares, if any) as at the date of the passing of the proposed special resolution in relation to such general mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised of 379,618,800 Shares, including 228,735,742 Unlisted Shares and 150,883,058 H Shares. Subject to the passing of the proposed special resolution contained in item 8 of the notice of Annual General Meeting and on the basis that no further Shares will be issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue and resell or transfer a maximum of 75,923,760 Treasury Shares. The general mandate shall be effective from the time the relevant special resolution is passed 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 or other applicable laws, rules and regulations to be held; or (iii) the revocation or variation of the authority given under the above-mentioned resolution by a special resolution of the Shareholders in a general meeting.



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## LETTER FROM THE BOARD

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The Board will only exercise its power under the Issue Mandate in accordance with the Listing Rules, and the applicable laws, rules and regulations of government and regulatory bodies of the PRC and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC authorities are obtained.

### **9. Proposed Granting of General Mandate to Repurchase H Shares**

In order to ensure flexibility and discretion to the Board, in the event that it becomes desirable to repurchase any H Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for a general mandate to repurchase H Shares. At the Annual General Meeting, a special resolution will be proposed to grant a general mandate to the Directors to exercise the powers of the Company to repurchase H Shares in the share capital of the Company up to 10% of issued H Shares (excluding Treasury Shares, if any) as at the date of the passing of the proposed special resolution in relation to such general mandate.

The Company Law of the PRC (to which the Company is subject to) provides that a joint stock limited company incorporated in the PRC may not repurchase its shares unless such repurchase is effected for the purpose of (a) reducing its registered capital; (b) in connection with a merger between itself and another entity that holds its shares; (c) using shares for employee stock ownership plan or share incentives; (d) the repurchase is made at the request of its shareholders who disagree with shareholders' resolutions in connection with a merger or division of the company; (e) the repurchased shares are used for the corporate bonds convertible into shares of the listed company; or (f) the repurchase is necessary for maintaining the value of the listed company and the interests of its shareholders. The Articles of Association provides that subject to the approval of the relevant regulatory authorities and compliance with the Articles of Association, share repurchase may be effected by the Company for the purposes of (a) reducing its share capital; (b) merging with other companies holding the shares of the Company; (c) using the shares as an employee stock ownership plan or equity incentive plan; (d) at the request of its shareholders who disagree with shareholders' resolutions in connection with a merger or division of the Company; (e) using the shares for conversion of convertible corporate bonds issued by the Company; (f) maintaining the Company's value and protecting the shareholders' interests; or (g) in circumstances permitted by law or administrative regulations.

The Listing Rules permit shareholders of a joint stock limited company duly incorporated in the PRC to grant a general mandate to its directors to repurchase H shares of such company that are listed on the Stock Exchange. Such mandate is required to be given by way of a special resolution passed by shareholders in general meeting.

As the H Shares are traded on the Stock Exchange in Hong Kong dollars, the amount payable by the Company upon any repurchase of its H Shares will, therefore, be paid in Hong Kong dollars.

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## LETTER FROM THE BOARD

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In accordance with the requirements of the Articles of Association applicable to capital reduction, the Company is required to prepare a balance sheet and an inventory of assets upon the reduction of its registered capital. The Company will have to notify its creditors of the passing of such special resolution and the reduction of the registered capital of the Company that would occur should the Company decide to exercise the H Share Repurchase Mandate. Such notification should be given in writing to the Company's creditors and be published by way of an announcement within 10 days and 30 days after the passing of such special resolution, respectively. Creditors then have a period of up to 30 days after receipt of the Company's written notification or if no such notification has been received, up to 45 days after the publication of the announcement to require the Company to repay amounts due to them or to provide guarantees thereof. The registered capital of the Company after the capital reduction shall not be lower than the statutory minimum level required by laws.

The H Share Repurchase Mandate will be conditional upon: (a) the passing of the special resolution approving the grant of the H Share Repurchase Mandate at the Annual General Meeting; (b) the obtaining of the approvals of the relevant regulatory authorities as required by the laws, rules and regulations of the PRC (if applicable); and (c) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure under the Articles of Association.

If the Company determines to repay any amount to any of its creditors in the circumstances described under condition (c) above, it expects to do so out of its internal generated fund. If the conditions are not fulfilled, the H Share Repurchase Mandate will not be exercised by the Directors.

The H Share Repurchase Mandate, if approved at the Annual General Meeting, would expire on the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of the relevant resolution;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws, rules and regulations to be held; or
- (c) the date on which the authority set out in the relevant resolution approved at a general meeting is revoked or varied by a special resolution of the Shareholders in a general meeting.

The Directors wish to state that they have no immediate plan to repurchase any H Shares pursuant to the H Share Repurchase Mandate. An explanatory statement containing all relevant information relating to the H Share Repurchase Mandate is set out in Appendix I to this circular. The information in the explanatory statement is to provide you with the information

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## LETTER FROM THE BOARD

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reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the H Share Repurchase Mandate. A special resolution will be proposed at the Annual General Meeting in relation to the grant of the H Share Repurchase Mandate to the Directors, details of which are set out in special resolution (9) of the notice of the Annual General Meeting.

### III. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting to be held at Meeting Room, 7/F, Building A, Mixue Group Office Building, Southeast Corner of the Intersection of Putian West Road and Dongli South Road, Zhengdong New District, Zhengzhou, Henan Province, PRC on Monday, June 30, 2025 at 3:00 p.m. is set out on pages 15 to 20 of this circular.

In order to determine the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, June 25, 2025 to Monday, June 30, 2025, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, holders of the H shares whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, June 24, 2025 (Hong Kong time).

A form of proxy for use at the Annual General Meeting are enclosed herewith and also published on both the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.mxbc.com>). If you intend to appoint a proxy to attend the Annual General Meeting, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Annual General Meeting (i.e. at or before 3:00 p.m. on Sunday, June 29, 2025 (Hong Kong time)) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting.

### IV. VOTING BY POLL

As at the Latest Practicable Date, to the best of the knowledge, information and belief of the Directors after having made all reasonable inquiries, no Shareholder will be required to abstain from voting at the Annual General Meeting.

Pursuant to Rule 13.39(4) of the Listing Rules, at any general meeting a resolution put to the vote of the meeting is to be decided by way of a poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions set out in the notice of Annual General Meeting will be decided by way of a poll. On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised

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## LETTER FROM THE BOARD

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representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Treasury Shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the Listing Rules, the Company shall, upon depositing any Treasury Shares in the CCASS, abstain from voting at any of its general meeting(s) in relation to those shares. As at the Latest Practicable Date, no Treasury Shares were held by the Company, and no treasury shares were repurchased but pending cancellation.

### V. RECOMMENDATION

The Board considers that each of the matters to be put to the Shareholders for voting at the Annual General Meeting are in the interests of the Company and its shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of all the resolutions at the Annual General Meeting as set forth in the notice of the Annual General Meeting.

### VI. RESPONSIBILITY STATEMENT

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

### VII. MISCELLANEOUS

The Chinese text of this circular shall prevail over the English text for the purpose of interpretation in case of any inconsistency.

Yours faithfully,  
For and on behalf of the Board  
**MIXUE Group**  
**Mr. Zhang Hongfu**  
*Executive Director and Chief Executive Officer*

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information for them to make an informed decision on whether to vote for or against a special resolution to be proposed at the Annual General Meeting in relation to the H Share Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company consisted of 228,735,742 Unlisted Shares with a nominal value of RMB1.00 each and 150,883,058 H Shares with a nominal value of RMB1.00 each. There was no Share which is held as Treasury Shares.

### **2. REASONS FOR REPURCHASE OF H SHARES**

The Directors believe that the granting of the H Share Repurchase Mandate is in the best interest of the Company and its Shareholders. Subject to market conditions and funding arrangements at the time, the repurchase of H Shares may increase the net asset value per share and/or earnings per share and will only be made where our Directors believe that such repurchase will benefit the Company and Shareholders.

### **3. EXERCISE OF H SHARE REPURCHASE MANDATE**

Upon the passing of the special resolution set out in the notice of the Annual General Meeting, the Directors will be granted the H Share Repurchase Mandate which takes effect until the Relevant Period (as defined in the notice of Annual General Meeting). In addition, the H Share Repurchase Mandate is subject to obtaining approval from the relevant regulatory authorities in China in accordance with the laws, regulations and rules of the PRC.

As at the Latest Practicable Date, assuming that the H Share Repurchase Mandate will only require approval at the Annual General Meeting, the full exercise of the H Share Repurchase Mandate will result in a repurchase of up to 15,088,305 H Shares, assuming that the Company will not allot and issue or repurchase H Shares during the period from the Latest Practicable Date to the date of the Annual General Meeting, which shall be subject to compliance with the minimum public float requirement as required by the Stock Exchange.

### **4. FUNDING OF REPURCHASE**

In repurchasing H Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the laws of the PRC and/or any other applicable laws, as the case may be.

In accordance with the laws of the PRC or administrative regulations and subject to the approval of relevant authority, the Company is entitled by its Articles of Association to repurchase H Shares. The Company shall not repurchase H 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.

## 5. IMPACT OF REPURCHASE

The Directors are of the view that, in the light of the financial position disclosed in the most recently published audited accounts of the Company for the year ended December 31, 2024, there will not be any material adverse impact on the Company's working capital or gearing levels in the event of the exercise of the H Share Repurchase Mandate in full at any time during the Relevant Period. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors in due course with the circumstances then prevailing considered and in the best interests of the Company.

## 6. STATUS OF REPURCHASED H SHARES

The Listing Rules provide that the listing of all the H Shares repurchased by the Company shall be held as treasury shares or cancelled. The Company may cancel any H Shares it repurchased and/or hold them as treasury shares subject to market conditions and its capital management needs at the relevant time of the repurchases as well as applicable laws and regulations. Should the H Shares repurchased by the Company be cancelled, all the relevant share certificates shall be cancelled and destroyed and the Company will ensure that the documents of title of the repurchased H Shares are cancelled and destroyed as soon as practicable following settlement of any such repurchase. Should the H Shares repurchased by the Company be held as treasury shares, the listing of all H Shares which are held as treasury shares shall be retained, and the Company will ensure that the treasury shares are appropriately identified, segregated and retained in accordance with applicable laws and regulations.

## 7. PRICES OF H SHARES

The highest and lowest prices per H Share at which H Shares have traded on the Stock Exchange during the period from March 3, 2025 (the date on which the H Shares were listed on the Stock Exchange) to the Latest Practicable Date (inclusive) are as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2025</b>		
March ( <i>from March 3, 2025</i> )	471.80	256.00
April	533.00	333.00
May	579.00	437.00
June ( <i>up to the Latest Practicable Date</i> )	618.00	546.00

**8. GENERAL INFORMATION**

Each of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) currently does not intend to sell any H Shares to the Company following the approval by the Shareholders of granting the H Share Repurchase Mandate.

The Directors will exercise the power of the Company to repurchase H Shares pursuant to the H Share Repurchase Mandate in compliance with the Listing Rules and applicable laws of the PRC.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the granting of the H Share Repurchase Mandate is approved by the Shareholders.

The Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

The Company may cancel such H Shares repurchased or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

**9. TAKEOVERS CODE**

If, as a result of any repurchase of H Shares pursuant to the H Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase in proportionate interest will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate his/her/its/their control of the Company and thereby becoming obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Zhang Hongchao and Mr. Zhang Hongfu, being the controlling Shareholders of the Company (as defined in the Listing Rules) control or are entitled to control the voting rights of 155,617,211 Shares and 155,617,211 Shares directly and through Qingchun Wuwei and Shiyu Zuxia respectively, which account for approximately 40.99% and 40.99% of the Company's total issued share capital. The Board is not aware that any repurchases to be made under the general mandate to repurchase H Shares will incur any consequences which will arise under the Takeovers Code and/or any similar applicable law. Moreover, the Board will not make H Shares repurchase on the Stock Exchange under the general mandate to repurchase H Shares if the repurchase will result in the total number of H Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

#### **10. H SHARES REPURCHASE MADE BY THE COMPANY**

The Company had not repurchased any H Shares (whether on the Stock Exchange or otherwise) from March 3, 2025 (the date of listing of H Shares on the Stock Exchange) up to and including the Latest Practicable Date.



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## NOTICE OF ANNUAL GENERAL MEETING

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### MIXUE Group 蜜雪冰城股份有限公司

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
(Stock Code: 2097)

Notice is hereby given that the Annual General Meeting of MIXUE Group (the “**Company**”) will be held at Meeting Room, 7/F, Building A, Mixue Group Office Building, Southeast Corner of the Intersection of Putian West Road and Dongli South Road, Zhengdong New District, Zhengzhou, Henan Province, PRC on Monday, June 30, 2025 at 3:00 p.m. for the following purposes:

#### AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors (the “**Board**”) of the Company for the year ended December 31, 2024.
2. To consider and approve the report of the supervisors committee of the Company for the year ended December 31, 2024.
3. To consider and approve the audited consolidated financial statements for the year ended December 31, 2024.
4. To consider and approve the annual report of the Company for the year ended December 31, 2024.
5. To consider and approve the re-appointment of Ernst & Young as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to determine their remuneration.
6. To consider and approve the Company’s directors’ remuneration package for the year ending December 31, 2025.
7. To consider and approve the Company’s supervisors’ remuneration package for the year ending December 31, 2025.

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## NOTICE OF ANNUAL GENERAL MEETING

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### AS SPECIAL RESOLUTIONS

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

**“THAT:**

- (1) the Board be granted an unconditional general mandate to issue, allot or otherwise deal with additional shares (including sale or transfer of treasury shares) in the capital of the Company, and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations, in respect thereof, subject to the following conditions:

- (a) the aggregate amount of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Board pursuant to the mandate above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company; and
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment 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,

shall not exceed 20% of the aggregate number of total Shares of the Company (excluding treasury shares, if any) in issue as at the date of passing this resolution; and

- (b) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;

For the purpose of this resolution:

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

- A. the conclusion of the next annual general meeting of the Company;

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## NOTICE OF ANNUAL GENERAL MEETING

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- B. 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 other applicable laws to be held; or
- C. the revocation or variation of the authority given under the above-mentioned resolution by a special resolution of the Shareholders in a general meeting;

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).

- (2) subject to the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorised to:
  - (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares or sale or transfer of treasury shares including, without limitation, determining the time and place of issue, making all necessary applications to the relevant authorities, and entering into an underwriting agreement (or any other agreements);
  - (b) determine the use of proceeds and to make all necessary filings and registrations with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate); and
  - (c) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increase of capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdiction (as appropriate) and to make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increase and any other resultant changes in the registered capital of the Company.”

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## NOTICE OF ANNUAL GENERAL MEETING

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

**“THAT:**

- (a) the general mandate that H Shares in issue of the Company are repurchased by the Board of Directors at its discretion and in a timely manner, subject to the fluctuation and changes of the capital markets and the share price of the Company during the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the total amount of repurchase of H Shares that were publicly issued by the Company shall not exceed 10% of the total number of the Company’s H Shares (excluding treasury shares, if any) in issue as at the date of passing of this resolution at the Annual General Meeting (i.e. the total amount of H Shares repurchased shall not exceed 10% of the total number of H Shares in issue as at the date of passing of this resolution at the Annual General Meeting).

The funds of repurchase are funds which fulfill the requirements of regulatory policies and regulations, including self-owned funds and self-raised funds. The articles of association of the Company confer the Company rights to repurchase H Shares. The funds of repurchase include internal resources of the Company that can be legally allocated for such purpose in accordance with the articles of association and applicable PRC laws, rules and regulations;

- (c) to formulate, approve and implement specific repurchase plan, including but not limited to the price, type, batch, amount and time of execution of the repurchase of shares, as well as to handle the relevant procedures, such as notifying the creditors of the Company and publishing announcements and dealing with matters relating to the exercise of their rights by creditors (if involved) in accordance with the provisions of the Company Law of the People’s Republic of China and the articles of association, and signing other documents or agreements relevant to the repurchase of shares;
- (d) if applicable, carry out the cancellation procedures for repurchased H Shares, reduce the registered capital, and make amendments which it deems appropriate to the Articles of Association of the Company to reflect the relevant provisions such as the total share capital and shareholding structure of the Company, and carry out the relevant statutory registrations and filings procedures at home and abroad; or if applicable, carry out the necessary procedures for converting the repurchased H Shares as treasury shares, and make amendments which it deems appropriate to the Articles of Association of the Company to reflect the relevant provisions such as the total share capital and shareholding structure of the Company, and carry out the relevant statutory registrations and filings procedures at home and abroad;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (e) if there are new provisions in laws and regulations or from the securities regulatory authorities relating to the share repurchase policies, or if there are changes in market conditions, unless it is required under the relevant laws and regulations, requirements of the regulators or the articles of association of the Company for a re-vote by the general meeting(s), the Board may adjust the plan for repurchase and continue to deal with relevant matters of repurchase of shares in accordance with requirements of relevant laws and regulations and regulators as well as the market conditions and the actual situation of the Company; and
- (f) for the purpose of this resolution:

“H Shares” means the overseas listed foreign invested ordinary share in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Stock Exchange and traded in Hong Kong dollars;

“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 other applicable laws, rules and regulations to be held; or
- iii. the revocation or variation of the authority given under the above-mentioned resolution by a special resolution of the Shareholders in a general meeting.

By Order of the Board

**MIXUE Group**

**Mr. Zhang Hongfu**

*Executive Director and Chief Executive Officer*

Hong Kong, June 9, 2025

*As of the date of this notice, the Board comprises: (i) Mr. Zhang Hongchao, Mr. Zhang Hongfu, Ms. Cai Weimiao and Ms. Zhao Hongguo as executive Directors and (ii) Ms. Poon Philana Wai Yin, Mr. Chu Gary Hsi and Mr. Huang Sidney Xuande as independent non-executive Directors.*

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the articles of association of the Company and the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Wednesday, June 25, 2025 to Monday, June 30, 2025, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, holders of the H shares whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, June 24, 2025 (Hong Kong time) for registration.
3. For the avoidance of doubt and for the purposes of the Listing Rules, holders of Treasury Shares (if any) are not entitled to vote at the Company's general meetings.
4. A shareholder entitled to attend and vote at the Annual General Meeting may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company. Where a shareholder appoints more than one proxy, his proxies can only vote on a poll.
5. The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised. If the shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised attorney(ies). If that instrument is signed by an attorney of a shareholder, the power of attorney or other document authorising that attorney to sign must be notarised.
6. In order to be valid, the form of proxy together with the notarised power of attorney or other authorisation document (if any) must be deposited at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time fixed for the meeting (i.e. not later than at or before 3:00 p.m. on Sunday, June 29, 2025 (Hong Kong time)).
7. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointer, or the revocation of the proxy or of the authority under which the form of proxy was signed, or the transfer of shares in respect of which the proxy is given, provided that no notice in writing of these matters shall have been received by the Company prior to the commencement of the Annual General Meeting.
8. In accordance with the Company's articles of association, where two or more persons are registered as the joint holders of any share, only the person whose name appears first in the register of members shall be entitled to receive this notice, and this notice, when served on such person, shall be deemed to have been given to all joint holders of such share.
9. Shareholders or their proxies shall produce their identification documents for inspection when attending the Annual General Meeting.