

NOTICE OF GENERAL MEETING

Honye Financial Services Ltd 鸿越金融服务有限公司

(incorporated in the Cayman Islands with limited liability and registered number 336262)

NOTICE IS HEREBY GIVEN that a General Meeting ("**Meeting**") of Honye Financial Services Ltd 鸿越金融服务有限公司 (the "**Company**") will be held as a closed meeting at Troutman Pepper Locke UK LLP, 201 Bishopsgate, London EC2M 3AB on 19 June 2025 at 10.00a.m. (UK time) 5.00p.m. (Beijing time) for the purpose of considering and, if thought fit, passing the following Resolutions. In accordance with the Company's articles of association ("**Articles**"), Resolutions 1, 2 and 3 will be proposed as special resolutions. Voting on all Resolutions will be conducted by way of proxy vote, rather than by poll.

Pursuant to Articles 12.11 and 13.6, as not all Shareholders will be able to attend the meeting at one location, the meeting will be held by way of conference call. Any member wishing to participate in the meeting should therefore do so by joining the conference call on 19 June 2025 at 10.00a.m. (UK time) 5.00p.m. (Beijing time). Shareholders should contact the Company's Director Yu Xing (Terry) Liu via email at lyxterry@126.com as soon as possible, and in any event by close of business on 17 June 2025 at 10.00a.m. (UK time) 5.00p.m. (Beijing time), by email, in order to be given the conference call details.

SPECIAL RESOLUTIONS

- 1** **THAT**, the Directors of the Company be generally and unconditionally authorised to exercise all the powers of the Company to issue and allot shares in the Company and to grant rights to subscribe for, or convert any security into such shares in the Company as if Article 2.3 (a) to (f) (inclusive) did not apply to such allotments, provided that the power is limited to an aggregate nominal amount of £1,239,130.43 in respect of 123,913,043 new ordinary shares in the Company provided that such power shall expire on the earlier of (i) the close of business (London Time) on the completion of a transaction by the Company constituting a 'reverse takeover' for the purposes of the Listing Rules of the Financial Conduct Authority ("**Reverse Takeover**"); (ii) the conclusion of the next annual general meeting of the Company or (iii) the expiration of the period within which the next annual general meeting of the Company is required by its memorandum and Articles, the Companies Act (Revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held, unless renewed, varied or revoked by the Company prior to or on such date save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted after expiry and the Directors may allot shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.
- 2** **THAT**, the Directors of the Company be generally and unconditionally authorised to exercise all the powers of the Company to issue and allot shares in the Company and to grant rights to subscribe for, or convert any security into such shares in the Company as if Article 2.3 (a) to (f) (inclusive) did not apply to such allotments, provided that the power is limited to an aggregate nominal amount of £148,584.40 in respect of 14,858,440 new ordinary shares in the Company, provided that such power shall expire on the earlier of (i) the conclusion of the next annual general meeting of the Company or (ii) the expiration of the period within which the next annual general meeting of the Company is required by its memorandum and Articles, the Companies Act (Revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held, unless renewed, varied or revoked by the Company prior to or on such date save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted after expiry and the Directors may allot shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

- 3** **THAT**, subject to the proposed new name conforming with section 30 of the Companies Act (Revised) of the Cayman Islands, the Company change its name to Zoyo Limited in connection with the proposed Reverse Takeover of Zoyo Capital Limited, as announced on 9 June 2021, and that the change of name take effect on the publication of a prospectus in connection with the proposed Reverse Takeover of Zoyo Capital Limited.

The Directors consider that the proposed Resolutions are in the best interests of the Company and its Existing Shareholders as a whole. Accordingly, the Directors unanimously recommend the Existing Shareholders to vote in favour of the Resolutions to be proposed by way of proxy vote at the General Meeting, as those Directors who are shareholders in the Company intend to do in respect of their own beneficial holdings which amount, in aggregate, to 1,447,966 Ordinary Shares, representing approximately 5.9 per cent. of the Company's existing ordinary shares.

BY ORDER OF THE BOARD

Shaun Carew-Wootton

Chairman

Registered Office:
Ogier Global (Cayman) Limited
89 Nexus Way
Camana Bay
Grand Cayman KY1-9009
Cayman Islands

DATED 2 June 2025

NOTES:

1. As a member of the Company, you are entitled to appoint another person as proxy to exercise all or any of your rights to vote at the Meeting and you should have received a proxy form with this notice of Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. The Company will arrange for Shareholders to have access to the meeting via an audio-conference facility, if you wish to access the meeting electronically, please contact the Company's Director Yu Xing (Terry) Liu via email at lyxterry@126.com as soon as possible, and in any event by close of business on 17 June 2025 at 10.00a.m. (UK time) 5.00p.m. (Beijing time), by email, in order to be given the conference call details. Shareholders accessing the Meeting via the audio-conference facility should register their votes in advance via submitting a proxy in accordance with the notes below.
3. Shareholders who are unable to attend the Meeting and would like to ask a question relating to the business of the Meeting can submit them not later than close of business on 17 June 2025 at 10.00a.m. (UK time) 5.00p.m. (Beijing time), by email to Yu Xing (Terry) Liu at lyxterry@126.com.

Proxy Appointments

4. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. To appoint the Chairman of the Meeting or another person as your proxy insert their full name into the proxy form. **As the Meeting is to be held as a closed meeting, shareholders must appoint the Chairman of the Meeting as their proxy in order for their vote to count. If someone other than the Chairman is appointed then their vote will not be capable of being exercised. Further details are set out below.**
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's Registrar, Computershare Investor Services (Cayman) Limited at c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. We strongly advise shareholders to appoint the Chairman of the Meeting as their only proxy. Further details are set out below.
6. If you do not give your proxy an indication of how to vote on any Resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting as he or she thinks fit) in relation to any other matter which is put before the Meeting.
7. The notes to the proxy form explain how to direct your proxy how to vote on each Resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be: a. completed and signed (with any alteration or deletion signed and initialled); and b. received not later than 48 hours before the time of the Meeting (or any adjournment thereof). In the case of a member who is a company, the proxy form must be signed on its behalf by an officer of the company or any attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
8. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

9. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Company's Depositary, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
10. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's Registrar, Computershare Investor Services (Cayman) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, or by emailing externalproxyqueries@computershare.co.uk. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the Company no later than 48 hours before the time of the Meeting (or any adjournment thereof).
11. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Depositary Interests

12. To be effective, Forms of Instruction relating to depositary interests must be lodged at the offices of Computershare Investor Services PLC at: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 16 June 2025 at 10.00a.m. (UK time) 5.00p.m. (Beijing time) (being 72 hours before the time appointed for holding the meeting).
13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual (available via www.euroclear.com/en/about/our-rules.html). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
14. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company's agent (ID number 3RA50) no later than 16 June 2025 at 10.00a.m. (UK time) 5.00p.m. (Beijing time) (being 72 hours before the time appointed for holding the Meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST application host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

15. The Company may treat as invalid an appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
16. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting system provider(s) are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

Miscellaneous

17. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered in the Company's register of members at 17 June 2025 at 10.00a.m. (UK time) 5.00p.m. (Beijing time) (or in the case of adjournment 48 hours before the time of the adjourned Meeting) will be entitled to vote at the Meeting. Changes to entries in the register of members after that time shall be disregarded in determining the right of any person to vote at the Meeting.
18. As at 30 May 2025 (being the last practicable date prior to the publication of this Notice), the Company's issued ordinary share capital was 24,671,350 Ordinary Shares. The Company holds no ordinary shares in treasury therefore the total voting rights as at 30 May 2025 were 24,671,350.
19. You may not use any electronic address provided within this Notice or any related documents (including the proxy form) to communicate with the Company other than as expressly stated.
20. Except as provided above, members who have general queries about the Meeting should contact Computershare on 0370 702 0000 if calling from within the United Kingdom, or if calling from outside of the United Kingdom on +44 (0) 370 702 0000 (no other methods of communication will be accepted). Lines are open between 8:30am to 5:30pm, Monday to Friday, excluding public holidays in England and Wales.
21. A copy of this Notice can be found at <https://honyefinance.com/>.