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德祥云算

ITC Neocloud Group Limited

德祥新云算力集团有限公司

(Formerly known as ITC Properties Group Limited 德祥地產集團有限公司)

(Incorporated in Bermuda with limited liability)

(Stock Code: 199)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “**Meeting**”) of ITC Neocloud Group Limited (the “**Company**”) will be held as a virtual meeting via Vistra’s online platform (the “**Vistra eVoting Portal**”) on 5 November 2026 (Thursday) at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTION

1. To approve and confirm the appointment of ZHONGHUI ANDA CPA Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company, and that the board of directors of the Company be and is hereby authorised to fix its remuneration.

By Order of the Board
ITC Neocloud Group Limited
He Xuechu
Joint Chairman

Hong Kong, 20 October 2026

Registered office:
Richmond House
12 Par-la-Ville Road
Hamilton HM 08
Bermuda

Principal place of business in Hong Kong:
30/F., Bank of America Tower
12 Harcourt Road
Central
Hong Kong

Notes:

1. At the Meeting, the above resolution will be put to the vote by way of a poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the bye-laws of the Company.
2. The Meeting will be a virtual meeting. Registered shareholders are entitled to attend the Meeting online through the Vistra eVoting Portal with the personalised login and access code provided by the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, by post. Registered shareholders attending the Meeting through the Vistra eVoting Portal will be able to vote and submit questions online. For non-registered shareholders whose shares are held by banks, brokers, custodians or HKSCC Nominees Limited who wish to attend the Meeting online, they should consult their banks, brokers, custodians or HKSCC Nominees Limited (as the case may be) for the necessary arrangements and the personalised login and access code will be sent to them upon receipt of request through the banks, brokers, custodians or HKSCC Nominees Limited. A shareholder of the Company who is the holder of two or more shares of the Company (the “**Shares**”) may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Meeting. A proxy need not be a shareholder of the Company. In addition, a proxy or proxies representing either a shareholder of the Company who is an individual or a shareholder of the Company which is a corporation shall be entitled to exercise the same power on behalf of the shareholder of the Company which he/she or they represent(s) as such shareholder of the Company could exercise.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her/its attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
4. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Meeting or any adjourned meeting thereof at which the person named in the instrument proposes to vote and, in default, the instrument of proxy shall not be treated as valid.
5. In addition to the physical submission of the proxy form, registered shareholders have the option to submit their proxy appointment electronically through the Vistra eVoting Portal (<https://evoting.vistra.com/#/199>) from 20 October 2026 (Tuesday) up to 11:00 a.m. on 3 November 2026 (Tuesday). Details regarding the submission of proxy form electronically including login details to access the Vistra eVoting Portal are included in the Company’s notification letter to registered shareholders dated 20 October 2026.
6. Completion and return of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending, submitting questions and voting at the Meeting or any adjournment thereof or on the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
7. 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 the Share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the Meeting the vote of the senior 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.

8. For the purpose of ascertaining the entitlement of shareholders (except for holders of treasury shares of the Company, if any) to attend, submit questions and vote at the Meeting, the register of members of the Company will be closed from 2 November 2026 (Monday) to 5 November 2026 (Thursday) (both dates inclusive), during which period no transfer of Shares will be registered, and the record date is 5 November 2026 (Thursday). In order to be eligible to attend, submit questions and vote at the Meeting, shareholders of the Company must lodge all transfer documents accompanied by the relevant share certificates with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at the abovementioned address for registration by no later than 4:30 p.m. on 30 October 2026 (Friday).

As at the date of this notice, the directors of the Company (“**Director(s)**”) are as follows:

Executive Directors:

Mr. Cheung Hon Kit (*Joint Chairman*), Mr. He Xuechu (*Joint Chairman*), Dr. Chan Kwok Keung, Charles (*Joint Vice Chairman*), Mr. Chan Yiu Lun, Alan, Mr. Law Hon Wa, William (*Chief Financial Officer*), Mr. Wu Yao, Mr. Cao Xinwei

Independent Non-executive Directors:

Mr. Pang, Anthony Ming-tung, Mr. Chan Chun Hung, Vincent, Mr. Xue Meng, Ms. Wang Siyan, Ms. Kong Shanna

In case of any inconsistency, the English version of this notice shall prevail over the Chinese version.