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If you are in doubt as to any aspect about this circular, 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 **Net-A-Go-Technology Company Limited**, you should at once hand this circular and the form of proxy enclosed herein 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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NET-A-GO TECHNOLOGY COMPANY LIMITED

網譽科技有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1483)

**PROPOSED RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND
APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Net-A-Go-Technology Company Limited (the "Company") to be held at Suite 1201, 12/F, 1111 King's Road, Taikoo Shing, Hong Kong on Thursday, 26 June 2025, at 11:30 a.m. is set out on pages 16 to 21 of this circular.

Whether or not you are able to attend the annual general meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion 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 should you so wish.

2 June 2025

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Suite 1201, 12/F, 1111 King’s Road, Taikoo Shing, Hong Kong on Thursday, 26 June 2025, at 11:30 a.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice dated 2 June 2025 for convening the AGM and included herein
“Articles” or “Articles of Association”	the articles of association of the Company currently in force
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors (including Independent Non-executive Directors)
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Companies Act”	the Companies Act, Chapter 22 (Act 3 of 1961 as consolidated and revised) of the Cayman Islands
“Company”	Net-A-Go Technology Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange (stock code: 1483)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCCN”	HKSCC Nominees Limited, which is a wholly-owned subsidiary of Hong Kong Securities Clearing Company Limited

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate to the Directors to allot and issue Shares (including any sale or transfer of any treasury Shares) with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of approval of the mandate
“Latest Practicable Date”	28 May 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum and Articles of Association”	the Memorandum of Association and the Articles of Association
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purposes of this circular
“Repurchase Mandate”	a general mandate to the Directors to repurchase Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of approval of the mandate
“SFO”	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“treasury Share(s)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.

LETTER FROM THE BOARD



NET-A-GO TECHNOLOGY COMPANY LIMITED

網譽科技有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1483)

Executive Directors:

Mr. Sang Kangqiao (*Chairman*)

Mr. Xu Wenze

Non-executive Director:

Ms. Chen Wenting

Independent Non-executive Directors:

Mr. Lam Ka Tak

Mr. Xu Zhihao

Mr. Wong Sincere

Registered office:

Vistra (Cayman) Limited

P.O. Box 31119

Grand Pavilion

Hibiscus Way

802 West Bay Road

Grand Cayman KY1-1205

Cayman Islands

Principal place of business

in Hong Kong:

Suite 1201, 12/F

1111 King's Road

Taikoo Shing

Hong Kong

2 June 2025

To the Shareholders,

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND
APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to, among other things, (i) the re-election of Directors; (ii) the granting to the Directors of the Issue Mandate, Repurchase Mandate and the extension of the Issue Mandate; and (iii) appointment of auditors.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consists of six (6) Directors, namely Mr. Sang Kangqiao, Mr. Xu Wenze, Ms. Chen Wenting, Mr. Lam Ka Tak, Mr. Xu Zhihao and Mr. Wong Sincere.

Pursuant to Article 108 of the Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), then the number nearest to but not less than one-third) shall retire from office, hence each Director (including those appointed for a specific term) will be subject to retirement by rotation at least once every three (3) years at the annual general meeting, provided always that any Director appointed pursuant to Article 114 of the Articles shall not be taken into account in determining the Directors who are to retire by rotation at such meeting. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. Pursuant to Article 112 of the Articles, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election.

Pursuant to Article 108 of the Articles, Mr. Xu Wenze, Mr. Wong Sincere and Ms. Chen Wenting shall retire from office by rotation and, being eligible, offer themselves for re-election at the AGM.

Article 113 of the Articles provides that no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been given to the Company during the period commencing no earlier than the day after the despatch of the notice of the general meeting appointed for such election and ending no later than seven (7) days prior to the date of such general meeting. Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director at the AGM, he should serve a notice in writing of his intention to propose such a person for election as a Director at the Head Office of the Company at “Suite 1201, 12/F, 1111 King’s Road, Taikoo Shing, Hong Kong” (the “Head Office”) on or before 19 June 2025. Moreover, a notice in writing by the proposed director confirming his willingness to be elected as a director must also be validly served at the Head Office on or before 19 June 2025.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders’ approval at that relevant general meeting.

LETTER FROM THE BOARD

Brief biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the printing of this circular, the Company will issue a supplementary circular to inform the Shareholders of the details of the additional candidate proposed.

ISSUE MANDATE

In order to ensure flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue any new Share or transfer any treasury Share, resolution numbered 5(A) set out in the AGM Notice will be proposed at the AGM to grant the Issue Mandate to the Directors to exercise the power of the Company to allot, issue and deal with the Shares (including sale and transfer of the treasury Shares) not exceeding 20% of the number of issued Shares (excluding any treasury Share) as at the date of passing the resolution granting the Issue Mandate. As at the Latest Practicable Date, the number of issued Shares was 795,000,000 with nominal value of HK\$0.01 each, among which 50,550,000 were treasury Shares. Subject to passing resolution numbered 5(A) set out in the AGM Notice and assuming that no further Shares are issued or repurchased from the Latest Practicable Date to the date of the AGM, the Directors will be authorised to allot and issue a maximum of 148,890,000 Shares under the Issue Mandate.

In addition, subject to passing a separate resolution numbered 5(C) set out in the AGM Notice, the number of Shares repurchased by the Company under resolution numbered 5(B) set out in the AGM Notice will also be added to extend the 20% limit of the Issue Mandate as mentioned in resolution numbered 5(A) set out in the AGM Notice, provided that such additional amount shall not exceed 10% of the number of issued Shares (excluding any treasury Share) as at the date of passing the resolution granting the Repurchase Mandate. The Directors have no immediate plans to issue any new Share or transfer any treasury Share pursuant to the Issue Mandate.

REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to approve the grant of the Repurchase Mandate to the Directors to exercise the power of the Company to repurchase Shares up to a maximum number equivalent to 10% of the number of issued Shares (excluding any treasury Share) as at the date of passing the resolution granting the Repurchase Mandate.

The explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all reasonably necessary information to enable the Shareholders to make an informed decision as to whether to vote for or against the relevant resolution at the AGM.

LETTER FROM THE BOARD

APPOINTMENT OF AUDITORS

As disclosed in the announcement of the Company dated 27 May 2025, PricewaterhouseCoopers (“PWC”) will retire as the auditors of the Company upon expiration of its current term of office at the conclusion of the AGM.

The Board has resolved, with recommendation from the audit committee of the Company (the “Audit Committee”), to propose the appointment of Deloitte Touche Tohmatsu (“Deloitte”) as the new auditors of the Company following the retirement of PWC, subject to the approval of the Shareholders at the AGM.

PWC has been the auditors of the Company since 2013 and the Board considers the rotation of its auditors after an appropriate period of time as a good corporate governance practice.

An ordinary resolution will be proposed at the AGM to appoint Deloitte as the external auditors of the Company to hold office from the conclusion of the AGM until the next annual general meeting and to authorise the Board to fix its remuneration for the year ending 31 December 2025.

AGM

The notice of AGM to be held at Suite 1201, 12/F, 1111 King’s Road, Taikoo Shing, Hong Kong on Thursday, 26 June 2025, at 11:30 a.m. is set out on pages 16 to 21 of this circular. A copy of the 2024 Annual Report has been despatched to the Shareholders on 29 April 2025. Resolutions in respect of, inter alia, the re-election of Directors, the granting to the Directors of the Issue Mandate, Repurchase Mandate and the extension of the Issue Mandate will be proposed at the AGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by 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. The resolutions to be proposed at the AGM do not relate purely to a procedural or administrative matter, accordingly, all resolutions set out in the AGM Notice will be put to vote by way of poll at the AGM. An announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, 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 form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish.

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 purpose 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.

RECOMMENDATION

The Directors consider that the proposed resolutions for approval of the re-election of the retiring Directors, the grant of the Issue Mandate, Repurchase Mandate and the extension of the Issue Mandate and appointment of auditors are each in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular and the accompanying form of proxy shall prevail over the Chinese text in the case of any inconsistency.

Yours faithfully,

By order of the Board of

Net-A-Go Technology Company Limited

Sang Kangqiao

Chairman and Executive Director

The biographical details of the Directors proposed to be re-elected at the forthcoming AGM are set out as follows:

Mr. Xu Wenze (許文澤), aged 62, was appointed as executive director of the Company on 27 October 2016. Mr. Xu obtained a master's degree in business administration from Tsinghua School of Economics and Management. Mr. Xu has been the president of Guorun Construction Group Limited since 1996 and the general manager of Beijing Rixing Property Development Limited since 2004. He was appointed as the chairman of Beijing Rixing Property Development Limited in 2018. From 2014 to present, Mr. Xu has been employed as the president of Guorun Holdings Group Limited.

A service contract which forms the basis of emoluments has been entered into between the Company and Mr. Xu pursuant to which his term of appointment is fixed for an initial term of three years commencing from 27 October 2022 until terminated by not less than 3 months' notice, subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles or any other applicable laws from time to time whereby he shall vacate his office. Mr. Xu is entitled to receive a remuneration of HK\$715,000 per annum. He may also be paid a discretionary bonus, at the Board's discretion depending upon the Company's and his own performance. Mr. Xu remuneration is determined by the Board with reference to his experience, duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Xu had a personal interest in 400,000 underlying Shares in respect of the share options granted pursuant to the share option scheme. Mr. Cui Peng and Mr. Sang Kangqiao which are the parties acting in concert with Mr. Xu and by virtue of the SFO, each of Mr. Xu and Mr. Cui Peng and Mr. Sang Kangqiao is deemed to be interested in the 219,372,000 Shares and underlying Shares together held by each other. They together owned approximately 27.6% interests of the total number of Shares in issue of the Company as at the Latest Practicable Date and were therefore deemed to have interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Xu does not hold any positions with the Company or other members of the Group, does not hold any other directorships in other public listed companies in the last three years, does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company, and does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Further, there is no other matter that needs to be brought to the attention of the shareholders and there is no information relating to Mr. Xu which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Wong Sincere (黃誠思), aged 60, was appointed as independent non-executive director of the Company on 27 September 2018. He is the Chairman of the Remuneration Committee, a member of the Audit Committee and the Nomination Committee. Mr. Wong received his bachelor's degree in social science from The Chinese University of Hong Kong in December 1986. He passed the Common Professional Examination at Wolverhampton Polytechnic (now known as University of Wolverhampton) in the United Kingdom in July 1990, and the Solicitors' Final Examination of the Law Society of England and Wales with first class honours in October 1991. He was then admitted as a solicitor of the High Court of Hong Kong in October 1993 and a solicitor of the Supreme Court of England & Wales in February 1994. Mr. Wong was admitted as a Guangdong-Hongkong-Macau Greater Bay Area lawyer in September 2022.

From September 1996 to January 2005, Mr. Sincere Wong served as an in-house legal counsel of Hutchison Whampoa Group (和記黃埔集團), a multinational conglomerate engaging mainly in ports and related services, property and hotels, retail, infrastructure, energy and telecommunications, where he was involved in cross-border acquisitions and day-to-day commercial transactions of a container terminal operator. From February 2005 to November 2006, he served as an in-house legal counsel of China Resources Enterprise, Limited (now known as China Resources Beer (Holdings) Company Limited, whose shares are listed on the Stock Exchange with the stock code of 291 and whose business focus is on the manufacturing, sales and distribution of beer products). From November 2006 to June 2010, he served as the chief legal officer of Shui On Construction and Materials Limited (now known as SOCAM Development Limited, whose shares are listed on the Stock Exchange with the stock code of 983 and whose business focus is on construction and property businesses in the PRC, Hong Kong and Macau). From July 2010 to May 2011, he served as the vice president of the legal department and company secretary of Sateri Holdings Limited (a global specialty cellulose producer subsequently renamed as Bracell Limited, whose shares were listed on the Stock Exchange with the stock code of 1768 prior to its privatization and delisting in October 2016). From August 2011 to April 2016, he worked at the Listing Department of Hong Kong Exchanges and Clearing Limited, and he served as a vice president at the time of his departure, primarily responsible for reviewing IPO applications and making recommendations to the Listing Committee. In May 2016, he became the founding partner of Wong Heung Sum & Lawyers (黃香沈律師事務所) (formerly known as Sincere Wong & Co. (黃誠思律師事務所)).

Mr. Sincere Wong had served as an independent non-executive director of Bank of Gansu Co., Ltd (a company listed on the Stock Exchange with the stock code of 2139) from August 2017 to October 2023. He is currently an independent non-executive director of Fulu Holdings Limited (a company listed on the Stock Exchange with the stock code of 2101) and Jinmao Property Services Co., Limited and Qian Xun Technology (formerly known as Ruicheng (China) Media Group Limited, a company listed on the Stock Exchange with the stock code of 1640) since August 2020, March 2022 and September 2024 respectively.

A service contract which forms the basis of emoluments has been entered into between the Company and Mr. Wong pursuant to which his term of appointment is fixed for an initial term of three years commencing from 27 September 2024 until terminated by not less than 3 months' notice, subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles or any other applicable laws from time to time whereby he shall vacate his office. Mr. Wong is entitled to receive a remuneration of HK\$120,000 per annum. Mr. Wong's remuneration is determined by the Board with reference to his experience, duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, Mr. Wong does not hold any positions with the Company or other members of the Group, does not hold any other directorships in other public listed companies in the last three years, does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company, and does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Further, there is no other matter that needs to be brought to the attention of the shareholders and there is no information relating to Mr. Wong which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Ms. CHEN Wenting (陳文婷), aged 41, was appointed as non-executive Director on 8 July 2024. She graduated from Beijing University of Aeronautics and Astronautics with a bachelor's degree in law in 2005, then studied international law at the School of International Law of China University of Political Science and Law from 2006 to 2009, where she obtained a master's degree. Ms. Chen also passed the National Judicial Examination in February 2009 and obtained the Legal Professional Qualification Certificate of the People's Republic of China.

Ms. Chen served as a legal assistant in the Beijing branch of Shanghai Xiaoyun Law Firm from 2005 to 2006; served as a legal specialist in Hanergy Holding Group Co., Ltd. (Stock code: 566) from 2006 to 2008; and served as a specialist in the Credit Review Department of China Minsheng Bank Credit Card Center from 2009 to 2011; From 2011 to 2016, she returned to Hanergy Holding Group Co., Ltd (Stock code: 566) as deputy director of the Legal Affairs Center; and since 2016 she served as vice president and legal director of Beijing Sports and Entertainment Industry Group Limited (Stock code: 1803).

Ms. Chen has been engaged in law-related industries for 19 years and has worked for the above-mentioned well-known domestic law firms, financial institutions and many Hong Kong listed companies. She has rich legal work experience, industry compliance experience, securities and financial derivative transactions related experience, and listed company risk management and dispute resolution experience.

A service contract which forms the basis of emoluments has been entered into between the Company and Ms. Chen pursuant to which his term of appointment is fixed for an initial term of three years commencing from 8 July 2024 until terminated by not less than 3 months' notice, subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles or any other applicable laws from time to time whereby he shall vacate his office. Ms. Chen is entitled to receive a remuneration of HK\$390,000 per annum. Ms. Chen's remuneration is determined by the Board with reference to her experience, duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, Ms. Chen does not hold any positions with the Company or other members of the Group, does not hold any other directorships in other public listed companies in the last three years, does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company, and does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Further, there is no other matter that needs to be brought to the attention of the shareholders and there is no information relating to Ms. Chen which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

This Appendix II contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares was 795,000,000 with nominal value of HK\$0.01 each, among which 50,550,000 were treasury Shares. Subject to passing the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Directors will be authorised to repurchase a maximum of 74,445,000 Shares, which represent 10% of the number of issued Shares (excluding any treasury Share) as at the date of passing the resolution granting the Repurchase Mandate, during the period ending on the earliest of (a) the conclusion of the next annual general meeting of the Company unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; (b) 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 law to be held; or (c) the date on which such authority is revoked or varied by ordinary resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASES

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

The Directors would exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and in circumstances where they consider that the Shares can be repurchased on the terms favourable to the Company. On the basis of the consolidated financial position of the Company as at 31 December, 2024, being the date to which the latest published audited financial statements of the Company were made up, if the Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period, it may have an adverse impact on the working capital and gearing level of the Company.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company as compared with the position disclosed in the latest published audited financial statements of the Company or the gearing level which, in the opinion of the Directors, are from time to time appropriate for the Company.

FUNDING OF REPURCHASES

Repurchases to be made pursuant to the proposed Repurchase Mandate would be financed out of funds legally available for such purpose in accordance with the Company's Articles of Association and the laws of the Cayman Islands and/or any other applicable laws, as the case maybe. Such funds include, but are not limited to, profits available for distribution.

EFFECT OF THE TAKEOVERS CODE AND SHARE BUY-BACK CODE

Upon the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interests in the voting rights of the Company increases, and such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Buy-back Code. Accordingly, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and, depending on the level of increase of the Shareholders' interests, may become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

Name of Shareholders	Number of Shares held	Number of Underlying Shares held	Approximate	Approximate
			% of the issued share capital	% of the issued share capital should the Repurchase Mandate be exercised in full
Mr. Sang Kangqiao	213,172,000	1,200,000	27.0%	29.75%
Mr. Cui Peng	213,172,000	1,200,000	27.0%	29.75%
Mr. Xu Wenzhe	213,172,000	1,200,000	27.0%	29.75%

As at the Latest Practicable Date, Mr. Sang Kangqiao, Mr. Cui Peng and Mr. Xu Wenzhe are beneficially interested in 214,372,000 Shares, representing approximately 27.0% of the issued share capital of the Company.

REPURCHASE OF SHARES BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company repurchased 50,550,000 Shares on the Stock Exchange for an aggregate purchase price (including relevant expenses) of approximately HK\$61,703,500. Details of the aforesaid repurchases are as follows:

Date of repurchase	Number of Shares repurchased	Purchase price per Share		Purchase price (including relevant expenses) paid (Approximately) (HK\$)
		Highest (HK\$)	Lowest (HK\$)	
13 January 2025	12,032,000	1.30	1.25	15,637,500
19 May 2025	4,668,000	1.20	1.16	5,596,300
20 May 2025	4,620,000	1.20	1.20	5,544,000
21 May 2025	4,930,000	1.19	1.19	5,866,700
22 May 2025	4,600,000	1.20	1.20	5,520,000
23 May 2025	4,700,000	1.20	1.20	5,640,000
26 May 2025	5,000,000	1.20	1.20	6,000,000
27 May 2025	5,000,000	1.19	1.19	5,950,000
28 May 2025	5,000,000	1.19	1.18	5,949,000

PRICE OF THE SHARES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months preceding and up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest (HK\$)	Lowest (HK\$)
2024		
April	1.20	0.99
May	1.74	1.09
June	1.35	1.03
July	1.45	1.08
August	1.21	1.10
September	1.20	1.01
October	1.22	0.99
November	1.30	0.93
December	1.21	0.89
2025		
January	1.49	1.10
February	1.30	1.15
March	1.19	1.04
April	1.19	1.01
May (up to the Latest Practicable Date)	1.21	0.99

TREATMENT OF THE REPURCHASED SHARES

Following the settlement of the share repurchase, the Company may cancel any Share it repurchased and/or hold the repurchased Shares as treasury Shares subject to, for example, market conditions and its capital management needs at the relevant time of the share repurchase.

To resell the treasury Shares on the Stock Exchange, the Company may hold or deposit the repurchased Shares with CCASS registered under the name of HKSCCN as a common nominee. The Directors understand that as the Cayman laws require the repurchased Shares to be held in the Company's own name in order to be classified as treasury Shares, the repurchased Shares would cease to be classified as treasury Shares under the Cayman laws when the legal titles of the repurchased Shares are transferred to HKSCCN upon deposit with CCASS, and the Shareholders' rights (such as voting, dividend and distribution) attached to the treasury Shares would no longer be suspended by the applicable laws of the Cayman Islands. Therefore, for the repurchased Shares deposited with CCASS pending resale on the Stock Exchange, the Company has taken measures to ensure that it would not exercise any Shareholders' right or receive any entitlement which would otherwise be suspended under the applicable laws of the Cayman Islands if those repurchased Shares were registered in the Company's own name as treasury Shares. These measures include, for example, an approval by the Board that:

- (a) the Company should procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury Shares deposited with CCASS; and
- (b) in the case of dividends or distributions, the Company should 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 the distributions.

GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries in the event that the Company is authorised to make repurchases of the Shares.

No connected persons of the Company (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate to repurchase any Shares in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

NOTICE OF ANNUAL GENERAL MEETING



NET-A-GO TECHNOLOGY COMPANY LIMITED

網譽科技有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1483)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Meeting”) of Net-A-Go Technology Company Limited 網譽科技有限公司 will be held at Suite 1201, 12/F, 1111 King’s Road, Taikoo Shing, Hong Kong on Thursday, 26 June 2025, at 11:30 a.m., for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (“Directors”) and the independent auditors of the Company (“Auditors”) for the year ended 31 December 2024.
2.
 - (a) To re-elect Mr. Xu Wenze as a Director.
 - (b) To re-elect Mr. Wong Sincere as a Director.
 - (c) To re-elect Ms. Chen Wenting as a Director.
3. To authorize the board of Directors to fix the Directors’ remunerations.
4. To appoint Deloitte Touche Tohmatsu as the Auditors and authorise the board of Directors to fix their remuneration for the year ending 31 December 2025.

NOTICE OF ANNUAL GENERAL MEETING

5. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

(A) “**THAT**

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company (including any sale or transfer of treasury Shares out of treasury) to allot, issue or otherwise deal with additional shares of the Company (“**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval given in paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares;

NOTICE OF ANNUAL GENERAL MEETING

(iii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or

(iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company from time to time;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding any treasury Shares) at the date of the passing of this Resolution and the said approval shall be limited accordingly;

(d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(e) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their holdings of such Shares at that date (subject to such exclusion 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, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

(B) **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Buy-backs, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue (excluding any treasury Shares) at the date of the passing of this Resolution, and the approval granted under paragraph (a) of this Resolution shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT** conditional upon the passing of Resolution Nos. 5(A) and 5(B) as set out in the notice convening the Meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to Resolution No. 5(A) as set out in the notice convening the Meeting be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the Shares repurchased by the Company under the authority granted pursuant to Resolution No. 5(B) as set out in the notice convening the Meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution.”

By order of the Board of
Net-A-Go Technology Company Limited
Sang Kangqiao
Chairman and Executive Director

Hong Kong, 2 June 2025

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions set out in this notice of the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the Company in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the Meeting will be entitled to appoint one or more proxies (if he/she holds two or more Shares) to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company.
3. A form of proxy in respect of the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending the Meeting or any adjournment thereof and voting in person if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
4. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
5. Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
6. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Thursday, 19 June 2025 to Thursday 26 June 2025 (both days inclusive), during which period no transfer of Shares will be registered. In order for a shareholder of the Company to be eligible to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 18 June 2025.
7. In respect of Resolution No. 5(A) above, the Directors wish to state that they have no immediate plans to issue any new Shares of the Company under the mandate. Approval is being sought from members as a general mandate, in compliance with the articles of association and the Listing Rules, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any Shares of the Company up to 20% of the issued share capital of the Company at the date of the passing of the resolution.
8. The general purpose of the authority to be conferred on the Directors by Resolution No. 5(B) above is to increase flexibility and to provide discretion to the Directors in the event that it becomes desirable to repurchase Shares representing up to a maximum of 10% of the issued share capital of the Company at the date of the passing of the resolution.
9. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong any time after 8:30 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will publish an announcement on the website of the Company at www.netago.hk and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.