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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)**

## **ISSUE OF NEW SHARES UNDER GENERAL MANDATE**

On 30 January 2026, the Company and the Subscriber entered into the Subscription Agreement, pursuant to which the Subscriber conditionally agreed to subscribe for, and the Company conditionally agreed to allot and issue, the Subscription Shares at the Subscription Price of HK\$0.88 per Share.

The Subscription Shares comprise 80,000,000 Shares and represent (i) approximately 10.82% of the existing issued share capital of the Company (excluding treasury Shares) as at the date of this announcement; and (ii) approximately 9.76% of the issued share capital of the Company (excluding treasury Shares) as enlarged by the allotment and issue of the Subscription Shares (assuming there is no change in the issued share capital of the Company between the date of this announcement and the Completion Date save for the allotment and issue of the Subscription Shares). The Subscription Shares will be allotted and issued pursuant to the General Mandate.

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Subscription Shares.

**As the Subscription is subject to the fulfillment of the Condition and may or may not proceed, Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company, and should consult their professional adviser if they are in any doubt.**

On 30 January 2026, the Company and the Subscriber entered into the Subscription Agreement, pursuant to which the Subscriber conditionally agreed to subscribe for, and the Company conditionally agreed to allot and issue, an aggregate of 80,000,000 Subscription Shares at the Subscription Price of HK\$0.88 per Share.

## **THE SUBSCRIPTION AGREEMENT**

Principal terms of the Subscription Agreement are set out below:

### **Date**

30 January 2026

### **Parties**

- (i) the Company (as the issuer); and
- (ii) the Subscriber (as the subscriber).

### **Subscription Shares**

The Subscription Shares comprise 80,000,000 Shares and represent:

- (i) approximately 10.82% of the existing issued share capital of the Company (excluding treasury Shares) as at the date of this announcement; and
- (ii) approximately 9.76% of the issued share capital of the Company (excluding treasury Shares) as enlarged by the allotment and issue of the Subscription Shares (assuming that there is no change in the issued share capital of the Company between the date of this announcement and the Completion Date save for the allotment and issue of the Subscription Shares).

Based on the nominal value of HK\$0.01 per Share, the aggregate nominal value of the Subscription Shares will be HK\$800,000.

### **Subscription Price**

The Subscription Price, being HK\$0.88, represents:

- (i) a discount of approximately 18.52% to the closing price of HK\$1.08 per Share as quoted on the Stock Exchange on 30 January 2026, being the date of the Subscription Agreement; and
- (ii) a discount of approximately 16.67% to the average closing price of approximately HK\$1.056 per Share as quoted on the Stock Exchange for the five consecutive trading days ending with the Last Trading Day.

The Subscription Price was determined after arm's length negotiations between the Company and the Subscriber and with reference to the prevailing market price and recent trading volume of the Shares and the current market conditions. The Directors consider that the Subscription Price is fair and reasonable, on normal commercial terms, and in the interests of the Company and the Shareholders as a whole.

### **Ranking of the Subscription Shares**

The Subscription Shares, when allotted and issued, will rank *pari passu* in all respects with all other Shares in issue as at Completion.

### **Condition of the Subscription**

Completion is conditional upon the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in the Subscription Shares (the "**Condition**").

The Condition may not be waived by the Company or the Subscriber.

If the Condition is not fulfilled on or before the Long Stop Date, the Subscription Agreement shall be terminated automatically.

## **Completion**

Completion shall take place, subject to satisfaction of the Condition, on the Completion Date.

## **GENERAL MANDATE**

The Subscription Shares will be issued under the General Mandate, which has been granted to the Directors to allot and issue up to 147,890,000 new Shares, representing 20% of the total number of Shares in issue (excluding treasury Shares) as at the date of AGM. As at the date of this announcement, no Shares have been allotted and issued pursuant to the General Mandate. Accordingly, the General Mandate is sufficient for the allotment and issue of the Subscription Shares and the issue of the Subscription Shares is not subject to further approval by the Shareholders.

## **APPLICATION FOR LISTING**

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Subscription Shares.

## **EQUITY FUND RAISING ACTIVITY IN THE PAST TWELVE MONTHS**

The Company has not carried out any fund raising activity by issue of equity securities during the 12 months immediately preceding the date of this announcement.

## EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company has 795,000,000 Shares in issue (among which 55,550,000 Shares are treasury Shares). Set out below is the shareholding structure of the Company (excluding treasury Shares) (i) as at the date of this announcement and (ii) immediately after Completion (assuming that there is no other change in the issued share capital of the Company between the date of this announcement and the Completion Date):

Name of Shareholders	As at the date of this announcement		Immediately after Completion	
	<i>Number of Shares</i>	<i>Approx. %</i>	<i>Number of Shares</i>	<i>Approx. %</i>
Mr. Sang Kangqiao, Director	213,172,000	28.83	213,172,000	26.01
Goldpalm Offshore Limited ( <i>Note 1</i> )	94,200,000	12.74	94,200,000	11.50
The Subscriber	–	–	80,000,000	9.76
Public Shareholders	432,078,000	58.43	432,078,000	52.73
<b>Total</b>	<b><u>739,450,000</u></b>	<b><u>100.00</u></b>	<b><u>819,450,000</u></b>	<b><u>100.00</u></b>

*Notes:*

- (1) 94,200,000 Shares were held by Goldpalm Offshore Limited, which was wholly owned by Ms. Ma Yanying.
- (2) The aggregate of the percentage figures in the table above may not add up to the relevant sub-total or total percentage figures shown due to rounding of the percentage figures to two decimal places.

## **REASONS FOR AND BENEFITS OF THE SUBSCRIPTION**

The Directors consider that the issue of the Subscription Shares represents an opportunity to raise additional funds to support the Company's existing operations and development of its existing business and potential investment opportunities, and provide general working capital to the Group to meet any financial obligations of the Group without any interest burden. The Directors believe that Subscription reflects the confidence from the Subscriber towards the long-term and sustainable development of the Company and the proceeds to be generated from the Subscription will strengthen the capital base and financial position of the Group.

In view of the above, the Directors (including the independent non-executive Directors) consider that the terms of the Subscription Agreement (including the Subscription Price) are fair and reasonable, on normal commercial terms, and in the interests of the Company and the Shareholders as a whole.

## **PROPOSED USE OF PROCEEDS**

Subject to Completion, the gross proceeds from the Subscription are expected to be HK\$70,400,000. The net proceeds from the Subscription (after deduction of related costs, expenses and fees) are estimated to amount to approximately HK\$70,200,000, representing the net price of approximately HK\$0.8775 per Subscription Share. The Company intends to apply 60% of the net proceeds from the Subscription for existing operations and development of its existing business and potential investment opportunities in the embodied intelligent robot and related value chain to enhance the efficiency of the existing business, and 40% of the net proceeds from the Subscription for general working capital and general corporate purposes of the Group.

## INFORMATION OF THE COMPANY

The Company is an investment holding company and its subsidiaries are principally engaged in media advertising and market business, environmental maintenance business, and trading business.

## INFORMATION OF THE SUBSCRIBER

The Subscriber is an exempted company incorporated with limited liability and registered as a segregated portfolio company in the Cayman Islands under the laws of the Cayman Islands. The Subscriber is principally engaged in the business of investment.

Summit Nova Capital SP (“**Summit Nova**”) is a segregated portfolio (the “**SP**”) of S Harmony Investment Fund SPC (the “**SPC**”), a segregated portfolio company incorporated in the Cayman Islands. The SPC operates segregated portfolios whose assets and liabilities are statutorily segregated from each other and from the general assets and liabilities of the SPC.

S Harmony Asset Management Limited (“**S Harmony**”) acts as the discretionary investment manager to the SPC’s segregated portfolios (including Summit Nova) pursuant to investment management agreements. S Harmony holds 100% of the management shares of the SPC.

S Harmony is incorporated in Hong Kong and is licensed by the Securities and Futures Commission of Hong Kong to carry out Type 4 (Advising on Securities) and Type 9 (Asset Management) regulated activities. S Harmony is ultimately owned as to 34% by Mr. Yao Fei (堯飛), 33% by Mr. Ding Zhijun (丁志軍) and 33% by Mr. Liu Pei (劉培).

Summit Nova was launched on 5 January 2026. As at the date of this announcement, Summit Nova does not have any investor.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Subscriber and its ultimate beneficial owners are independent third party to the Company and its connected persons.

**As the Subscription is subject to the fulfillment of the Condition and may or may not proceed, Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company, and should consult their professional adviser if they are in any doubt.**

## **DEFINITIONS**

Unless the context otherwise requires, the following terms shall have the meanings set out below:

“AGM”	the annual general meeting of the Company held on 26 June 2025;
“Board”	the board of Directors;
“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);
“Completion”	completion of the Subscription pursuant to the Subscription Agreement;
“Completion Date”	subject to satisfaction of the Condition, such business day as may be notified by the Company to the Subscriber by not less than 7 business days’ notice in writing;
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Directors”	the directors of the Company;

“General Mandate”	the general mandate granted to the Directors pursuant to the resolution of the Shareholders passed at the AGM to allot and issue up to 147,890,000 Shares, being 20% of the total number of Shares in issue (excluding treasury Shares) as at the date of AGM;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Last Trading Day”	29 January 2026, being the last full trading day of Shares immediately prior to the date of the Subscription Agreement;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Long Stop Date”	27 February 2026, or such other date as the Company and the Subscriber may agree in writing;
“Shareholders”	holders of Shares;
“Shares”	ordinary shares of HK\$0.01 each in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscriber”	S Harmony Investment Fund SPC, an exempted company incorporated in Cayman Islands, acting for and on behalf of and for the account of Summit Nova Capital SP;

“Subscription”	subscription of the Subscription Shares by the Subscriber pursuant to the terms and conditions of the Subscription Agreement;
“Subscription Agreement”	the subscription agreement dated 30 January 2026 between the Company and the Subscriber in relation to the subscription of 80,000,000 Shares by the Subscriber in the Company;
“Subscription Price”	HK\$0.88 per Share;
“Subscription Shares”	80,000,000 new Shares to be allotted and issued by the Company and subscribed by the Subscriber (or its nominee) pursuant to the Subscription Agreement; and
“%”	per cent.

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

Hong Kong, 30 January 2026

*As at the date of this announcement, the Executive Directors are Mr. Sang Kangqiao and Mr. Xu Wenze; the Non-executive Director is Ms. Chen Wenting; the Independent Non-executive Directors are Mr. Xu Zhihao, Mr. Wong Sincere and Ms. Liu Yan.*