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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)

- (1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND
CONTINUOUS APPOINTMENT OF THE INDEPENDENT NON-
EXECUTIVE DIRECTOR WHO HAS SERVED
FOR MORE THAN NINE YEARS;**
- (2) PROPOSED GRANT OF GENERAL MANDATES TO BUYBACK
SHARES, ISSUE SHARES AND TO SELL TREASURY SHARES;**
- (3) PROPOSED ELECTION OF A NEW DIRECTOR;**
- (4) PROPOSED RE-APPOINTMENT OF AUDITORS;**
- AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the lower portion of this cover page of this circular shall have the respective meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the annual general meeting of Net-A-Go-Technology Company Limited (the “Company”) to be held at Unit 25B03 on 25th Floor, Far East Finance Center, 16 Harcourt Road, Hong Kong on Monday, 29 June 2026, at 11:30 a.m. is set out on pages 17 to 22 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.

27 May 2026

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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 Unit 25B03 on 25th Floor, Far East Finance Center, 16 Harcourt Road, Hong Kong on Monday, 29 June 2026, 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 27 May 2026 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”	21 May 2026, 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*)

Non-executive Director:

Ms. Chen Wenting

Independent Non-executive Directors:

Ms. Liu Yan

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:

Unit 25B03 on 25th Floor,

Far East Finance Center,

16 Harcourt Road,

Hong Kong

27 May 2026

To the Shareholders,

Dear Sir or Madam,

- (1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND
CONTINUOUS APPOINTMENT OF THE INDEPENDENT NON-
EXECUTIVE DIRECTOR WHO HAS SERVED
FOR MORE THAN NINE YEARS;**
- (2) PROPOSED GRANT OF GENERAL MANDATES TO BUYBACK
SHARES, ISSUE SHARES AND TO SELL TREASURY SHARES;**
- (3) PROPOSED ELECTION OF A NEW DIRECTOR;**
- (4) PROPOSED RE-APPOINTMENT OF AUDITORS;**
- AND**
- (5) 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 proposed re-election of the retiring Directors and continuous appointment of the independent non-executive Director who has served more than nine years; (ii) the grant of the General Mandate to buy-back shares, issue shares and to sell treasury shares; (iii) the proposed election of a new director; and (iv) the proposed re-appointment of the auditors of the Company, and to seek your approval at the AGM in connection with, inter alia, the aforesaid proposals.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND CONTINUOUS APPOINTMENT OF THE INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED MORE THAN NINE YEARS

As at the Latest Practicable Date, the Board consists of five (5) Directors, namely Mr. Sang Kangqiao, Ms. Chen Wenting, Ms. Liu Yan, 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 Zhihao and Ms. Liu Yan shall retire from office by rotation and, being eligible, offer themselves for re-election at the AGM.

According to the Listing Rules and the board diversity policy adopted by the Company (the “Board Diversity Policy”), the nomination committee of the Company (the “Nomination Committee”) will, among other things, undertake the nomination and selection of Independent Non-executive Director candidates on the completion of their specified terms and make relevant recommendations to the Board.

Furthermore, when changes to the composition of the Board or members of any committee of the Company are required or when casual vacancies arise, the Nomination Committee shall adhere to the principles stated in the Board Diversity Policy. The Nomination Committee will take into account the existing composition of the Board and the business requirements of the Group, and nominate potential candidates by reference to their capacity and the selection criteria to the Board for approval.

LETTER FROM THE BOARD

The Nomination Committee, among other things, having regard to the Board Diversity Policy, evaluated the skills, experience, background, expertise and performance of each of Mr. Xu Zhihao and Ms. Liu Yan during the period from their respective dates of appointment to 31 December 2025 and found their performance satisfactory.

According to code provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, if an Independent Non-executive Director serves more than nine years, any further appointment of such Independent Non-executive Director should be subject to a separate resolution to be approved by the Shareholders.

Mr. Xu Zhihao (“Mr. Xu”) was appointed as an Independent Non-executive Director of the Company on 27 October 2016 and has served the Company for more than nine years. The Company has received confirmation of independence from Mr. Xu according to Rule 3.13 of the Listing Rules, he has confirmed that he will continue to devote sufficient time for the discharge of his function and responsibility as an Independent Non-executive Director.

The Board is of the view that Mr. Xu remains to be independent after assessing his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. During his tenure as an Independent Non-executive Director, Mr. Xu actively participated in meetings of the Board and various committees of the Company to provide unbiased opinions and exercised independent judgement, and attended general meetings of the Company to fully understand the views of the Shareholders. The Board believes that Mr. Xu possesses legal and management experience which can provide valuable insight into the Group and the continued tenure of Mr. Xu will bring considerable stability to the Board.

In consideration of the above factors, the Nomination Committee has recommended to the Board, and the Board has considered the re-election of Mr. Xu and Ms. Liu Yan as Independent Non-executive Directors, is in the best interests of the Company and the Shareholders as a whole, and has resolved to propose to re-elect each of the retiring Directors at the Annual General Meeting.

Brief biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

LETTER FROM THE BOARD

PROPOSED GRANT OF GENERAL MANDATE TO BUYBACK SHARES

At the annual general meeting of the Company held on 26 June 2025, a general mandate was granted to the Directors to buyback Shares. Such mandate will lapse at the conclusion of the forthcoming annual general meeting. In order to give the Company the flexibility to buyback Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Repurchase Mandate to the Directors to exercise the power of the Company and to buyback Shares (excluding treasury shares, if any) on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing the proposed ordinary resolution contained in item 6(B) of the notice of the AGM. Based on the 819,450,000 Shares in issue (excluding treasury shares) at the Latest Practicable Date and assuming no further Shares will be issued or bought back by the Company after the Latest Practicable Date and up to the AGM, the maximum number of Shares which can be bought back under the Share Buy-back Mandate will be up to 81,945,000 Shares. The Directors wish to state that they have no immediate plan to buyback any Shares pursuant to the Repurchase Mandate.

An explanatory statement required by the Listing Rules, to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate, is set out in Appendix III to this circular.

PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 26 June 2025, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the forthcoming annual general meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Issue Mandate to the Directors to exercise the power of the Company and to allot, issue and deal with additional Shares and/or sell or transfer treasury shares (if any) of not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing the proposed ordinary resolution contained in item 6(A) of the notice of the AGM. Based on the 819,450,000 Shares in issue (excluding treasury shares) at the Latest Practicable Date and assuming no further Shares will be issued or bought back by the Company after the Latest Practicable Date and up to the AGM, the maximum number of Shares which can be allotted and issued under the Issue Mandate will be up to 163,890,000 Shares. Further, subject to the passing of the aforesaid resolutions of the Issue Mandate and the Repurchase Mandate, an ordinary resolution to extend the number of Shares to be allotted and issued under the Issue Mandate by adding the number of Shares bought back by the Company pursuant to the Repurchase Mandate will also be proposed at the AGM. The Directors wish to state that they have no immediate plan to allot and issue any new Shares pursuant to the Issue Mandate.

LETTER FROM THE BOARD

PROPOSED ELECTION OF A NEW DIRECTOR

Pursuant to Article 111 of the Articles, the Board recommends Mr. Yao Fei (“Mr. Yao”) to be appointed as a new Director and a relevant resolution will be proposed at the Annual General Meeting.

Subject to Mr. Yao’s election being approved by shareholders at the Annual General Meeting, the Company intends to enter into a contract with him for a term of three years, which is subject to retirement by rotation and re-election in accordance with the Company’s articles of association and the Listing Rules. Mr. Yao is not entitled to any director’s fee.

The Company believes that with Mr. Yao’s extensive experience in technological development and project management, he will be a valuable addition to the Board. The biography of Mr. Yao set out in Appendix II.

To ensure that the Board has a balance of skills, knowledge, experience and diversity of perspectives appropriate to the Company’s business needs and development, the Board reviews its structure, size and composition annually. The Nomination Committee and the Board, when forming their recommendations on the proposals on re-election of retiring Director(s) and election of new Director(s), have been following the Company’s nomination policy which sets out a mechanism for nominating talented and capable person(s) to lead the Company.

RE-APPOINTMENT OF AUDITORS

Following the recommendation of the audit committee of the Company, the Board proposes to re-appoint Deloitte Touche Tohmatsu as auditors of the Company for the year ending 31 December, 2026 and to hold office until the conclusion of the next annual general meeting of the Company. An ordinary resolution will also be proposed to authorize the Board to fix the auditors’ remuneration for the ensuing year. The specific auditors’ remuneration will be further negotiated and determined between the Company and Deloitte Touche Tohmatsu on a fair and reasonable basis, taking into account factors such as the business scale and industry of the Group, expected audit scope, audit timetable, manpower and expected auditors’ resources required. It is expected that the auditors’ remuneration for the ensuing year shall not exceed HK\$2.0 million. Deloitte Touche Tohmatsu have indicated their willingness to be re-appointed as auditors of the Company for the said period.

LETTER FROM THE BOARD

AGM

The notice of AGM to be held at Unit 25B03 on 25th Floor, Far East Finance Center, 16 Harcourt Road, Hong Kong on Monday, 29 June 2026, at 11:30 a.m. is set out on pages 17 to 22 of this circular. A copy of the 2025 Annual Report has been despatched to the Shareholders on 29 April 2026. 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.

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.

LETTER FROM THE BOARD

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 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 Zhihao (徐志浩) (“Mr. Xu”), aged 54, was appointed as independent non-executive director of the Company on 27 October 2016. He is also a member of the Audit Committee and Nomination Committee. Mr. Xu graduated with a bachelor’s degree in laws from Guangzhou Jinan University in 1994 and obtained a master of laws from the graduate school of China University of Political Science and Law in 2004. Mr. Xu was employed by a real estate company prior to working at Huabang (Guangdong) Century law firm. From 2001 to 2003, Mr. Xu worked in Guang Dong Rong Guan law firm. Mr. Xu is currently a senior partner in Jincheng Tongda & Neal (Shenzhen) and has extensive experience in the operation of banks and nonbank financial institutions, including trusts, securities and financing leasing institutions. Mr. Xu is skilled in various real estate financing, including trust support and equity financing.

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 16 June 2026 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\$120,000 per annum. Mr. Xu’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. 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 Securities and Futures Ordinance.

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.

Ms. LIU Yan (劉艷) (“Ms. Liu”), aged 54, was appointed as independent non-executive director of the Company on 12 January 2026. She is also the chairlady of the Audit Committee a member of the Remuneration Committee and a member of the Nomination Committee. Ms. Liu obtained a Bachelor Degree in Economics from the Central University of Finance & Economics in 1992 and a Master Degree in Business Administration from the University of Rochester in 2005. She is a member of Chinese Institute of Certified Public Accountants (CICPA) and passed all three levels for the Chartered Financial Analyst (CFA) program.

Ms. Liu has over thirty years of experience in auditing, financial management, taxation and fund management. She previously worked at Brilliance Group (Shanghai) from 1992 to 1994, PricewaterhouseCoopers (Guangzhou, China) from 1994 to 2001, Barclays Capital (New York City) from 2005 to 2006, Angelo Gordon Asia Limited (Hong Kong and New York) from 2007 to 2010 and China Everbright Limited (Hong Kong) from 2010 to 2015.

Ms. Liu served as an independent non-executive director of the Company for the period from 27 October 2016 to 27 September 2018, Tai United Holdings Limited (stock code: 718) for the period from 18 June 2015 to 4 August 2023, Great Wall Pan Asia Holdings Limited (stock code: 583) for the period from 26 November 2018 to 15 March 2025 and Planetree International Development Limited (stock code: 613) for the period from 1 November 2020 to 1 November 2022.

A service contract which forms the basis of emoluments has been entered into between the Company and Ms. Liu pursuant to which her term of appointment is fixed for an initial term of three years commencing from 12 January 2026 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. Liu is entitled to receive a remuneration of HK\$120,000 per annum. Ms. Liu’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, Ms. Liu 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 Securities and Futures Ordinance.

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. Liu 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.

EXECUTIVE DIRECTOR

Mr. Yao Fei (堯飛), aged 42, has over 20 years of working experience in strategic planning, brand marketing, equity and debt financing as well as securities investment, etc. and extensive experience in corporate operation and management, capital market and other fields.

Mr. Yao has held various positions at Baolida Group since December 2017 and currently serves as the general manager of Baolida (Shanghai) Technology Development Co., Ltd.; prior to November 2017, he successively served as the project manager of Shanghai Tumu Fangyuan Enterprise Management Co., Ltd., the investment director of Shanghai Rainbow Investment Management Co., Ltd., etc.

Mr. Yao obtained a bachelor's degree in Economics from Renmin University of China in July 2006.

Subject to the election of Mr. Yao being approved by the Shareholders at the 2026 Annual General Meeting, the Company intends to enter into a service contract with him for a term of three years, which is subject to retirement by rotation and re-election in accordance with the Company's articles of association and the Listing Rules. Mr. Yao is not entitled to any director's fee.

To the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, as at the Latest Practicable Date, Mr. Yao does not (i) have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company (the latter two terms as respectively defined in the Listing Rules); (ii) have any other interest in the Shares within the meaning of Part XV of the SFO; (iii) (save as disclosed above) hold any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) (save as disclosed above) hold any other positions in other members of the Group. Mr. Yao has confirmed to the Company that the biographical details set out above pursuant to Rule 13.51(2) of the Listing Rules are true, accurate and complete.

Save as disclosed above, there is no other information related to Mr. Yao that is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules, and there are no other matters regarding Mr. Yao that need to be brought to the attention of the Shareholders.

This Appendix III 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 875,000,000 with nominal value of HK\$0.01 each, among which 55,550,000 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 81,945,000 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.

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that: (i) the Company will not (or will 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 (ii) in the case of dividends or distributions, the Company will 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.

REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

Subject to the compliance with the Listing Rules and all applicable laws and regulations, the Company may cancel any Shares it repurchased and/or hold such Shares as treasury shares for subsequent sale or transfer subject to consideration of factors including market conditions and the Group’s capital management needs at the relevant time of the repurchases.

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 % of the issued share capital	Approximate % of the issued share capital should the Repurchase Mandate be exercised in full
Mr. Sang Kangqiao	213,172,000	1,200,000	26.2%	29.1%
Mr. Cui Peng	213,172,000	1,200,000	26.2%	29.1%
Mr. Xu Wenze	213,172,000	1,200,000	26.2%	29.1%

As at the Latest Practicable Date, Mr. Sang Kangqiao, Mr. Cui Peng and Mr. Xu Wenze are beneficially interested in 214,372,000 Shares, representing approximately 24.5% of the issued share capital of the Company.

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\$)
2025		
April	1.19	1.01
May	1.21	0.99
June	1.21	1.00
July	1.45	1.10
August	1.21	0.80
September	1.21	0.95
October	1.17	0.96
November	1.10	0.92
December	1.19	0.97
2026		
January	1.25	1.00
February	1.25	1.06
March	1.60	1.08
April	1.46	1.16
May (up to the Latest Practicable Date)	1.46	1.30

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.

SHARE BUY-BACK MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company had not bought back any of its Shares (whether on the Stock Exchange or otherwise).

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 Unit 25B03 on 25th Floor, Far East Finance Center, 16 Harcourt Road, Hong Kong on Monday, 29 June 2026, at 11:30 a.m., for the following purposes:

ORDINARY BUSINESS

To consider and, if thought fit, pass the following resolutions (with or without modifications) as ordinary resolutions of the Company:

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 2025.
2. (a) To re-elect Mr. Xu Zhihao as a Director.
(b) To re-elect Ms. Liu Yan as a Director.
3. To elect Mr. Yao Fei as an executive Director.
4. To authorize the board of Directors to fix the Directors’ remunerations.
5. To appoint Deloitte Touche Tohmatsu as the Auditors and authorise the board of Directors to fix their remuneration for the year ending 31 December 2026.

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

(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, 27 May 2026

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 Wednesday, 24 June 2026 to Monday, 29 June 2026 (both days inclusive), during which period no transfer of Shares will be registered. The record date to attend and vote at the Annual General Meeting will be Monday, 29 June 2026. 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 Tuesday, 23 June 2026.
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.