

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, 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 GOGO X HOLDINGS LIMITED, you should at once hand this circular and the accompanying form of proxy 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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快狗打车 | GOGO X

GOGO X HOLDINGS LIMITED
快狗打车控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2246)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of GOGO X HOLDINGS LIMITED to be held at Building A, Beijing Cultural Creative Building, 30 Beiyuan Road, Chaoyang District, Beijing, China on Friday, June 2, 2023 at 10:00 a.m. is set out on pages 21 to 26 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Company (gogoxholdings.com).

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (i.e. at or before 10:00 a.m. on Wednesday, May 31, 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting or any adjournment thereof if they so wish, and in such event, the form of proxy shall be deemed to be revoked.

April 25, 2023

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Building A, Beijing Cultural Creative Building, 30 Beiyuan Road, Chaoyang District, Beijing, China on Friday, June 2, 2023 at 10:00 a.m., or any adjournment thereof and notice of which is set out on pages 21 to 26 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China, except where the context requires otherwise and only for the purposes of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Companies Act”	the Companies Act (As Revised) of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other laws incorporated therewith or substituted therefor
“Company”	GOGOX Holdings Limited (快狗打车控股有限公司), a company with limited liability incorporated in the Cayman Islands on June 8, 2017 and the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2246)
“Consolidated Affiliated Entities”	the entities that we control through the Contractual Arrangements, being Tianjin 58 Daojia Freight Services Co., Ltd. and its subsidiaries
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution granting the General Mandate

DEFINITIONS

“Group”, “our Group”, “we”, “us” or “our”	the Company and the subsidiaries and Consolidated Affiliated Entities at the relevant time or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries or the Consolidated Affiliated Entities, the business operated by such subsidiaries or the Consolidated Affiliated Entities or their predecessors (as the case maybe)
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	April 17, 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	June 24, 2022, the date on which the Shares are listed and on which dealings in the Shares are first permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“Options”	whom awards in the form of share options
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the total number of the issued Shares as at the date of passing of the relevant resolution granting the Repurchase Mandate
“RMB”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance” or “SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of US\$0.0000025 each

DEFINITIONS

“Share Incentive Plan”	the share incentive plan of the Company adopted by the Board on August 18, 2021
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended from time to time
“US\$” or “USD”	United States dollars, the lawful currency of the United States
“%”	per cent



GOGO X HOLDINGS LIMITED
快狗打车控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2246)

Executive Directors:

Mr. CHEN Xiaohua (陳小華)

(Chairman of the Board)

Mr. HE Song (何松)

(Co-Chief Executive Officer)

Mr. LAM Hoi Yuen (林凱源)

(Co-Chief Executive Officer)

Mr. HU Gang (胡剛)

Non-executive Directors:

Mr. LEUNG Ming Shu (梁銘樞)

Mr. WANG Ye (王也)

Independent Non-executive Directors:

Mr. NI Zhengdong (倪正東)

Mr. TANG Shun Lam (鄧順林)

Mr. ZHAO Hongqiang (趙宏強)

Ms. MI Wenjuan (米雯娟)

Registered Office:

PO Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Headquarters and Principal Place

of Business in the PRC:

Room 212, Building C

Kaide Building Complex

No. 7 Rongyuan Road

Huayuan Industrial Park

Binhai Hi-tech Zone, Tianjin

PRC

Principal Place of Business in Hong Kong:

31/F, Tower Two, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

April 25, 2023

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting, among other matters, (a) granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares; and (b) the re-election of retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

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 Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution numbered 4(A) will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the resolution in relation to the General Mandate.

As at the Latest Practicable Date, 626,255,570 Shares have been issued by the Company. Subject to the passing of the ordinary resolution numbered 4(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 125,251,114 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 4(C), the number of Shares purchased by the Company under ordinary resolution numbered 4(B) will also be added to extend the General Mandate as mentioned in ordinary resolution numbered 4(A) provided that such additional value shall represent up to 10% of the total number of issued Shares as at the date of passing the resolutions in relation to the General Mandate and Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the General Mandate.

REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the total number of issued Shares as at the date of passing of the resolution in relation to the Repurchase Mandate.

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

As at the Latest Practicable Date, there were 626,255,570 Shares in issue. Subject to the passing of the ordinary resolution numbered 4(B) and on the basis that no further Shares to be issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 62,625,557.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 16.19 of the Articles of Association, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

In accordance with Article 16.2 of the Articles of Association, any Director appointed to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the first annual general meeting of the Company after his/her appointment and shall be eligible for re-election at that meeting.

Accordingly, Mr. CHEN Xiaohua, Mr. LAM Hoi Yuen, Mr. WANG Ye, Mr. NI Zhengdong, Mr. TANG Shun Lam, Mr. ZHAO Hongqiang and Ms. MI Wenjuan will hold office as the Directors until the AGM and are subject to re-election.

Details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

Procedure and Process for Nomination of Directors

The Nomination Committee will evaluate, select and recommend candidate(s) for directorships to the Board by giving due consideration to criteria, having due regard to the benefits of diversity on the Board, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, sufficient time to effectively carry out their duties, their services on other listed and non-listed companies should be limited to reasonable numbers, qualifications including accomplishment and experience in the relevant industries the Company's business is involved in, independence, reputation for integrity, potential contributions that the individual(s) can bring to the Board and commitment to enhance and maximise Shareholders' value.

Recommendation of the Nomination Committee

In accordance with the terms of reference of the Nomination Committee and the Director nomination policy of the Company, the Nomination Committee has evaluated the performance and contribution of each of the retiring Directors during their tenure of office.

In the evaluation, the Nomination Committee has considered the extensive experience, working profiles and other experience of each retiring Directors as set out in their biographies in Appendix I to this circular and is satisfied that each of the retiring Directors has contributed positively to the Board with his/her extensive knowledge and experience in various fields that are relevant to the Company's business. In addition, the retiring Directors' diversity of experience have enabled them to provide valuable and diverse views, as well as relevant insights to the Board and to contribute to the diversity of the Board.

LETTER FROM THE BOARD

In addition, each of Mr. NI Zhengdong, Mr. TANG Shun Lam, Mr. ZHAO Hongqiang and Ms. MI Wenjuan, being an independent non-executive Director, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee assessed and reviewed the independence of the independent non-executive Directors, and is satisfied that each independent non-executive Director has the required independence to fulfil the role of an independent non-executive Director.

The Board, having considered the recommendation of the Nomination Committee, has proposed the re-election of, Mr. CHEN Xiaohua, Mr. LAM Hoi Yuen, Mr. WANG Ye, Mr. NI Zhengdong, Mr. TANG Shun Lam, Mr. ZHAO Hongqiang and Ms. MI Wenjuan. Such proposals will be put forward at the Annual General Meeting for Shareholders' consideration and approval by way of ordinary resolutions. The Board also believes that the Directors who are seeking re-election at the Annual General Meeting have the qualifications and related expertise that will continue to generate significant contribution to the Company and the Shareholders as a whole.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement of the Shareholders to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, May 30, 2023 to Friday, June 2, 2023 (both days inclusive), during which no transfer of Shares will be effected. In order to be eligible to attend and vote at the AGM, all transfer of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, May 29, 2023.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 21 to 26 of this circular is the notice of the Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, and the re-election of retiring Directors.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (gogoxholdings.com). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. at or before 10:00 a.m. on Wednesday, May 31, 2023) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

VOTING BY POLL

There is no Shareholder who has any material interest in the proposed resolutions regarding the General Mandate and Repurchase Mandate, therefore none of the Shareholders is required to abstain from voting on such resolutions.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 13.5 of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the general meeting, 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. Accordingly, each of the resolutions set out in the notice of Annual General Meeting will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares and the re-election of retiring Directors are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
By order of the Board
GOGOX HOLDINGS LIMITED
CHEN Xiaohua
Chairman and Executive Director

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

As at the Latest Practicable Date, none of the following Directors, save as disclosed herein, had any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, as at the Latest Practicable Date, none of the following Directors holds any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor do they have any major appointment or qualification. Save as disclosed herein, the following Directors are not otherwise related to any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

Save as disclosed herein, as at the Latest Practicable Date, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Executive Directors

Mr. CHEN Xiaohua (陳小華), aged 41, is an executive Director, Chairman of the Board, and the founder of the Group. Mr. CHEN was appointed as a Director and Chairman of the Board on June 8, 2017, and re-designated as an executive Director on August 13, 2021. He is also a director of GOGOX PRC Group Limited, GoGo Energy Holdings Limited, GoGoVan Holdings Limited and GGEX Holdings Limited respectively, and an executive director and the chief executive officer of Tianjin 58 Daojia Technology Co., Ltd., Shanghai Youban Network Technology Co., Ltd. and Tianjin 58 Daojia Freight Services Co., Ltd.

Mr. CHEN is also the founder, the chairman of the board of directors and the chief executive officer of Daojia Limited and 58 Daojia Inc. ("**58 Daojia**"). He served as the chief strategy officer of 58.com Inc. ("**58.com**") from August 2014 to April 2020, where he served as a senior vice president of product management and website operation from December 2007 to August 2014.

Mr. CHEN received a bachelor's degree in material formation from Xiangtan University (湘潭大學) in the PRC in July 2004.

Mr. CHEN as an executive Director has signed a service contract with the Company for an initial term of three years commencing from the Listing Date. Mr. CHEN received emoluments (including share-based payments) of approximately RMB25.5 million for the year ended December 31, 2022. The emoluments of Mr. CHEN are determined by the Board with reference to the recommendation given by the Remuneration Committee, having regard to his duties and expertise, individual performance, the Group's operation results and prevailing market rate. Mr. CHEN's appointment is subject to the provisions of retirement and rotation of Directors under the Articles of Association and the applicable Listing Rules.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION
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As at the Latest Practicable Date, Mr. CHEN is deemed to be interested in 19,848,470 Shares, representing approximately 3.17% of the total issued share capital of the Company. On January 13, 2022, Mr. CHEN exercised certain of his Options granted under the Share Incentive Plan. As a result, 7,912,383 Shares were issued to Genesis Fortune Holdings Limited, a special purpose vehicle wholly owned by Major Group Enterprises Limited, which is in turn wholly owned by Mr. CHEN. Options representing the right to subscribe for 11,936,087 Shares remain outstanding.

In addition, as at the Latest Practicable Date, Mr. CHEN also has equity interests in the following associated corporations of the Company within the meaning of Part XV of the SFO as below:

Name of associated corporation	Capacity and nature of interest	Number of shares held	Approximate percentage of equity interest
58 Daojia	Interest held by controlled corporations ⁽¹⁾	24,000,000	5.21%
	Beneficial owner ⁽²⁾	12,400,000	2.69%
Daojia Limited	Interest held by controlled corporations ⁽³⁾	20,865,888	3.95%
	Beneficial owner ⁽⁴⁾	9,709,468	1.84%
Tianjin 58 Daojia Freight Services Co., Ltd. ⁽⁵⁾	Beneficial owner	N/A	50%
Changsha Daojia Youxiang Home Services Co., Ltd. (長沙市到家悠享家政服務有限公司) ⁽⁶⁾	Beneficial owner	N/A	82.88%
Wuba Daojia Co., Ltd. (五八到家有限公司) ⁽⁶⁾	Beneficial owner	N/A	82.88%

APPENDIX I	DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION
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Name of associated corporation	Capacity and nature of interest	Number of shares held	Approximate percentage of equity interest
Tianjin Haodaojia Information Technology Co., Ltd. ("Tianjin Haodaojia") (天津好到家信息技術有限公司) ⁽⁶⁾	Beneficial owner	N/A	82.88%
Tianjin 58 Daojia Life Services Co., Ltd. (天津五八到家生活服務有限公司) ⁽⁷⁾	Beneficial owner	N/A	4.5%

Notes:

- (1) As at the Latest Practicable Date, Trumpway Limited held 24,000,000 Class C ordinary shares of 58 Daojia. Trumpway Limited is wholly owned by Mr. CHEN. Therefore, Mr. CHEN is deemed to be interested in the shares of 58 Daojia held by Trumpway Limited.
- (2) Represents 12,400,000 ordinary shares of 58 Daojia underlying the restricted share units vested to Mr. CHEN.
- (3) Represents (i) 4,000 series A preferred shares and 3,925,661 series B preferred shares of Daojia Limited held by Trumpway Limited, and (ii) 16,936,227 ordinary shares of Daojia Limited to be distributed as in-kind dividends or transferred by 58 Daojia to Trumpway Limited. Trumpway Limited is wholly owned by Mr. CHEN. Therefore, Mr. CHEN is deemed to be interested in the shares of Daojia Limited held and to be held by Trumpway Limited.
- (4) Represents Mr. CHEN's entitlement to receive up to 9,709,468 ordinary shares of Daojia Limited pursuant to the exercise of options granted to him.
- (5) Tianjin 58 Daojia Freight Services Co., Ltd. ("**Tianjin 58 Freight**") is a limited liability company incorporated in the PRC and controlled through contractual arrangements by the Company. It did not issue any share. As at the Latest Practicable Date, Mr. CHEN directly held 50% equity interest in Tianjin 58 Freight.
- (6) Each of Changsha Daojia Youxiang Home Service Co., Ltd., Wuba Daojia Co., Ltd. and Tianjin Haodaojia Information Technology Co., Ltd. is a limited liability company incorporated in the PRC and controlled through contractual arrangements by 58 Daojia. None of them issued any share. As at the Latest Practicable Date, Mr. CHEN directly held 82.88% equity interest in Changsha Daojia Youxiang Home Service Co., Ltd., Wuba Daojia Co., Ltd. and Tianjin Haodaojia Information Technology Co., Ltd., respectively.
- (7) Tianjin 58 Daojia Life Services Co., Ltd. is a limited liability company incorporated in the PRC and controlled through contractual arrangements by 58 Daojia. It did not issue any share. As at the Latest Practicable Date, Mr. CHEN directly held 4.5% equity interest in Tianjin 58 Daojia Life Services Co., Ltd.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. LAM Hoi Yuen (林凱源), aged 37, is an executive Director and Co-Chief Executive Officer of the Company. Mr. LAM was appointed as a Director on August 29, 2017, and re-designated as an executive Director on August 13, 2021. Mr. LAM was appointed as a Co-Chief Executive Officer of the Company on August 29, 2017 and is responsible for the overall strategic development and business operations of the Group's overseas business. Mr. LAM currently holds directorship in GoGo Tech Limited, a principal operating entity of the Group, GoGoVan Korea Co., Ltd. and GoGoVan Singapore Pte. Ltd., as well as several other overseas subsidiaries of the Group.

Mr. LAM is a successful entrepreneur who co-founded GOGO VAN, one of the first app-based logistics platforms in Asia committed to providing logistics services through technology. Mr. LAM led the expansion of GOGO VAN into Singapore and Korea in 2014 and India in 2015 and was instrumental in helping GOGO VAN and the Group set up their operations in these regions. Mr. LAM was granted accolades including Hong Kong's Ten Outstanding Young Persons Selection in 2018 (2018十大傑出青年), and 50 Asians to watch of The Straits Times in 2018 (海峽時報50位受矚目亞洲人).

Mr. LAM has recently received Hong Kong Tatler's Asia's Most Influential in 2021 & 2022, PRESTIGE Hong Kong's 40 under 40 in 2022 and EY Entrepreneur Of The Year 2022 (Hong Kong/Macau, China).

Mr. LAM was a director of GoGo Technology Limited, previously an indirectly wholly-owned subsidiary of the Company and which was deregistered on October 19, 2021.

Mr. LAM received a bachelor's degree in business administration (with a focus on global management) from Walter A. Haas School of Business of the University of California, Berkeley in the United States in August 2010.

Mr. LAM as an executive Director has signed a service contract with the Company for an initial term of three years commencing from the Listing Date. Mr. LAM received emoluments (including share-based payments) of approximately RMB56.6 million for the year ended December 31, 2022. The emoluments of Mr. LAM are determined by the Board with reference to the recommendation given by the Remuneration Committee, having regard to his duties and expertise, individual performance, the Group's operation results and prevailing market rate. Mr. LAM's appointment is subject to the provisions of retirement and rotation of Directors under the Articles of Association and the applicable Listing Rules.

As at the Latest Practicable Date, Mr. LAM is deemed to be interested in 11,879,517 Shares, representing approximately 1.90% of the total issued share capital of the Company. There are 5,000,000 Shares underlying the Options granted to Mr. LAM under the Share Incentive Plan. In addition, GoGo Tech Holdings Limited transferred the 6,879,517 Shares held by it to Ching Hoi Group Limited as payment-in-kind for a share repurchase undertaken by GoGo Tech Holdings Limited. Ching Hoi Group Limited is wholly-owned by Mr. LAM. Accordingly, under the SFO, Mr. LAM is deemed to be interested in the 6,879,517 Shares of the Company held by Ching Hoi Group Limited.

Non-executive Director

Mr. WANG Ye (王也), aged 35, is a non-executive Director. Mr. WANG was appointed as a non-executive Director on August 23, 2021.

Mr. WANG has been serving as managing director of Zhuhai Gaoshihuaxin Private Equity Investment Fund Management Co., Ltd. (珠海高實華新私募基金管理有限公司) since May 2021. From May 2016 to April 2021, he worked as managing director of Huaxin Zhiyuan (Shenzhen) Investment Management Co., Ltd. (華新致遠(深圳)投資管理有限公司). From January 2013 to July 2015, Mr. WANG worked at KKR Investment Consultancy (Beijing) Co., Ltd. (KKR投資顧問(北京)有限公司) where he served as an investment manager. From August 2011 to December 2012, Mr. WANG worked at M/C Partners as an investment manager. From July 2009 to June 2011, he worked as an analyst at the commercial and investment banking department of Deutsche Bank Securities Inc.

Mr. WANG obtained a bachelor's degree in science from Duke University in the United States in May 2009.

Mr. WANG as a non-executive Director has signed an appointment letter with the Company for a term of three years commencing from the Listing Date. Under the appointment letter, Mr. WANG does not entitled to any remuneration. Mr. WANG's appointment is subject to the provisions of retirement and rotation of Directors under the Articles of Association and the applicable Listing Rules.

As at the Latest Practicable Date, Mr. WANG is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any associated corporation of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Independent Non-executive Directors

Mr. NI Zhengdong (倪正東), aged 48, was appointed as an independent non-executive Director on August 13, 2021 (effective from the Listing Date).

Since June 2022, Mr. NI has been serving as an executive director of TechStar Acquisition Corporation, whose shares are listed on the Stock Exchange (stock code: 07855). Mr. NI has served as an executive director of ZERO2IPO HOLDINGS INC. (清科創業控股有限公司), a company listed on the Stock Exchange (stock code: 01945) since August 2019. He has been serving as the executive director and then as the chairman of Zero2IPO Group since its inception in 2005. Mr. NI has over 21 years of experience in the equity investment service industry. Mr. NI has also served as a director of Talkweb Information System Inc. (拓維信息系統股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002261), since May 2022. Prior to that, he served as an independent director of Talkweb Information System Inc. from September 2017 to May 2022.

Mr. NI served as an independent non-executive director of Kingdee International Software Group Company Limited (金蝶國際軟件集團有限公司), a company listed on the Stock Exchange (stock code: 0268), from January 2021 to December 2021. He also served as an independent director of iKang Healthcare Group, Inc., a company previously listed on NASDAQ (stock code: KANG), from March 2015 to January 2019, and as a director of Beijing Sanfo Outdoor Products Co., Ltd. (北京三夫戶外用品股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002780), from June 2011 to June 2017.

Mr. NI obtained a bachelor's degree in engineering mechanics from Hunan University (湖南大學) in the PRC in July 1996, and a master's degree in engineering mechanics from Tsinghua University (清華大學) in the PRC in January 2000. He also graduated from a business administration PhD programme from Tsinghua University (清華大學) in the PRC in January 2007.

Mr. NI as an independent non-executive Director has signed an appointment letter with the Company for a term of three years commencing from the Listing Date. Mr. NI is entitled to a director's remuneration of HK\$300,000 per annum with reference to the recommendation given by the Remuneration Committee, having regard to his duties and expertise, individual performance, the Group's operation results and prevailing market rate. Mr. NI's appointment is subject to the provisions of retirement and rotation of Directors under the Articles of Association and the applicable Listing Rules.

As at the Latest Practicable Date, Mr. NI is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any associated corporation of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. TANG Shun Lam (鄧順林), aged 67, was appointed as an independent non-executive Director on August 13, 2021 (effective from the Listing Date).

Mr. TANG has served as a non-executive director of Mulsanne Group Holding Limited (慕尚集團控股有限公司), a company listed on the Stock Exchange (stock code: 01817), since March 2023. He has served as a director of Secoo Holding Limited, a company listed on NASDAQ (stock code: SECO), since April 2022, an independent director of Missfresh Limited, a company listed on NASDAQ (stock code: MF), since August 2021, an independent non-executive director of Infinities Technology International (Cayman) Holding Limited (多牛科技國際(開曼)集團有限公司) (formerly known as Jiu Zun Digital Interactive Entertainment Group Holdings Limited (九尊數字互娛集團控股有限公司)), a company listed on the Stock Exchange (stock code: 01961), since May 2022, and a director of Hongkong Huba Limited (香港睿能有限公司), an equity investment company for the sustainability and climate impact organization, since May 2022. He was appointed the Senior Advisor for L Catterton LLC from February 2023.

From 2007 to January 2023, Mr. TANG served as a consultant of Warburg Pincus LLC. From June 2019 to July 2021, he served as an independent director of Uxin Limited, a company listed on NASDAQ (stock code: UXIN). From 2015 to 2019, he served as a director of Vital Innovations Holdings Limited (維太創科控股有限公司) (formerly known as Vital Mobile Holdings Limited (維太移動控股有限公司)), a company listed on the Stock Exchange (stock code: 06133), first being a non-executive director and subsequently redesignated as an executive director. From 2015 to 2019, Mr. TANG served as an independent non-executive director of Greenheart Group Limited (綠心集團有限公司), a company listed on the Stock Exchange (stock code: 00094). From 2010 to 2015, Mr. TANG worked for RDA Microelectronics, Inc., a company previously listed on the NASDAQ (stock code: RDA), first as a senior vice president of operations and subsequently as a director and executive chairman. From 2008 to 2012, he was the chief executive officer and a director of Coolsand Holdings Co., Ltd. From 2008 to 2009, Mr. TANG served as a non-executive director at China Eco-Farming Limited (中國農業生態有限公司), a company listed on the Stock Exchange (stock code: 08166). From 1999 to 2007, Mr. TANG was the president of Asia Pacific of Viasystems Group, Inc., a company previously listed on the NASDAQ (stock code: VIAS). From 2003 to 2005, he was an independent non-executive director of Asia Coal Limited (formerly known as Wanji Pharmaceutical Holdings Limited), a company previously listed on the Stock Exchange (stock code: 835).

Mr. TANG received a bachelor's degree of science in electrical and electronics engineering from Nottingham University in England in 1979 and a master's degree in business administration from Bradford University in England in 1981.

Mr. TANG as an independent non-executive Director has signed an appointment letter with the Company for a term of three years commencing from the Listing Date. Mr. TANG is entitled to a director's remuneration of HK\$300,000 per annum with reference to the recommendation given by the Remuneration Committee, having regard to his duties and expertise, individual performance, the Group's operation results and prevailing market rate. Mr. TANG's appointment is subject to the provisions of retirement and rotation of Directors under the Articles of Association and the applicable Listing Rules.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

As at the Latest Practicable Date, Mr. TANG is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any associated corporation of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. ZHAO Hongqiang (趙宏強), aged 46, was appointed as an independent non-executive Director on August 13, 2021 (effective from the Listing Date).

Since June 2018, Mr. ZHAO has been serving as an executive director and chief financial officer of Bairong Inc. (百融雲創) whose shares are listed on the Stock Exchange (stock code: 6608). Mr. ZHAO has been serving as an independent director of Li Auto, Inc. which is listed on NASDAQ and the Stock Exchange (stock code: LI and 02015) since July 2020 and HUYA Inc. which is listed on the New York Stock Exchange (stock code: HUYA) since May 2018, respectively. From October 2014 to October 2015, Mr. ZHAO served as the chief financial officer of NetEase Lede Technology Co., Ltd Beijing Branch. From December 2012 to December 2015, he served as a vice president of finance at SouFun Holdings Limited (now known as Fang Holdings Limited) which is listed on the New York Stock Exchange (stock code: SFUN). Mr. ZHAO served as an assistant Chief Auditor at the Public Company Accounting Oversight Board in 2009. From August 2001 to February 2009, he worked at KPMG LLP in the United States, with the most recent position being manager audit.

Mr. ZHAO received a bachelor's degree in accounting from Tsinghua University (清華大學) in the PRC, in July 1999 and a master's degree in accountancy from George Washington University in Washington D.C. in the United States, in May 2001.

Mr. ZHAO as an independent non-executive Director has signed an appointment letter with the Company for a term of three years commencing from the Listing Date. Mr. ZHAO is entitled to a director's remuneration of HK\$300,000 per annum with reference to the recommendation given by the Remuneration Committee, having regard to his duties and expertise, individual performance, the Group's operation results and prevailing market rate. Mr. ZHAO's appointment is subject to the provisions of retirement and rotation of Directors under the Articles of Association and the applicable Listing Rules.

As at the Latest Practicable Date, Mr. ZHAO is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any associated corporation of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Ms. MI Wenjuan (米雯娟), aged 40, was appointed as an independent non-executive Director on November 26, 2022.

Ms. MI has extensive experience in corporate governance and business administration. Ms. MI is the founder of VIPKID and has served as its chief executive officer since October 2013. Ms. MI was also the co-founder of ABC English Group (ABC英語集團). Ms. MI obtained a bachelor's degree in Arts from Tianjin Foreign Studies University (天津外國語大學), majoring in English, in June 2010 and a master's degree in business administration from Cheung Kong Graduate School of Business (長江商學院) in September 2012.

Ms. MI as an independent non-executive Director has signed an appointment letter with the Company for a term of three years commencing from November 26, 2022. Ms. MI is entitled to a director's remuneration of HK\$300,000 per annum with reference to the recommendation given by the Remuneration Committee, having regard to her duties and expertise, individual performance, the Group's operation results and prevailing market rate. Ms. MI's appointment is subject to the provisions of retirement and rotation of Directors under the Articles of Association and the applicable Listing Rules.

As at the Latest Practicable Date, Ms. MI is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any associated corporation of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 626,255,570 Shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 62,625,557 Shares which represent 10% of the issued Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate.

REASONS FOR AND FUNDING OF REPURCHASES

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

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. The Directors may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make repurchases with profits of the Company or out of a new issuance of shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Act, out of capital.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors believe that if the Repurchase Mandate is exercised in full at any time during the proposed repurchase period, it might have a material adverse impact on the working capital and/or gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at December 31, 2022, being the date to which the latest published audited consolidated financial statements of the Company were made up. However, 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 or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

GENERAL

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

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

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, 58 Daojia is interested in 260,215,743 Shares, representing approximately 41.55% of the total number of Shares in issue. 58 Daojia is a limited liability company incorporated in the British Virgin Islands and is held as to over 50% by 58.com. In addition, 58.com is wholly-owned by Quantum Bloom Group Ltd. ("**Quantum Bloom**"), which is controlled as to more than one-third by Mr. YAO Jinbo (through his intermediary controlled entities). Nihao Haven Corporation ("**Nihao Haven**") controls over one-third interest in Quantum Bloom. Nihao Haven is wholly-owned by Nihao China Corporation ("**Nihao China**") which is beneficially owned by Mr. YAO Jinbo through a trust. Accordingly, under the SFO, each of 58.com, Quantum Bloom, Nihao Haven, Nihao China and Mr. YAO Jinbo is deemed to be interested in the entire equity interests held by 58 Daojia in the Company. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest of 58 Daojia would be increased from approximately 41.55% to approximately 46.17% of the total number of Shares in issue.

To the best knowledge and belief of the Directors, such increase would give rise to an obligation to make a mandatory offer under the Takeovers Code. Save as aforesaid, the Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code for 58 Daojia and Mr. YAO Jinbo to make a mandatory offer and will not effect repurchases to such extent which would result in the number of Shares held by the public falling below the minimum public float under the public float waiver granted by the Stock Exchange.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the Company would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the previous six months immediately preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange from the Listing Date to the Latest Practicable Date were as follows:

Month	Highest prices <i>HK\$</i>	Lowest prices <i>HK\$</i>
2022		
June (from the Listing Date)	23.15	11.98
July	13.20	6.06
August	8.08	4.92
September	8.62	4.22
October	4.74	2.86
November	5.62	2.93
December	5.38	3.23
2023		
January	4.13	3.30
February	3.96	2.98
March	3.27	2.13
April (up to the Latest Practicable Date)	2.65	2.17



GOGO HOLDINGS LIMITED

快狗打车控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2246)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of GOGO HOLDINGS LIMITED (the “**Company**”, and its subsidiaries and Consolidated Affiliated Entities, collectively “**Group**”) will be held at Building A, Beijing Cultural Creative Building, 30 Beiyuan Road, Chaoyang District, Beijing, China on Friday, June 2, 2023 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Group and the reports of the directors (the “**Directors**”) and the auditor of the Company for the year ended December 31, 2022.
2. (a) To re-elect the following retiring Directors:
 - (i) To re-elect Mr. CHEN Xiaohua as an executive Director;
 - (ii) To re-elect Mr. LAM Hoi Yuen as an executive Director;
 - (iii) To re-elect Mr. WANG Ye as a non-executive Director;
 - (iv) To re-elect Mr. NI Zhengdong as an independent non-executive Director;
 - (v) To re-elect Mr. TANG Shun Lam as an independent non-executive Director;
 - (vi) To re-elect Mr. ZHAO Hongqiang as an independent non-executive Director;
 - (vii) To re-elect Ms. MI Wenjuan as an independent non-executive Director;
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.

NOTICE OF ANNUAL GENERAL MEETING

3. To re-appoint PricewaterhouseCoopers as auditor of the Company and authorise the Board to fix their remuneration.
4. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

(A) "That:

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to paragraph (i) of this resolution, otherwise than pursuant to:
 - (1) any Rights Issue (as defined hereinafter);
 - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;
 - (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or

NOTICE OF ANNUAL GENERAL MEETING

- (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of 20% of the total number of issued shares of the Company as at the date of passing this resolution, and the approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:
 - (a) **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
 - (3) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;
 - (b) **“Rights Issue”** means an offer of shares of the Company or an issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions 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, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

(B) “That:

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of the shares to be repurchased pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “That conditional upon the resolutions numbered 4(A) and 4(B) set out in this notice being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 4(A) set out in this notice be and is hereby extended by the addition to the number of the issued shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the number of the issued shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 4(B) set out in this notice, provided that such extended amount shall represent up to 10% of the total number of issued shares of the Company as at the date of passing of the said resolutions.”

By order of the Board
GOGOX HOLDINGS LIMITED
CHEN Xiaohua
Chairman and Executive Director

Hong Kong, April 25, 2023

Registered Office:

PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Principal Place of Business in Hong Kong:

31/F, Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

***Headquarters and Principal Place
of Business in the PRC:***

Room 212, Building C
Kaide Building Complex
No. 7 Rongyuan Road
Huayuan Industrial Park
Binhai Hi-tech Zone, Tianjin
PRC

Notes:

- (i) Ordinary resolution numbered 4(C) will be proposed to the shareholders of the Company for approval provided that ordinary resolutions numbered 4(A) and 4(B) are passed by the shareholders of the Company.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.
- (iii) Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

NOTICE OF ANNUAL GENERAL MEETING

- (iv) In order to be valid, the completed form of proxy, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting (i.e. at or before 10:00 a.m. on Wednesday, May 31, 2023) or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) The register of members of the Company will be closed from Tuesday, May 30, 2023 to Friday, June 2, 2023, both days inclusive, in order to determine the eligibility of shareholders to attend the above meeting, during which period no share transfers will be registered. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, May 29, 2023.
- (vi) In respect of ordinary resolutions numbered 2(a) above, Mr. CHEN Xiaohua, Mr. LAM Hoi Yuen, Mr. WANG Ye, Mr. NI Zhengdong, Mr. TANG Shun Lam, Mr. ZHAO Hongqiang and Ms. MI Wenjuan shall retire and being eligible, offered themselves for re-election as Directors at the above meeting. Details of the above retiring Directors are set out in Appendix I to the circular dated April 25, 2023.
- (vii) In respect of the ordinary resolution numbered 4(A) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company referred therein. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (viii) In respect of ordinary resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate and for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the circular dated April 25, 2023.
- (ix) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.