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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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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**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  
ADOPTION OF THE SIXTH AMENDED AND RESTATED MEMORANDUM  
AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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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 Monday, May 20, 2024 at 10:00 a.m. is set out on pages 23 to 29 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](http://www.hkexnews.hk)) and the website of the Company ([gogoxholdings.com](http://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 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 Saturday, May 18, 2024) 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 29, 2024



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## DEFINITIONS

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

“Annual General Meeting” or “AGM”	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 Monday, May 20, 2024 at 10:00 a.m., or any adjournment thereof and notice of which is set out on pages 23 to 29 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
“Existing Articles of Association”	the fifth amended and restated memorandum and articles of association of the Company adopted by way of special resolution on 9 June 2022 with effect from 24 June 2022

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## DEFINITIONS

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“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
“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 22, 2024, 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
“New Articles of Association”	the sixth amended and restated memorandum and articles of association of the Company proposed to be approved by the Shareholders at the AGM, which contain the proposed amendments as set out in Appendix III to this circular
“Nomination Committee”	the nomination committee of the Company
“Options”	whom awards in the form of share options
“Proposed Amendments”	the proposed amendments to the Existing Articles of Association
“Remuneration Committee”	the remuneration committee of the Company

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## DEFINITIONS

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“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
“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

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LETTER FROM THE BOARD

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**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:**

LAM Hoi Yuen (林凱源)  
*(Chairman of the Board and  
Co-Chief Executive Officer)*  
Mr. HE Song (何松)  
*(Co-Chief Executive Officer)*

**Registered Office:**

4th Floor, Harbour Place,  
103 South Church Street,  
George Town, P.O. Box 10240,  
Grand Cayman KY1-1002,  
Cayman Islands

**Non-executive Directors:**

Mr. LEUNG Ming Shu (梁銘樞)  
Mr. WANG Ye (王也)

**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

**Independent Non-executive Directors:**

Mr. TANG Shun Lam (鄧順林)  
Mr. ZHAO Hongqiang (趙宏強)  
Ms. CHU Ka Yin Norma (朱嘉盈)

**Principal Place of Business in Hong Kong:**

46F, Hopewell Centre  
183 Queen's Road East  
Wan Chai, Hong Kong

April 29, 2024

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
ADOPTION OF THE SIXTH AMENDED AND RESTATED MEMORANDUM  
AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 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; (b) the re-election of retiring Directors; and (c) the adoption of the sixth amended and restated memorandum and articles of association.

### 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, 628,472,372 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 125,694,474 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.

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## LETTER FROM THE BOARD

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### 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 628,472,372 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 62,847,237 Shares.

### 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.

According to Article 16.19, Mr. LAM Hoi Yuen, Mr. HE Song and Mr. LEUNG Ming Shu will hold office as the Directors until the AGM and are subject to re-election.

According to Articles 16.2, Ms. CHU Ka Yin Norma will hold office as the Director until the AGM and is 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.

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## LETTER FROM THE BOARD

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### **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.

In addition, Ms. CHU Ka Yin Norma, being an independent non-executive Director, has made an 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 Director, and is satisfied that independent non-executive Director has the required independence to fulfil the role of an independent non-executive Director. Ms. Chu confirms that she has obtained the legal advice referred to under Rule 3.09D of the Listing Rules on March 27, 2024, and understands her obligations as a director of a listed issuer under the Listing Rules.

The Board, having considered the recommendation of the Nomination Committee, has proposed the re-election of, Mr. LAM Hoi Yuen, Mr. HE Song, Mr. LEUNG Ming Shu and Ms. CHU Ka Yin Norma. 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.

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## **LETTER FROM THE BOARD**

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### **ADOPTION OF THE SIXTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

Reference is made to the announcement of the Company dated March 28, 2024. The Board proposes to amend its Existing Articles of Association by way of adoption of the New Articles of Association with the aim of, among others, bringing the Existing Articles of Association in line with certain amendments to the Listing Rules regarding electronic dissemination of corporate communications by listed issuers which took effect from December 31, 2023.

Details of the Proposed Amendments are set out in Appendix III to this circular.

The legal advisers to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed the Proposed Amendments comply with the applicable requirements of the Listing Rules and do not violate the laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a listed company in Hong Kong. The Board considers that the Proposed Amendments are in the best interests of the Company and the Shareholders as a whole.

The Proposed Amendments and the memorandum and articles of association of the Company are prepared in English. The Chinese translation of the memorandum and articles of association of the Company is for reference only. In case of any inconsistency between the English version and the Chinese version, the English version shall prevail.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the AGM. Prior to the passing of the relevant special resolution at the AGM, the Existing Articles of Association shall remain valid.

### **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 14, 2024 to Monday, May 20, 2024 (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 13, 2024.

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## LETTER FROM THE BOARD

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### NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 23 to 29 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 and special resolutions will be proposed to Shareholders to consider and approve the adoption of the sixth amended and restated memorandum and articles of association of the Company.

### 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](http://www.hkexnews.hk)) and the website of the Company ([gogoxholdings.com](http://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 Saturday, May 18, 2024) 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.

### 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.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares, the re-election of retiring Directors and the adoption of the sixth amended and restated memorandum and articles of association 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**  
**Lam Hoi Yuen**  
*Chairman and Executive Director*

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## **APPENDIX I    DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION**

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*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.

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## APPENDIX I    DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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### Executive Directors

**Mr. LAM Hoi Yuen (林凱源)**, aged 38, is an executive Director, chairman of the Board 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 was appointed by the Board as the chairman of the Board with effect from December 20, 2023. Mr. LAM was also appointed as a member of Environmental, Social and Governance Committee. 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 2023 (Hong Kong/Macau, China).

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 a term of three years commencing from the Listing Date. Mr. LAM received emoluments (including share-based payments) of approximately RMB13.1 million for the year ended December 31, 2023. 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 1.89% of the total issued share capital of the Company.

## APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

**Mr. HE Song (何松) (“Mr. HE”)**, aged 45, is an executive Director and Co-Chief Executive Officer of the Company. Mr. HE was appointed as a Director and the Co-Chief Executive Officer on July 21, 2021, and was re-designated as an executive Director on August 13, 2021. Mr. HE served as the vice president of 58 Daojia Inc., which operated the freight business under “58 Suyun” before the merger between the Company and GoGo Tech Holdings Limited, since 2016. When he joined the Group in September 2019, Mr. HE served as the president of domestic business of the Company and was responsible for the operations of the Group in Chinese mainland. From 2011 to 2015, Mr. HE has been working at 58.com Inc., and serving as the chief information quality officer and subsequently as general manager in the finance business department. Prior to that, he worked for aerospace software companies and wellknown Internet companies, such as Yahoo! Beijing Global R&D Center (雅虎軟件研發(北京)有限公司). Mr. HE has over 17 years experience in the relevant industry. Mr. HE received a bachelor’s degree and master’s degree in computer science and technology from Zhejiang University (浙江大學) in the PRC in June 2001 and March 2004, respectively.

Mr. HE as an executive Director has signed a service contract with the Company for a term of three years commencing from the Listing Date. Mr. HE received emoluments (including share-based payments) of approximately RMB35.3 million for the year ended December 31, 2023. The emoluments of Mr. HE 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. HE’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. HE is deemed to be interested in 16,537,168 Shares, representing approximately 2.63% of the total issued share capital of the Company.

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

<b>Name of associated corporation</b>	<b>Capacity and nature of interest</b>	<b>Number of shares held</b>	<b>Approximate percentage of equity interest</b>
58 Daojia	Beneficial owner	2,560,000(1)	0.41%
Daojia Limited	Beneficial owner	2,004,535(2)	0.32%

*Notes:*

- (1) Represents Mr. HE Song’s entitlement to receive up to 2,560,000 ordinary shares of 58 Daojia pursuant to the exercise of options granted to him.
- (2) Represents Mr. HE Song’s entitlement to receive up to 2,004,535 ordinary shares of Daojia Limited pursuant to the exercise of options granted to him.

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## APPENDIX I    DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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### Non-executive Director

**Mr. LEUNG Ming Shu (梁銘樞) (“Mr. LEUNG”)**, aged 48, is a non-executive Director. Mr. LEUNG was appointed as a Director on July 21, 2021, and re-designated as a non-executive Director on August 13, 2021.

Since April 2021, Mr. LEUNG has been serving as the chief financial officer, a member of strategy committee of 58.com Inc. and a managing partner of 58 industry fund, mainly responsible for overseeing overall financial and legal functions and strategic investment and management. Since January 2023, he has been serving as an independent non-executive director of Gala Technology Holding Limited (望塵科技控股有限公司), whose shares are listed on the Stock Exchange (stock code: 02458). Since May 2022, Mr. LEUNG has been serving as 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), whose shares are listed on the Stock Exchange (stock code: 01961). Since December 2019, he has been serving as an independent non-executive director of Renrui Human Resources Technology Holdings Limited (人瑞人才科技控股有限公司), whose shares are listed on the Stock Exchange (stock code: 06919). Since March 2017, he has been serving as an independent non-executive director of Sun. King Technology Group Limited (賽晶科技集團有限公司), whose shares are listed on the Stock Exchange (stock code: 00580). Since February 2013, he has been serving as an independent non-executive director of Cabbeen Fashion Limited (卡賓服飾有限公司), whose shares are listed on the Stock Exchange (stock code: 02030).

Since 2017, he has been serving as a founding and managing partner at Harmony Capital, a family office private equity fund with a focus on internet and consumer sectors in China. From January 2013 to January 2017, he served as the chief financial officer of Visual China Group, whose shares are listed on the Shenzhen Stock Exchange (stock code: 000681). From January 2008 to December 2012, he served as the chief financial officer of China ITS (Holdings) Co., Ltd., whose shares are listed on the Stock Exchange (stock code: 01900). From February 2003 to January 2006, he served as a senior manager in the mergers and acquisitions department and subsequently as chief financial officer at CDC Corporation, a company formerly listed on the NASDAQ (stock code: CHINA). From October 1999 to December 2000, he served as a senior consultant at Arthur Andersen & Co.

From September 1998 to August 1999, he served as an auditor at PricewaterhouseCoopers. Mr. LEUNG has been a Fellow Member of Association of Chartered Certified Accountants and the Fellow Member of the Hong Kong Institute of Certified Public Accountants since February 2007 and June 2010, respectively. Mr. LEUNG obtained a First- Class Honor bachelor’s degree in accounting from the City University of Hong Kong in Hong Kong in November 1998 and a master’s degree in accounting from The Chinese University of Hong Kong in Hong Kong in November 2001.

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## APPENDIX I    DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Mr. LEUNG 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. LEUNG does not entitled to any remuneration. Mr. LEUNG'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. LEUNG 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 Director**

**Ms. CHU Ka Yin Norma (朱嘉盈) (“Ms. CHU”)**, aged 42, has extensive experience in business administration. Ms. CHU is the founder of DDC Enterprise Limited, a company listed on the NYSE American under the symbol “DDC” and has served as its chief executive officer and chairwoman of the board since its establishment in 2012.

Before founding DDC Enterprise Limited, Ms. CHU served as Head of Equities Research of HSBC Private Bank in Hong Kong from July 2010 to May 2012. Ms. CHU has also been elected as a member of the Technology and Innovation Subsector of the Election Committee of Hong Kong SAR for 2021. Ms. CHU received her Bachelor of Arts degree in the University of Washington in 2004. She is also an alumna of Harvard Business School where she completed the Executive General Management Program in 2023.

Ms. CHU as an independent non-executive Director has signed an appointment letter with the Company for a term of three years commencing from March 28, 2024. Ms. CHU 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. CHU'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. CHU 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 628,472,372 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 62,847,237 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, 2023, 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 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.

The Directors confirm that to the best of their knowledge and belief, neither the explanatory statement nor the proposed repurchase of Shares pursuant to the Repurchase Mandate has any unusual features.

**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.com is interested in 237,238,377 Shares, representing approximately 37.75% of the total number of Shares in issue. 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 Quantum Bloom, Nihao Haven, Nihao China and Mr. YAO Jinbo is deemed to be interested in the entire equity interests held by 58.com 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.com would be increased from approximately 37.75% to approximately 41.94% 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.com 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 in each of the previous twelve months prior to and up to the Latest Practicable Date were as follows:

Month	Highest prices	Lowest prices
	<i>HK\$</i>	<i>HK\$</i>
<b>2023</b>		
April	2.65	2.12
May	2.37	1.43
June	1.68	1.19
July	1.29	1.04
August	1.37	1.01
September	1.14	0.82
October	0.89	0.66
November	0.72	0.52
December	0.74	0.46
<b>2024</b>		
January	0.67	0.325
February	0.40	0.325
March	0.395	0.26
April (up to the Latest Practicable Date)	0.30	0.242

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
OF  
GOGOX HOLDINGS LIMITED**

Details of the Proposed Amendments are as follows (strikethrough represents the text deleted, and underline represents the text added):

ARTICLES BEFORE THE AMENDMENTS	ARTICLES AFTER THE AMENDMENTS
<p>THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES <del>FIFTH</del> AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF GOGOX HOLDINGS LIMITED 快狗打车控股有限公司(<del>conditionally</del> adopted by special resolution passed on <del>9 June 2022</del> and effective on <del>24 June 2022</del>)</p>	<p>THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES <u>SIXTH</u> AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF GOGOX HOLDINGS LIMITED 快狗打车控股有限公司(adopted by special resolution passed on <u>20 May 2024</u> and effective on <u>20 May 2024</u>)</p>
<p>THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES <del>FIFTH</del> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF GOGOX HOLDINGS LIMITED 快狗打车控股有限公司(<del>conditionally</del> adopted by special resolution passed on <del>9 June 2022</del> and effective on <del>24 June 2022</del>)</p>	<p>THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES <u>SIXTH</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF GOGOX HOLDINGS LIMITED 快狗打车控股有限公司(adopted by special resolution passed on <u>20 May 2024</u> and effective on <u>20 May 2024</u>)</p>
<p>THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES <del>FIFTH</del> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF GOGOX HOLDINGS LIMITED 快狗打车控股有限公司(<del>conditionally</del> adopted by special resolution passed on <del>9 June 2022</del> and effective on <del>24 June 2022</del>)</p>	<p>THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES <u>SIXTH</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF GOGOX HOLDINGS LIMITED 快狗打车控股有限公司(adopted by special resolution passed on <u>20 May 2024</u> and effective on <u>20 May 2024</u>)</p>

ARTICLES BEFORE THE AMENDMENTS	ARTICLES AFTER THE AMENDMENTS
<p>The Registered Office of the Company shall be at the offices of <del>Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104</del>, Cayman Islands or at such other place in the Cayman Islands as the Board may from time to time decide.</p>	<p>The Registered Office of the Company shall be at the offices of <u>Harneys Fiduciary (Cayman) Limited, P. O. Box 10240, 4th Floor, Harbour Place, 103 South Church Street, George Town, Grand Cayman, KY1-1002</u>, Cayman Islands or at such other place in the Cayman Islands as the Board may from time to time decide.</p>
<p>THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES <del>FIFTH</del> AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF GOGOX HOLDINGS LIMITED 快狗打车控股有限公司 (<del>conditionally</del> adopted by special resolution passed on <del>9 June 2022</del> and effective on <del>24 June 2022</del>)</p>	<p>THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES <u>SIXTH</u> AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF GOGOX HOLDINGS LIMITED 快狗打车控股有限公司 (adopted by special resolution passed on <u>20 May 2024</u> and effective on <u>20 May 2024</u>)</p>
<p>THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES <del>FIFTH</del> AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF GOGOX HOLDINGS LIMITED 快狗打车控股有限公司 (<del>conditionally</del> adopted by special resolution passed on <del>9 June 2022</del> and effective on <del>24 June 2022</del>)</p>	<p>THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES <u>SIXTH</u> AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF GOGOX HOLDINGS LIMITED 快狗打车控股有限公司 (adopted by special resolution passed on <u>20 May 2024</u> and effective on <u>20 May 2024</u>)</p>

ARTICLES BEFORE THE AMENDMENTS	ARTICLES AFTER THE AMENDMENTS
<p><b>Article 2.2</b> In these Articles, unless there be something in the subject or context inconsistent therewith:</p> <p>“Articles” shall mean these Articles of Association and all supplementary, amended or substituted Articles for the time being in force.</p> <p>...</p> <p>“Directors” shall mean any director from time to time of the Company.</p> <p>...</p>	<p><b>Article 2.2</b> In these Articles, unless there be something in the subject or context inconsistent therewith:</p> <p><u>“Actionable Corporate Communication”</u> shall have the meaning given to it in the <u>Listing Rules.</u></p> <p>“Articles” shall mean these Articles of Association and all supplementary, amended or substituted Articles for the time being in force.</p> <p>...</p> <p><u>“Corporate Communication”</u> shall have the meaning given to it in the <u>Listing Rules.</u></p> <p>“Directors” shall mean any director from time to time of the Company.</p> <p>...</p>

ARTICLES BEFORE THE AMENDMENTS	ARTICLES AFTER THE AMENDMENTS
<p><b>Article 30.1</b> Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website <del>provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means</del>, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>	<p><b>Article 30.1</b> Except as otherwise provided in these Articles, any notice or document <b><u>(including any Corporate Communication and Actionable Corporate Communication)</u></b> may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website <b><u>and published on the Exchange's website</u></b> or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>

ARTICLES BEFORE THE AMENDMENTS	ARTICLES AFTER THE AMENDMENTS
<p><b>Article 30.4</b> A member shall be entitled to have notice served on him at any address within Hong Kong. Any member <del>who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and</del> whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</p>	<p><b>Article 30.4</b> A member shall be entitled to have notice served on him at any address within Hong Kong. Any member whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</p>

ARTICLES BEFORE THE AMENDMENTS	ARTICLES AFTER THE AMENDMENTS
<p><b>Article 30.8</b> Any notice <del>given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.</del></p>	<p><b>Article 30.8</b> Any notice <u>or document (including any Corporate Communication and Actionable Corporate Communication):</u></p> <p>(a) <u>given by electronic means by transmitting it to any electronic number or address or website supplied by a member to the Company shall be deemed to have been served and delivered on the day following that on which it is transmitted from the server of the Company or its agent, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient; and</u></p> <p>(b) <u>served by being placed on the Company's Website and published on the Exchange's website shall be deemed to be served on the day it was so published or at such later time as may be prescribed by the Listing Rules.</u></p>
<p><b>Article 30.9</b> A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p>	<p><b>Article 30.9</b> A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it <u>through electronic communication or through</u> the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, <u>to the electronic number or address, or</u> at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p>

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## NOTICE OF ANNUAL GENERAL MEETING

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### 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)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of GOGO X 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 Monday, May 20, 2024 at 10:00 a.m. for the following purposes:

### ORDINARY RESOLUTIONS

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, 2023.
2. (a) To re-elect the following retiring Directors:
  - (i) To re-elect Mr. LAM Hoi Yuen as an executive Director;
  - (ii) To re-elect Mr. HE Song as an executive Director;
  - (iii) To re-elect Mr. LEUNG Ming Shu as a non-executive Director;
  - (iv) To re-elect Ms. CHU Ka Yin Norma as an independent non-executive Director;
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as auditor of the Company and authorise the Board to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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**(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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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.”

### SPECIAL RESOLUTION

5. As special resolution, to consider and, if thought fit, pass with the following resolution as special resolution:

(A) “**That:**

- (i) the existing memorandum and articles of association of the Company be amended by the proposed amendments to the memorandum and articles of association of the Company (the “**Proposed Amendments**”) as set out in Appendix III to the circular of the Company dated 29 April 2024;
- (ii) the sixth amended and restated memorandum and articles of association reflecting all the Proposed Amendments, a copy of which has been produced to the meeting and initiated by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association with immediate effect; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) any director of the Company and/or the registered office provider of the Company (if applicable) be and is hereby authorised to do all things necessary to give effect to the adoption of the sixth amended and restated memorandum and articles of association of the Company, including but not limited to the necessary filing with the registrar of companies in the Cayman Islands and Hong Kong;”

By order of the Board  
**GOGOX HOLDINGS LIMITED**  
**Lam Hoi Yuen**  
*Chairman and Executive Director*

Hong Kong, April 29, 2024

**Registered Office:**

4th Floor, Harbour Place,  
103 South Church Street,  
George Town, P.O. Box 10240,  
Grand Cayman KY1-1002,  
Cayman Islands

**Principal Place of Business in Hong Kong:**

46F, Hopewell Centre  
183 Queen’s Road East  
Wan Chai, 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 Saturday, May 18, 2024) 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 14, 2024 to Monday, May 20, 2024, 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 13, 2024.
- (vi) In respect of ordinary resolutions numbered 2(a) above, Mr. LAM Hoi Yuen, Mr. HE Song, Mr. LEUNG Ming Shu and Ms. CHU Ka Yin Norma 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 29, 2024.
- (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 29, 2024.
- (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.