
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountants or other professional advisers.

If you have sold or transferred all your shares in **Novacon Technology Group Limited**, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

Novacon Technology Group Limited

連成科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8635)

**PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE
NEW SHARES AND TO REPURCHASE SHARES,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED DECLARATION OF FINAL DIVIDEND AND
CLOSURE OF REGISTER OF MEMBERS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Room 1806, 18/F, Lu Plaza, No. 2 Wing Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 28 July 2023 at 10:00 a.m. is set out on pages 17 to 21 of this circular. A proxy form for use at the annual general meeting is also enclosed. Such proxy form is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.novacontechgroup.com).

Whether or not you intend to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 10:00 a.m. on Wednesday, 26 July 2023) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the meeting, or any adjourned meeting, should you so wish and in such event the proxy form shall be deemed to be revoked.

This circular will remain on the Stock Exchange's website at www.hkexnews.hk on the "Latest Listed Company Information" page for at least 7 days from the date of its publication and on the Company's website at www.novacontechgroup.com. References to dates and time in this circular are to Hong Kong dates and time.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

As a courtesy to other shareholders of the Company (the "Shareholder(s)"), we recommend Shareholder not to attend the Annual General Meeting in person if he/she tests COVID-19 positive or displays symptoms of COVID-19. The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on relevant resolutions at the meeting as an alternative to attending the meeting in person. In the event that the Shareholder can attend in person on the day, his/her proxy will be cancelled and he/she may vote in person. The Company also encourages the Shareholders to visit the websites of the Company and the Stock Exchange for any updates in relation to the meeting arrangement.

Please note that no refreshment or corporate souvenir will be provided at the Annual General Meeting. Instead, the Company will make a donation to a non-profit making organisation.

28 June 2023

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless otherwise defined or the context otherwise requires, the following terms or expressions shall have the following meanings:

| | |
|-----------------------------------|--|
| “Annual General Meeting” or “AGM” | the annual general meeting of the Company to be held at Room 1806, 18/F, Lu Plaza, No. 2 Wing Yip Street, Kwun Tong, Kowloon, Hong Kong, on Friday, 28 July 2023 at 10:00 a.m., or any adjournment thereof |
| “Articles” | the articles of association of the Company, as amended or supplemented from time to time |
| “associate(s)” | has the meaning ascribed to it under the GEM Listing Rules |
| “Board” | the board of Directors |
| “close associate(s)” | has the meaning ascribed to it under the GEM Listing Rules |
| “Companies Act” | the Companies Act, Cap. 22 (Act 3 of 1961) of the Cayman Islands, as amended or supplemented from time to time |
| “Company” | Novacon Technology Group Limited 連成科技集團有限公司, a company incorporated as an exempted company in the Cayman Islands with limited liability on 7 February 2018 and the issued Shares of which are listed on GEM (stock code: 8635) |
| “controlling shareholder(s)” | has the meaning ascribed to it under the GEM Listing Rules |
| “core connected person(s)” | has the meaning ascribed to it under the GEM Listing Rules |
| “COVID-19” | the novel coronavirus (COVID-19) disease |
| “Director(s)” | the director(s) of the Company |
| “GEM” | the GEM operated by the Stock Exchange |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, as amended, supplemented or modified from time to time |

DEFINITIONS

| | |
|----------------------------|---|
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Latest Practicable Date” | 19 June 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” | 2 May 2019, being the date on which dealings in the Shares commenced on GEM |
| “no(s).” | number(s) |
| “Nomination Committee” | the nomination committee of the Board |
| “Remuneration Committee” | the remuneration committee of the Board |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time |
| “Share(s)” | ordinary share(s) of a nominal value of HK\$0.01 each in the share capital of the Company |
| “Shareholder(s)” | registered holder(s) of the Shares |
| “Share Issue Mandate” | the general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of issued Shares as at the date of passing of the relevant resolution approving such mandate |
| “Share Repurchase Mandate” | the general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the aggregate number of issued Shares as at the date of passing of the relevant resolution approving such mandate |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |

DEFINITIONS

| | |
|------------------------------|---|
| “substantial shareholder(s)” | has the meaning ascribed to it under the GEM Listing Rules |
| “Takeovers Code” | the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time |
| “Tricor” | the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited |
| “%” | per cent |

Novacon Technology Group Limited
連成科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8635)

Executive Directors:

Mr. Chung Chau Kan (*Chief Executive Officer*)

Mr. Wong Wing Hoi

Non-executive Director:

Mr. Wei Ming (*Chairman*)

Independent non-executive Directors:

Mr. Moo Kai Pong

Mr. Lo Chi Wang

Mr. Wu Kin San Alfred

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Office E, 17th Floor

EGL Tower

No. 83 Hung To Road

Kwun Tong, Kowloon

Hong Kong

28 June 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE
NEW SHARES AND TO REPURCHASE SHARES,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED DECLARATION OF FINAL DIVIDEND AND
CLOSURE OF REGISTER OF MEMBERS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the information in respect of the resolutions to be proposed at the AGM (amongst others): the granting to the Directors of the Share Issue Mandate and the Share Repurchase Mandate, the extension of the Share Issue Mandate, the re-election of retiring Directors and the declaration of final dividend; and to give you the notice of the AGM at which your approval of the relevant resolutions relating to these matters will be sought at the AGM.

LETTER FROM THE BOARD

2. SHARE ISSUE MANDATE

On 28 July 2022, a general mandate was granted to the Directors to exercise powers of the Company to allot and issue new Shares. Such mandate will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to approve the Share Issue Mandate in order to ensure flexibility and discretion to the Directors to issue new Shares.

As at the Latest Practicable Date, the Company had 400,000,000 Shares in issue. Subject to the passing of the resolution approving the Share Issue Mandate and assuming that no further Shares are issued and no Shares are repurchased and cancelled prior to the AGM, the Company would be allowed under the resolution approving the Share Issue Mandate to allot, issue or deal with a maximum of 80,000,000 additional Shares, representing not more than 20% of the total number of issued Shares as at the Latest Practicable Date. An ordinary resolution to extend the Share Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the AGM.

The Directors do not have immediate plan to issue any new Shares pursuant to the Share Issue Mandate.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in ordinary resolutions nos. 5 and 7, of the notice of the AGM respectively.

3. SHARE REPURCHASE MANDATE

On 28 July 2022, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to approve the Share Repurchase Mandate.

As at the Latest Practicable Date, the Company had 400,000,000 Shares in issue. Subject to the passing of the resolution approving the Share Repurchase Mandate, assuming that no further Shares are issued and no Shares are repurchased and cancelled prior to the AGM, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate will be 40,000,000 Shares, representing not more than 10% of the total number of issued Shares as at the Latest Practicable Date.

The Directors do not have immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate but consider that the Share Repurchase Mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company.

An explanatory statement required under Rule 13.08 of the GEM Listing Rules, giving certain information regarding the Share Repurchase Mandate, is set out in Appendix I to this circular.

LETTER FROM THE BOARD

The Share Issue Mandate and the Share Repurchase Mandate, if approved at the AGM, will continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held or until the date upon which such authority is revoked or varied by ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

4. RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises six Directors, namely Mr. Chung Chau Kan, Mr. Wong Wing Hoi, Mr. Wei Ming, Mr. Moo Kai Pong, Mr. Lo Chi Wang and Mr. Wu Kin San Alfred.

In accordance with Article 84 of the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Accordingly, Mr. Chung Chau Kan and Mr. Wei Ming will retire at the AGM by rotation and, being eligible, offer themselves for re-election.

Recommendation of the Nomination Committee

In considering and proposing the re-election of the above retiring Directors at the AGM, the Nomination Committee has evaluated the performance of each of the retiring Directors and found their performance satisfactory. The Nomination Committee has received and assessed the annual independence confirmations pursuant to Rule 5.09 of the GEM Listing Rules from each of the independent non-executive Directors and consider that all of them, including Mr. Moo Kai Pong, Mr. Lo Chi Wang and Mr. Wu Kin San Alfred, remain independent. In addition, the Nomination Committee has considered the Board diversity from a range of diversity perspectives with reference to the Company's business and corporate strategy, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments are based on meritocracy, and candidates shall be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

LETTER FROM THE BOARD

Therefore, the Nomination Committee nominated the retiring Directors to the Board for it to propose to Shareholders for re-election at the AGM. Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that the retiring Directors, namely Mr. Chung Chau Kan and Mr. Wei Ming stand for re-election as Directors at the AGM. Each of the retiring Directors has abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders.

Biographical details of the above retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

5. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 17 to 21 of this circular.

6. DECLARATION OF FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

Subject to approval by the Shareholders at the AGM, a final cash dividend of HK\$0.001 per Share will be declared to those Shareholders whose names appear on the register of members of the Company at the close of business on Thursday, 3 August 2023 (the record date) and the final dividend will be paid on or before Thursday, 24 August 2023. In order to qualify for the proposed final dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 3 August 2023.

For determining the eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 25 July 2023 to Friday, 28 July 2023, both days inclusive, during which period no transfer of Shares will be registered and no Share will be issued upon exercise of the share options granted by the Company. In order to qualify for attendance and voting at the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 24 July 2023.

7. PROXY ARRANGEMENT

A proxy form for use at the AGM is enclosed with this circular. Such proxy form is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.novacontechgroup.com). Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. not later than 10:00 a.m. on Wednesday, 26 July 2023) or any

LETTER FROM THE BOARD

adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM, or any adjourned meeting, should you so wish and in such event the proxy form shall be deemed to be revoked.

8. VOTING BY WAY OF POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules and Article 66 of the Articles, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the 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. The chairman of the AGM will therefore demand a poll for every resolution put forth at the AGM and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolutions to be proposed at the AGM.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

10. RECOMMENDATION

The Directors believe that the granting of the Share Issue Mandate, the granting of the Share Repurchase Mandate, the extension of the Share Issue Mandate, the re-election of the retiring Directors and the declaration of final dividend are in the best interests of the Company as well as the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the relevant resolutions to be proposed at the AGM.

11. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By order of the Board
Novacon Technology Group Limited
Wei Ming
Chairman and non-executive Director

The following is an explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

Exercise in full of the Share Repurchase Mandate, on the basis of 400,000,000 Shares in issue as at the Latest Practicable Date and on the basis that no Shares will be allotted, issued or repurchased by the Company prior to the AGM, would result in up to 40,000,000 Shares (which must be fully paid and represent 10% of the Shares in issue as at the Latest Practicable Date) being repurchased by the Company during the course of the period prior to the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or applicable laws of the Cayman Islands to be held; or (iii) the passing of any ordinary resolution of the Shareholders in general meeting of the Company revoking, varying or renewing the Share Repurchase Mandate.

2. REASONS FOR REPURCHASES

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

Repurchases of Shares would only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, the Articles, the Companies Act and any applicable laws and regulations. Pursuant to the Share Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilised in this connection, including funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, in the case of any premium payable on the repurchase, out of funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company. The Company may not repurchase securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of GEM prevailing from time to time.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2023) in the event that the Share Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or on the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If as a result of a repurchase of Shares under the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition 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 interest of the Shareholder(s), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and to the best of the knowledge and belief of the Directors based on the register kept by the Company under Section 336 of the SFO, (i) Mr. Chung Chau Kan, together with his associates and parties acting in concert with him ("**Mr. Chung's Group**"), was interested in an aggregate of 90,000,000 Shares, representing 22.5% of the issued share capital of the Company; and (ii) Mr. Wei Ming, together with his associates and parties acting in concert with him ("**Mr. Wei's Group**"), was interested in an aggregate of 210,000,000 Shares, representing 52.5% of the issued share capital of the Company. Upon full exercise of the Share Repurchase Mandate and assuming that no further Shares are issued or repurchased prior to the date of the AGM, the aggregate shareholding of Mr. Chung's Group would be increased to 25% of the issued share capital of the Company while that of Mr. Wei's Group would be increased to approximately 58.3% of the issued share capital of the Company. Such increases would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Company undertakes not to repurchase Shares which would result in the number of Shares held by the public being reduced to less than 25% of the total issued Shares or the prescribed minimum percentage determined by the Stock Exchange.

6. GENERAL

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they would exercise the Share Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum of association of the Company, the Articles and all applicable laws of the Cayman Islands in force from time to time.

None of the Directors nor, to the best of the Directors' knowledge and having made all reasonable enquiries, any of their respective close associates have any present intention to sell any Shares to the Company in the event that the Share Repurchase Mandate is granted by the Shareholders.

No core connected persons of the Company have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so in the event that the Share Repurchase Mandate is granted by the Shareholders.

7. SHARES REPURCHASED BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on GEM or otherwise) from the Listing Date to the Latest Practicable Date.

8. SHARE PRICES

The highest and lowest prices of the Shares traded on GEM in the previous twelve months up to the Latest Practicable Date were as follows:

| Year | Month | Price per Share | |
|------|--|-----------------|----------------|
| | | Highest HK\$ | Lowest HK\$ |
| 2022 | June | 0.128 | 0.105 |
| | July | 0.122 | 0.110 |
| | August | 0.130 | 0.112 |
| | September | 0.147 | 0.112 |
| | October | 0.248 | 0.121 |
| | November | 0.220 | 0.165 |
| | December | 0.176 | 0.145 |
| 2023 | January | 0.145 | 0.130 |
| | February | 0.214 | 0.131 |
| | March | 0.750 | 0.140 |
| | April | 0.850 | 0.495 |
| | May | 0.610 | 0.206 |
| | June (up to the Latest Practicable Date) | 0.295 | 0.150 |

Below are the particulars of the retiring Directors (as required by the GEM Listing Rules) proposed to be re-elected at the AGM:

(1) Mr. Chung Chau Kan (鍾就根), aged 47, Executive Director

Position and experience

Mr. Chung Chau Kan (鍾就根) (“**Mr. Chung**”), aged 47, was appointed as a Director on 7 February 2018 and re-designated as an executive Director and the chief executive officer of the Company on 7 May 2018 and is currently a member of the Remuneration Committee. Mr. Chung joined the Group in August 2006 as development manager of GLOBAL ESOLUTIONS (HK) LIMITED (“**GES**”), the principal operating subsidiary of the Group. He is responsible for the day-to-day management, overseeing the business operations, business development, strategic planning and supervising the development of financial trading solutions of the Group. Mr. Chung is also a director of each of GES, REAL LOGIC TECHNOLOGY COMPANY LIMITED (“**RLT**”) and Win Investment (HK) Limited (“**WIL**”), all of which are the indirect wholly-owned subsidiaries of the Company, and Motion Cast Limited (“**Motion Cast**”), a direct wholly-owned subsidiary of the Company.

Mr. Chung has over 23 years of experience in software engineering, system development and IT consulting, in particular, financial information systems and trading solution development. The table below sets out Mr. Chung’s previous relevant working experience:

| Name of company/ entity | Position | Period of employment/ service | Responsibilities |
|--------------------------------|----------------------|---------------------------------------|---|
| Entone Technologies Limited | Engineer | June 2000 to January 2001 | Software design, development, testing and maintenance |
| Reuters Hong Kong Limited | Consultant | January 2001 to January 2002 | Developing stock exchanges connectivity for the online trading system, supporting and enhancing a production real-time market data delivery site and building internet site for sales support |
| A.K. Technology Company | Software engineer | February 2002 to September 2002 | Designing and developing the timetabling engine |

| Name of company/ entity | Position | Period of employment/ service | Responsibilities |
|-----------------------------|---|--|---|
| RLT | Partnership with Ms. Yip Kim Kam, spouse of Mr. Chung | September 2002 to September 2003 | Developing and maintaining the timetabling system |
| Global eSolution Limited | Software engineer | December 2003 to July 2006 | Developing online trading platforms and wealth management platforms |

Mr. Chung joined the Group in August 2006 as development manager of GES. He was promoted to general manager of GES in July 2010. Since September 2011, Mr. Chung has been a director of GES, mainly responsible for overseeing the operations and software development of GES.

Since October 2016 when RLT was acquired by the Group, Mr. Chung has been a director of RLT, mainly responsible for non-financial software implementation such as timetabling system for primary schools, secondary schools and tertiary institutions in Hong Kong. RLT has become a subsidiary of the Group since October 2016. Prior to the acquisition of RLT by the Group, Mr. Chung was a director and a shareholder of RLT from October 2003 to September 2011 and the company secretary of RLT from September 2011 to September 2015. He ceased to be a director and a shareholder of RLT in September 2011 and the company secretary of RLT in September 2015, in order to focus on the management of the Group as a director of GES. Mr. Chung has become a director of RLT again since October 2016 when RLT was acquired by the Group.

Since October 2017 when WIL was incorporated, Mr. Chung has been a director of WIL which is the property holding subsidiary of the Group.

Mr. Chung obtained a degree of Bachelor of Science (Hons) in Computer Studies from City University of Hong Kong in Hong Kong in November 2000 with first class honours.

Length of service and emoluments

Mr. Chung has entered into a service agreement with the Company on 7 April 2019 for an initial fixed term of three years commencing from 2 May 2019 and renewable automatically for successive terms of one year, subject to the provision of retirement and rotation of the Directors under the Articles. Either party may, after the expiry of the first year of service under the agreement, terminate the appointment with or without cause by giving to the other party not less than three months' notice in writing or by paying to the other party salary in lieu of such notice. Mr. Chung is currently entitled to receive a fixed salary at the annual rate of HK\$1,660,200.

Interest in Shares

As at the Latest Practicable Date, Mr. Chung was interested or deemed to be interested in 90,000,000 Shares, held by his wholly-owned entity, Expert Wisdom Holdings Limited, representing 22.5% of the total issued Shares pursuant to Part XV of the SFO.

Relationships

Save as disclosed above, Mr. Chung does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Matters that need to be brought to the attention of the Shareholders

Saved as disclosed above, there are no other matters concerning Mr. Chung that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Chung that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

(2) Mr. Wei Ming (衛明), aged 71, Non-executive Director

Position and experience

Mr. Wei Ming (衛明) (“**Mr. Wei**”), aged 71, was appointed as a Director on 7 February 2018 and re-designated as the non-executive Director and the chairman of the Board on 7 May 2018. Mr. Wei is currently the chairman of the Nomination Committee. Mr. Wei is one of the controlling shareholders of the Company. He joined the Group in December 2016 as a director of GES. He is responsible for overall strategic management and development of corporate policies and strategies of the Group. Since 21 February 2018 when Motion Cast was incorporated, Mr. Wei has been a director of Motion Cast which is an investment holding company of the Group.

Prior to joining the Group, (i) from around 1984 to 2002, he was primarily engaged as regional controller, director and principal advisor in financial trading businesses located in Hong Kong and Taiwan; and (ii) from January 2010 to January 2012, he was a director of Jin Ku Precious Metal Trading Ltd (currently known as Far East Precious Metal (HK) Limited) which was principally engaged in bullion trading in Hong Kong.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Wei completed a Textile Mechanical Course at Hong Kong Technical College (currently known as The Hong Kong Polytechnic University) in Hong Kong in around September 1971.

Mr. Wei was a director of the following companies prior to their respective dissolution:

| Name of company | Place of incorporation | Principal business activity prior to cessation of business | Date of dissolution | Means of dissolution | Reasons for dissolution |
|-------------------------------------|------------------------|--|---------------------|----------------------|------------------------------|
| Sunyet Development Limited | Hong Kong | Investment holding company | 14 June 2002 | Strike off | Ceased to carry out business |
| Topworth Financial Services Limited | Hong Kong | Inactive | 23 June 2000 | Deregistration | Inactive |
| Topworth International Limited | Hong Kong | Forex trading | 14 June 2002 | Strike off | Ceased to carry out business |

Length of service and emoluments

Mr. Wei has entered into a letter of appointment with the Company on 7 April 2019 for an initial fixed term of three years commencing from 2 May 2019 and automatically renewable for successive terms of three years, subject to the provision of retirement and rotation of the Directors under the Articles. Either party may, after the expiry of the first three years of service under the letter of appointment, terminate the appointment with or without cause by giving to the other party not less than three months' notice in writing. Under the appointment letter, no annual remuneration is payable to Mr. Wei by the Company.

Interest in Shares

As at the Latest Practicable Date, Mr. Wei was interested or deemed to be interested in 210,000,000 Shares, held by his wholly-owned entity, Essential Strategy Investments Limited, representing 52.5% of the total issued Shares pursuant to Part XV of the SFO.

Relationships

Mr. Wei is a controlling shareholder of the Company by virtue of his holding of 52.5% shareholding of the Company through Essential Strategy Investments Limited. Save as disclosed above, Mr. Wei does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Matters that need to be brought to the attention of the Shareholders

Saved as disclosed above, there are no other matters concerning Mr. Wei that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Wei that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

Novacon Technology Group Limited 連成科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8635)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Novacon Technology Group Limited (the “**Company**”) will be held at Room 1806, 18/F, Lu Plaza, No. 2 Wing Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 28 July 2023 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company for the year ended 31 March 2023 and the reports of the directors and the independent auditor of the Company.
2. To approve a final dividend of HK\$0.001 per share of the Company for the year ended 31 March 2023.
3. (a) To re-elect the following directors of the Company (the “**Directors**”):
 - (i) To re-elect Mr. Chung Chau Kan as an executive Director; and
 - (ii) To re-elect Mr. Wei Ming as a non-executive Director.
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint Baker Tilly Hong Kong Limited as auditor of the Company for the ensuing year and to authorise the Board to fix their remuneration.
5. To consider as special business and, if thought fit, pass the following resolutions as ordinary resolutions:

“**THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**GEM Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible

NOTICE OF ANNUAL GENERAL MEETING

into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power either during or after the end of the Relevant Period;
- (c) the total number of Shares to be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution (otherwise than pursuant to (i) a Rights Issue, (ii) an issue of Shares upon the exercise of any subscription or conversion rights attaching to any bonds, warrants, debentures, notes or any securities which carry rights to subscribe for or are convertible into Shares, (iii) an issue of Shares upon the exercise of any options which may be granted under the share option scheme or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of the subsidiaries of the Company or any other person of Shares or rights to acquire Shares, (iv) any scrip dividend schemes or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend in accordance with the articles of association of the Company (the "**Articles**"), or (v) any specific authority granted by the shareholders in general meeting) shall not exceed 20% of the total number of Shares in issue as at the date of passing this resolution (such total number to be subject to adjustment in the case of any conversions of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution) and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution,

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of any ordinary resolution of the shareholders in general meeting of the Company revoking, varying or renewing this resolution.

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (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 any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

6. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on GEM of the Stock Exchange or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares to be repurchased pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution (such total number to be subject to adjustment in the case of any conversions of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution) and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of any ordinary resolution of the shareholders in general meeting of the Company revoking, varying or renewing this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** subject to the passing of ordinary resolutions nos. 5 and 6 above, the general mandate granted to the Directors pursuant to ordinary resolution no. 5 above be and is hereby extended by the addition to the total number of Shares which may be allotted, issued, dealt with or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of a number representing the total number of Shares repurchased by the Company pursuant to ordinary resolution no. 6 above, provided that such extended number of Shares shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution (such total number to be subject to adjustment in the case of any conversions of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution).”

By Order of the Board
Novacon Technology Group Limited
Wei Ming
Chairman and non-executive Director

Hong Kong, 28 June 2023

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Office E, 17th Floor
EGL Tower
No. 83 Hung To Road
Kwun Tong, Kowloon
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman of the meeting, in good faith, decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the GEM Listing Rules.
2. Any shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if a member who is the holder of two or more Shares) to attend and vote in his stead. A proxy need not be a Shareholder. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited (“**Tricor**”), at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 10:00 a.m. on Wednesday, 26 July 2023) or any adjournment thereof.
4. For determining the eligibility to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 25 July 2023 to Friday, 28 July 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attendance and voting at the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 24 July 2023.

Subject to approval by the Shareholders, a final cash dividend of HK\$0.001 per share of the Company will be declared to those Shareholders whose names appear on the register of members of the Company at the close of business on Thursday, 3 August 2023 (the record date). In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 3 August 2023.

5. With regard to resolutions nos. 3(a)(i) to (ii) set out in this notice, details of the retiring Directors are set out in Appendix II to the circular of the Company dated 28 June 2023 (“**Circular**”).
6. In connection with the proposed share repurchase mandate under ordinary resolution no. 6, an explanatory statement as required by the GEM Listing Rules is set out in Appendix I to the Circular.
7. References to dates and time in this notice are to Hong Kong dates and time.
8. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the Company’s website (www.novacontechgroup.com) and the Stock Exchange’s website (www.hkexnews.hk) to notify Shareholders of the date, time and venue of the rescheduled meeting.
9. As at the date of this notice, the Board comprises Mr. Chung Chau Kan as an executive Director and the chief executive officer and Mr. Wong Wing Hoi as an executive Director, Mr. Wei Ming as the chairman of the Board and the non-executive Director, and Mr. Moo Kai Pong, Mr. Lo Chi Wang and Mr. Wu Kin San Alfred as the independent non-executive Directors.

The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the meeting as an alternative to attending the meeting in person.

10. As a courtesy to other Shareholders, we recommend Shareholder not to attend the meeting in person if he/she tests COVID-19 positive or displays symptoms of COVID-19. The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on relevant resolutions at the meeting as an alternative to attending the meeting in person. In the event that the Shareholder can attend in person on the day, his/her proxy will be cancelled and he/she may vote in person. The Company also encourages the Shareholders to visit the websites of the Company and the Stock Exchange for any updates in relation to the meeting arrangement.

Please note that no refreshment or corporate souvenir will be provided at the meeting. Instead, the Company will make a donation to a non-profit making organisation.