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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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.

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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)**

**(I) PROPOSED SHARE CONSOLIDATION;  
(II) PROPOSED CHANGE IN BOARD LOT SIZE;  
AND  
(III) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM of GOGO X HOLDINGS LIMITED to be held at Unit 1103–06, China Building, 29 Queen's Road Central, Central, Hong Kong on Wednesday, 23 April 2025 at 10:00 a.m. is set out on pages 16 to 18 of this circular. A form of proxy for use at the EGM 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 EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. at or before 10:00 a.m. on Monday, 21 April 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish, and in such event, the form of proxy shall be deemed to be revoked.

7 April 2025

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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:*

“Announcement”	the announcement of the Company dated 24 March 2025 in relation to the proposed Share Consolidation and Change in Board Lot Size
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Business Day”	a day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System, a securities settlement system used within Hong Kong Exchanges and Clearing Limited market system, which is established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time in effect
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 200 Existing Shares to 2,000 Consolidated Shares upon Share Consolidation becoming effective

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## DEFINITIONS

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“Company”	GOGOX HOLDINGS LIMITED (快狗打车控股有限公司) (formerly named as 58 Freight Inc.), an exempted company with limited liability incorporated under the laws of Cayman Islands on 8 June 2017, the shares of which are listed on the Main Board of the Stock Exchange
“Committee”	the Board or a committee of the Board of one or more members of the Board to whom the Board shall delegate the authority to grant or amend Share Options to participants of the Share Incentive Plan other than any of the Committee members
“Consolidated Affiliated Entities”	the entity(ies) the Company controls through the contractual arrangements, details of which are set out in the prospectus of the Company dated 14 June 2022
“Consolidated Share(s)”	ordinary share(s) of US\$0.000025 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“Effective Date”	the date on which the Share Consolidation shall become effective, being the second Business Day immediately after the date of the passing of the ordinary resolution approving the Share Consolidation at the EGM
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, to approve the Share Consolidation and the matters contemplated thereunder
“EGM Notice”	the notice convening the EGM set out on pages 16 to 18 of this circular
“Existing Shares”	ordinary share(s) of US\$0.0000025 each in the share capital of the Company prior to the Share Consolidation becomes effective

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## DEFINITIONS

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“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company, its subsidiaries and Consolidated Affiliated Entities from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	1 April 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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
“Share Consolidation”	the share consolidation of every ten (10) issued and unissued Existing Shares into one (1) Consolidated Share
“Share Incentive Plan”	the share incentive plan adopted by the Company on 18 August 2021
“Share Options”	the option(s) to subscribe for new Shares granted under the Share Incentive Plan

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## DEFINITIONS

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“Shareholders”	holder(s) of the issued Shares
“Shares”	Existing Share(s) and/or Consolidated Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States

*In the event of any inconsistency, the English text of this circular, the EGM Notice and the accompanying proxy form shall prevail over the Chinese text.*

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## EXPECTED TIMETABLE

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*The expected timetable for the Share Consolidation is set out below. The expected timetable is subject to the results of the EGM and satisfaction of the conditions to the Share Consolidation and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.*

<b>Event</b>	<b>Time and Date</b>
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM	4:30 p.m. on Tuesday, 15 April 2025
Closure of the register of members for determining the entitlement to attend and vote at the EGM (both days inclusive)	Wednesday, 16 April 2025 to Wednesday, 23 April 2025
Latest date and time for lodging the proxy forms for the EGM	10:00 a.m. on Monday, 21 April 2025
Record date for the EGM	Wednesday, 23 April 2025
Date and time of the EGM	10:00 a.m. on Wednesday, 23 April 2025
Publication of announcement of poll results of the EGM	Wednesday, 23 April 2025
 <b>The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation as set out in this circular and therefore the dates are tentative only.</b>	
Effective date of the Share Consolidation	Friday, 25 April 2025
Dealing in the Consolidated Shares commences	9:00 a.m. on Friday, 25 April 2025
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares	Friday, 25 April 2025

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## EXPECTED TIMETABLE

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Event	Time and Date
Original counter for trading in the Existing Shares in board lots of 200 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Friday, 25 April 2025
Temporary counter for trading in the Consolidated Shares in board lots of 20 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Friday, 25 April 2025
Original counter for trading in the Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Tuesday, 13 May 2025
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences	9:00 a.m. on Tuesday, 13 May 2025
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Tuesday, 13 May 2025
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4:00 p.m. on Monday, 2 June 2025
Temporary counter for trading in the Consolidated Shares in board lots of 20 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Monday, 2 June 2025
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) ends	4:10 p.m. on Monday, 2 June 2025
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares	Wednesday, 4 June 2025



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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)*

**Non-executive Directors:**

Mr. LEUNG Ming Shu (梁銘樞)

Mr. HU Xiangcheng (胡湘成)

**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)

**Registered Office:**

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

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

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

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

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

7 April 2025

*To the Shareholders*

Dear Sir or Madam

**(I) PROPOSED SHARE CONSOLIDATION;  
(II) PROPOSED CHANGE IN BOARD LOT SIZE;  
AND  
(III) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the Announcement in relation to the proposed Share Consolidation and Change in Board Lot Size. The purpose of this circular is to provide you with information regarding (i) the proposed Share Consolidation; (ii) the proposed Change in Board Lot Size; and (iii) notice convening the EGM for the purpose of considering, and if though fit, approving the resolution to be proposed.

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## LETTER FROM THE BOARD

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### **PROPOSED SHARE CONSOLIDATION**

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Existing Shares of US\$0.0000025 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of US\$0.000025 each in the share capital of the Company.

### **Conditions of the proposed Share Consolidation**

The Share Consolidation is conditional upon the following conditions:

- (i) the passing of an ordinary resolution to approve the Share Consolidation by the Shareholders at the EGM;
- (ii) the Listing Committee granting approval for the listing of, and permission to deal in, the Consolidated Shares upon the Shares Consolidation becoming effective; and
- (iii) the compliance with the relevant procedures and requirements under the laws of the Cayman Islands (where applicable) and the Listing Rules to effect the Share Consolidation.

As at the Latest Practicable Date, none of the above conditions had been fulfilled.

Subject to the satisfaction of all the above conditions, it is expected that the Share Consolidation will become effective on the Effective Date, i.e. being the second Business Day immediately after the date of passing of the ordinary resolution approving the Share Consolidation at the EGM.

### **Effects of the proposed Share Consolidation**

As at the Latest Practicable Date, the authorised share capital of the Company is US\$50,000 divided into 20,000,000,000 Existing Shares with par value of US\$0.0000025 each.

Upon the Share Consolidation becoming effective and assuming that there would be no change on the authorized share capital of the Company from the date of this circular up to the Effective Date, the authorised share capital of the Company will become US\$50,000 divided into 2,000,000,000 Consolidated Shares with par value of US\$0.000025 each.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, 628,827,391 Existing Shares have been allotted and issued as fully paid or credited as fully paid. Upon the Share Consolidation becoming effective and assuming that no new Existing Shares will be issued or repurchased from the date of this circular up to the Effective Date, 62,882,739 Consolidated Shares will be in issue.

### **Status of the Consolidated Shares**

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other in accordance with the Articles of Association.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the shareholdings, proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares that arise from the Share Consolidation which will not be allocated to the Shareholders otherwise entitled thereto and will be aggregated and sold for the benefit of the Company. The Directors are of the view that the Share Consolidation will not have any material adverse effect on the financial position of the Group and are in the interest of the Company and the Shareholders as a whole.

### **Proposed Change in Board Lot Size**

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in the board lot size of 200 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 200 Existing Shares to 2,000 Consolidated Shares.

Based on the closing price of HK\$0.395 per Existing Share (equivalent to the theoretical closing price of HK\$3.95 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, the value of each board lot of 2,000 Consolidated Shares, assuming that the Share Consolidation had already been effective, would be HK\$7,900.

### **Listing Application**

An application will be made by the Company to the Listing Committee for the listing of, and the permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, upon the Share Consolidation becoming effective, the Consolidated Shares will be accepted as

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## LETTER FROM THE BOARD

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eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchanges other than the Stock Exchange, and at the time when the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of existing share certificates held by such holder.

### **Arrangement on odd lot trading and matching service**

In order to facilitate the trading of odd lots of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Computershare Hong Kong Investor Services Limited as an agent to provide matching services, on a best efforts basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares during the period from 9:00 a.m. on Tuesday, 13 May 2025 to 4:00 p.m. on Monday, 2 June 2025 (both days inclusive). Any Shareholder who wishes to use this matching service should, directly or through their brokers contact Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong at telephone number (852) 2862 8555 during office hours (i.e. 9:00 a.m. to 6:00 p.m.) of the aforesaid period. Shareholders who would like to match odd lots are required to make an appointment in advance by dialing the telephone number of Computershare Hong Kong Investor Services Limited set out above.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

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## LETTER FROM THE BOARD

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### **Exchange of share certificates**

Subject to the Share Consolidation becoming effective, which is currently expected to be on Friday, 25 April 2025, being the second Business Day immediately after the date of the EGM, the Shareholders may during the period from Friday, 25 April 2025 and to Wednesday, 4 June 2025 (both days inclusive) on any Business Day submit existing share certificates for the Existing Shares (in the colour of blue) to the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, to exchange for new share certificates for the Consolidated Shares (in the colour of green) at the expense of the Company.

Thereafter, share certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever is higher.

After 4:10 p.m. on Monday, 2 June 2025, trading will only be in Consolidated Shares. Share certificates for the Existing Shares will continue to remain good evidence of legal title and may be exchanged for share certificates for the Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

### **ADJUSTMENTS IN RELATION TO OTHER SECURITIES OF THE COMPANY**

As at the Latest Practicable Date, the total number of Existing Shares available for grant under the Share Incentive Plan is nil and the Company has outstanding Share Options entitling the holders thereof to subscribe for a total of 76,259,641 Existing Shares. Under the terms and conditions of the Share Incentive Plan, in the event of any dividend, share split, combination or exchange of Shares, amalgamation, arrangement or consolidation, spin-off, recapitalization or other distribution (other than normal cash dividends) of Company assets to its shareholders, or any other change affecting the number or type of Shares or the share price of a Share, the Committee shall make such proportionate adjustments, if any, as the Committee in its discretion may deem appropriate to reflect such change with respect to (a) the aggregate number and type of shares that may be issued under the Share Incentive Plan; (b) the terms and conditions of any outstanding Share Options (including, without limitation, any applicable performance targets or criteria with respect thereto); and (c) the grant or exercise price per share for any outstanding Share Options under the Share Incentive Plan. The Company will make further announcement(s) on such adjustment(s) as and when appropriate.

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## LETTER FROM THE BOARD

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Save as disclosed above, the Company does not have any other outstanding derivatives, options, warrants, conversion rights, securities in issue, convertible securities or other similar rights which are convertible or exchangeable into, any Existing Shares or Consolidated Shares, as at the Latest Practicable Date.

### **REASONS FOR THE PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE**

The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and last updated in September 2024 stated that taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

The Shares are currently traded on the Stock Exchange in the board lot size of 200 Existing Shares. It is proposed that the board lot size will be amended to 2,000 Consolidated Shares when the Share Consolidation becomes effective. Based on the closing price of HK\$0.395 per Existing Share (equivalent to the theoretical closing price of HK\$3.95 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, (i) the value of each board lot of 200 Existing Shares would be HK\$79; and (ii) the theoretical market value of each board lot of the Consolidated Shares, assuming the Share Consolidation and the Change in Board Lot Size had become effective, would be HK\$7,900. As such, it is expected that the Share Consolidation and the Change in the Board Lot Size will bring about a corresponding upward adjustment in the trading price of the Consolidated Shares.

In view of the recent trading price of the Shares, the Board considers that the Share Consolidation and the Change in Board Lot Size will increase the board lot value of the Existing Shares, thereby enabling the Company to comply with the trading requirements under the Listing Rules and reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction cost for each securities trade. With a corresponding upward adjustment in the trading price of the Consolidated Shares and an increase in the net asset value per Share, the Board believes that the Share Consolidation and the Change in Board Lot Size will enhance the corporate image of the Company so as to make investing in the Shares more attractive to a broader range of prospective investors, and therefore further broaden the shareholder base of the Company including institutional investors whose house rules might otherwise prohibit or restrict trading in securities that are priced below a prescribed floor. It is also expected that the liquidity in trading of the Consolidated Shares will increase accordingly.

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## LETTER FROM THE BOARD

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Save for the necessary professional expenses for the implementation of the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operation, management or financial position of the Company and the interests and rights of the Shareholders.

As at the Latest Practicable Date, the Company has no concrete plans to carry out other corporate actions or conduct any equity fundraising which may have an effect of undermining or negating the intended purpose of the Share Consolidation and the Change in Board Lot Size in the next 12 months. However, the Directors will not rule out the possibility of any fundraising activities they may consider when it is reasonably necessary for the Group to raise fund to meet its operational needs or for future development of the Group. The Directors will carefully consider the likely impact on the Shareholders before they proceed on any fundraising exercises and the Company will make further announcement(s) in this regard in accordance with the Listing Rules as and when appropriate.

In view of the above, the Board considers that the Share Consolidation is fair and reasonable and beneficial to and in the best interest of the Company and the Shareholders as a whole.

### **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the entitlement of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 16 April 2025 to Wednesday, 23 April 2025 (both days inclusive), during which no transfer of Shares will be effected. In order to be eligible to attend and vote at the EGM, 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 Tuesday, 15 April 2025.

### **RESPONSIBILITY STATEMENT**

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

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## LETTER FROM THE BOARD

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### NOTICE OF EGM

Set out on pages 16 to 18 of this circular is the notice of the EGM at which, inter alia, ordinary resolution will be proposed to Shareholders to consider and approve the Share Consolidation and the matters contemplated thereunder.

### FORM OF PROXY

A form of proxy is enclosed for use at the EGM. 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 EGM, 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 EGM (i.e. at or before 10:00 a.m. on Monday, 21 April 2025) 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 EGM 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 resolution regarding the Share Consolidation, therefore none of the Shareholders is required to abstain from voting on such resolution.

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, the resolution set out in the notice of EGM 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 resolution for the Share Consolidation in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM.

Yours faithfully

By order of the Board

**GOGOX HOLDINGS LIMITED**

**Lam Hoi Yuen**

*Chairman and Executive Director*

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## NOTICE OF EXTRAORDINARY 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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting of GOGO X HOLDINGS LIMITED (the “**Company**”, and its subsidiaries and Consolidated Affiliated Entities, collectively “**Group**”) will be held at Unit 1103–06, China Building, 29 Queen’s Road Central, Central, Hong Kong on Wednesday, 23 April 2025 at 10:00 a.m. for the following purposes:

### ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon (i) the listing committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below); and (ii) the compliance with the relevant procedures and requirements under the laws of the Cayman Islands (where applicable) and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) to effect the Share Consolidation, with effect from the second business day immediately following the day of passing of this resolution:
  - (a) every ten (10) issued and unissued ordinary shares of US\$0.0000025 each in the share capital of the Company be consolidated into one (1) ordinary share of US\$0.000025 (each a “**Consolidated Share**”), and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the articles of association of the Company (the “**Share Consolidation**”);
  - (b) any fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholder(s) of the Company concerned, but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit and/or repurchased (and, if thought fit, cancelled) in such manner and on such terms as the Directors may think fit; and

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (c) any one or more Directors be and are hereby authorised to take such actions, do all such acts and things and execute all such further documents or deeds as they may, in their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Share Consolidation.”

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

Hong Kong, 7 April 2025

**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  
Bin Hai Hi-tech Zone, Tianjin  
PRC

*Notes:*

- (i) 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.
- (ii) 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.
- (iii) 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 Monday, 21 April 2025) 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.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (iv) The register of members of the Company will be closed from Wednesday, 16 April 2025 to Wednesday, 23 April 2025, 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 Tuesday, 15 April 2025.
  
- (v) Pursuant to Rule 13.39(4) of the Listing Rules, voting for the resolution set out in this notice will be taken by poll at the above meeting.