THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in GOGOX 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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GOGOX 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, PROPOSED CHANGE IN USE OF PROCEEDS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of GOGOX HOLDINGS LIMITED to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, June 18, 2026 at 3:00 p.m. is set out on pages 22 to 27 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Company (gogoxholdings.com).

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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 3:00 p.m. on Tuesday, June 16, 2026) 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. For the avoidance of doubt, holders of treasury Shares (if any) shall abstain from voting at the AGM.

May 28, 2026

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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 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, June 18, 2026 at 3:00 p.m., or any adjournment thereof and notice of which is set out on pages 22 to 27 of this circular
"Articles of Association"	the articles of association of the Company, as amended from time to time
"Audit Committee"	the audit committee of the Company
"Board"	the board of Directors
"China" or "PRC"	the People's Republic of China, except where the context requires otherwise and only for the purposes of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan
"Companies Act"	the Companies Act (As Revised) of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other laws incorporated therewith or substituted therefor
"Company"	GOGOX HOLDINGS LIMITED (快狗打车控股有限公司), a company with limited liability incorporated in the Cayman Islands on June 8, 2017 and the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2246)
"Consolidated Affiliated Entities"	the entities that we control through the Contractual Arrangements, being Tianjin 58 Daojia Freight Services Co., Ltd. and its subsidiaries
"Director(s)"	the director(s) of the Company

"General Mandate"	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with additional Shares not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution granting the General Mandate
"Global Offering"	the Hong Kong Public Offering and the International Offering as described in the Prospectus
"Group", "our Group", "we", "us" or "our"	the Company and its subsidiaries and Consolidated Affiliated Entities at the relevant time or, where the context so requires, in respect of the period before the Company became the holding company of the present subsidiaries or the Consolidated Affiliated Entities, the business operated by such subsidiaries or the Consolidated Affiliated Entities or their predecessors (as the case may be)
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	May 26, 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Listing 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
"Main Board"	the stock market (excluding the options market) operated by the Stock Exchange which is independent from and operates in parallel with the GEM of the Stock Exchange
"Net Proceeds"	the net proceeds received by the Company from the Global Offering, amounting to approximately HK$554.5 million

"Nomination Committee"	the nomination committee of the Company
"Options"	the awards in the form of share options
"Proposed Change in Use of Proceeds"	the proposed change in the use of the Unutilised Net Proceeds as described in this circular
"Prospectus"	the prospectus of the Company dated June 14, 2022
"Remuneration Committee"	the remuneration committee of the Company
"Repurchase Mandate"	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the total number of the issued Shares (excluding treasury 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, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) in the share capital of the Company with a nominal value of US$0.000025 each
"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
"treasury Shares"	has the meaning ascribed to it under the Listing Rules
"Unutilised Net Proceeds"	the unutilised amount of the Net Proceeds as at the Latest Practicable Date in relation to the Proposed Change in Use of Proceeds, amounting to approximately HK$106.7 million

"US" or "United States"	the United States of America, its territories and possessions and all areas subject to its jurisdiction
"US$" or "USD"	United States dollars, the lawful currency of the United States
"%"	per cent

GOGOX HOLDINGS LIMITED
快狗打车控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2246)

Executive Directors:
Mr. 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. Hu Xiangcheng (胡湘成)
Ms. Li Xiaojing (李曉菁)

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,
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Cayman Islands

Headquarters and Principal Place of Business in the PRC:
Room 212, Building C
Kaide Building Complex
No. 7 Rongyuan Road
Huayuan Industrial Park
Binhai Hi-tech Zone, Tianjin
PRC

Principal Place of Business in Hong Kong:
46/F, Hopewell Centre
183 Queen's Road East
Wan Chai, Hong Kong

May 28, 2026

To the Shareholders

Dear Sir or Madam

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS, PROPOSED CHANGE IN USE OF PROCEEDS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

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

GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on June 18, 2025, an ordinary resolution was passed granting a general mandate to the Directors to issue new Shares up to a maximum of 20% of the total number of the issued Shares as at the date of passing such resolution. Such mandate will lapse at the conclusion of the Annual General Meeting. 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 (including any sale or transfer of treasury 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 (including any sale or transfer of treasury Shares) not exceeding 20% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the resolution in relation to the General Mandate.

As at the Latest Practicable Date, 66,021,275 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 (or transfer out of the treasury) a maximum of 13,204,255 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 (excluding any treasury 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 (including any sale or transfer of treasury Shares) pursuant to the General Mandate.

REPURCHASE MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on June 18, 2025, an ordinary resolution was passed granting a general mandate to the Directors to repurchase Shares up to a maximum of 10% of the total number of the issued Shares as at the date of passing such resolution. Such mandate will lapse at the conclusion of the Annual General Meeting. 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 (excluding any treasury 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 66,021,275 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 6,602,127 Shares.

In accordance with the requirements of the Listing Rules, an explanatory statement is set out in Appendix II to this circular containing all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the relevant resolution.

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 and Mr. HE Song, both are executive Directors, will hold office as the Directors until the AGM and are subject to re-election.

According to Articles 16.2, Ms. LI Xiaojing, non-executive Director, 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.

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 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.

The Board, having considered the recommendation of the Nomination Committee, has proposed the re-election of, Mr. LAM Hoi Yuen, Mr. HE Song and Ms. LI Xiaojing. 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.

PROPOSED RE-APPOINTMENT OF AUDITOR

The consolidated financial statements of the Group for the year ended December 31, 2025 were audited by Forvis Mazars CPA Limited ("**Forvis Mazars**") whose term of office will expire upon the Annual General Meeting.

The Board proposes to re-appoint Forvis Mazars as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the Board to fix the remuneration of the auditor.

The preliminary estimated audit fee for the audit services relating to the financial year ending 31 December 2026 is in the range of approximately RMB5.9 million to approximately RMB6.5 million. The estimated audit fee was determined after discussion between the Company and Forvis Mazars having regard to, among others, the historic fees of the auditor, the complexity and scale of the Company's business operations, the expected scope of the audit work, the audit timetable, and the level of auditors' resources required to perform the engagement given the Company's business. The estimated audit fee is preliminary in nature and may be subject to adjustment depending on, among other things, changes in the scope of audit work and other relevant factors as the engagement progresses. Accordingly, the final audit fee may differ from the estimated amount set out above and remains subject to the mutual agreement of the actual audit fees between the auditor and the Company.

PROPOSED CHANGE IN USE OF PROCEEDS

An ordinary resolution will be proposed at the AGM to consider and approve, the proposed change in use of the Unutilised Net Proceeds ("**Proposed Change**").

Having considered the Group's business needs, financial position and efficiency in utilisation of the Net Proceeds, the Board resolved to propose the reallocation of approximately HK$106.7 million, representing 100% of the Unutilised Net Proceeds, from "pursuing strategic alliances, investments and acquisitions in overseas markets" to "working capital and general corporate purposes".

Reasons for the Change in Use of Proceeds

After the Company's listing, the Group began to identify suitable targets for acquisitions and investments. The Group has been actively paying attention to the dynamics of the acquisition market in the industry and the upstream and downstream industrial chains in order to search for high-quality acquisition and/or investment targets. However, no suitable investment or acquisition target has been found as there was significant changes in market and industry conditions in recent years and the Group has been adhering to stringent acquisition and investment criteria and prudent acquisition and investment strategy as well as significant differences in the understanding of the value of the potential acquisition and/ or investment target, which is influenced by its asset value, the Group's expected return on investment and many other factors. In addition, the slowdown in cross-border expansion opportunities, and an increased need to consolidate resources in the Company's core markets have made overseas acquisitions less viable in the near term. Since the listing of the Company, the Group has continuously recorded losses, and in view of this financial position the Board considers it prudent to redeploy the Unutilised Net Proceeds rather than pursue investments that carry higher risk and may not generate immediate returns. Given these external constraints and in order to preserve shareholder value, the Board believes that it is prudent to redeploy the Unutilised Net Proceeds to areas that can immediately strengthen the Group's financial flexibility and support sustainable growth. Therefore, the Board has decided to reallocate the Unutilised Net Proceeds to working capital and general corporate purposes, which would enable the Group to deploy its unallocated financial resources in a more flexible and efficient manner and to better develop its existing business, and improve the quality of the Group's services, thereby creating long term value to the Shareholders.

The increased working capital is primarily allocated to daily operational needs, including staff cost, professional fees, rental payments and other general administrative and operating expenses. In particular, the Group recorded a net loss of approximately RMB162.6 million for the year ended December 31, 2025. In light of this, the Board considers it necessary and appropriate to reallocate the Unutilised Net Proceeds to strengthen the Group's working capital position, so as to support the Company's ongoing operations and to ensure that sufficient resources are available to maintain business stability while pursuing long-term growth.

The Board considers that the Proposed Change is in the best interest of the Company and the Shareholders as a whole, and it would not have any material adverse effect on the existing business and operation of the Group.

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 record date will be Thursday, June 18, 2026 and the register of members of the Company will be closed from Monday, June 15, 2026 to Thursday, June 18, 2026 (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, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Friday, June 12, 2026.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 22 to 27 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, the re-election of retiring Directors, and the Proposed Change in Use of Proceeds.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (gogoxholdings.com). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. at or before 3:00 p.m. on Tuesday, June 16, 2026) 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. For the avoidance of doubt and for the purposes of the Listing Rules, holders of treasury Shares (if any) shall abstain from voting on matters that require shareholders' approval at the Company's general meetings.

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.

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 Proposed Change in Use of Proceeds 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

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

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

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

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

Executive Directors

Mr. LAM Hoi Yuen (林凱源) ("Mr. LAM"), aged 40, 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 GOGOVAN, one of the first app-based logistics platforms in Asia committed to providing logistics services through technology. Mr. LAM led the expansion of GOGOVAN into Singapore and Korea in 2014 and India in 2015 and was instrumental in helping GOGOVAN 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 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 RMB1.94 million for the year ended December 31, 2025. The emoluments of Mr. LAM are determined by the Board with reference to the recommendations given by the Remuneration Committee, having regard to his duties and expertise, individual performance, the Group's operational 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 1,187,951 Shares, representing approximately 1.80% of the total issued share capital of the Company.

Mr. HE Song (何松) ("Mr. HE"), aged 47, 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 was also appointed as the chairman of Environmental, Social and Governance Committee and a member of Nomination Committee.

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 well-known 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 16 years of 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 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 RMB0.51 million for the year ended December 31, 2025. The emoluments of Mr. HE are determined by the Board with reference to the recommendations given by the Remuneration Committee, having regard to his duties and expertise, individual performance, the Group's operational 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 1,653,717 Shares, representing approximately 2.50% 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:

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

Non-executive Director

Ms. LI Xiaojing (李曉菁) ("Ms. LI"), aged 47, is a non-executive Director and a member of the Audit Committee of the Company on April 20, 2026.

Ms. LI has extensive experience in legal affairs, compliance and corporate risk management. Ms. LI is currently the person in charge of compliance and risk control at Tianjin Shenqi Hui Equity Investment Management Co., Ltd. (天津神奇匯股權投資管理有限公司), a position she has held since February 2017. Prior to her current role, Ms. LI served as deputy general counsel of 58 Group from September 2015 to January 2017. From June 2009 to September 2015, she was the China legal manager of Imerys (Shanghai) Investment Management Co., Ltd. Earlier in her career,

Ms. LI worked as Asia Pacific legal counsel at Imerys Asia Pacific Pte. Ltd. from November 2007 to June 2009, and as a legal assistant at Gide Loyrette Nouel from May 2006 to November 2007. Ms. LI obtained a Bachelor's degree in Economic Law from the University of International Business and Economics (對外經濟貿易大學) in June 2002 and a Master's degree in Law from the same university in June 2006.

Ms. LI Xiaojing, who was appointed as a Director with effect from April 20, 2026, had obtained the legal advice referred to in Rule 3.09D of the Listing Rules on Hong Kong law as regards the requirements under the Listing Rules that are applicable to her as a director of a listed issuer and the possible consequences of making a false declaration or giving false information to the Stock Exchange on April 20, 2026, and she has confirmed that she understood her obligations as a director of a listed issuer.

Ms. LI has entered into a letter of appointment with the Company for an initial term of three years commencing from April 20, 2026, unless terminated by not less than three months' prior notice in writing served by either party to the other. Ms. LI is subject to retirement by rotation and re-election in accordance with the Listing Rules and the articles of association of the Company. Ms. LI does not entitled to any remuneration from the Company during his term of office as a non-executive Director, which was agreed between the Company and Mr. LI and reviewed and approved by the remuneration committee of the Company and the Board.

As at the date of this circular, Ms. LI currently serves as the legal representative, director and general manager of the following entities controlled by 58.com Inc. (which is the controlling shareholder of the Company): (i) Tianjin Wuba Hongyu Information Technology Co., Ltd. (天津五八弘域信息技術有限公司); (ii) Tianjin Wuba Hongjia Information Technology Co., Ltd. (天津五八弘迦信息技術有限公司); (iii) Shenzhou Shuangxin Management Consulting Co., Ltd. (深州雙信管理諮詢有限公司); and (iv) Hunan Wuba Chuangyou Technology Development Co., Ltd. (湖南五八創優科技發展有限公司).

As at the Latest Practicable Date, Ms. LI is not interested or 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 66,021,275 Shares, with no treasury 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 6,602,127 Shares which represent 10% of the issued Shares (excluding any treasury 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 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, 2025, 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.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

As at the Latest Practicable Date, 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 23,723,837 Shares, representing approximately 35.93% 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 Credit Suisse Trust Limited as trustee. 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 35.93% to approximately 39.93% 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**
	HK$	*HK$*
2025		
May	4.680	3.000
June	4.130	3.690
July	4.230	3.640
August	4.070	3.710
September	4.000	3.640
October	3.950	2.980
November	3.090	2.380
December	2.670	2.030
2026		
January	2.490	2.000
February	2.410	2.050
March	2.260	1.930
April	2.100	1.780
May (up to the Latest Practicable Date)	2.100	1.790

GOGOX 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 GOGOX HOLDINGS LIMITED (the "**Company**", and its subsidiaries and Consolidated Affiliated Entities, collectively "**Group**") will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, June 18, 2026 at 3:00 p.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, 2025.

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 Ms. LI Xiaojing as a non-executive Director;

   (b) To authorise the board of Directors (the "**Board**") to fix the remuneration of the Directors.

3. To re-appoint Forvis Mazars CPA Limited as auditor of the Company and authorise the Board to fix its remuneration.

4. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

(A) "**That**:

(i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company (including any sale and transfer of shares out of treasury that are held as treasury shares) (which have the meaning ascribed to it under the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited) ("**treasury shares**") 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 and including any sale or transfer of shares of the Company out of treasury that are held as treasury shares) 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

(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 (excluding any treasury shares) 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)."

(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 (excluding any treasury shares) 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."

(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 (including any sale and transfer of Shares out of treasury that are held as treasury 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 (including any sale or transfer of shares of the Company out of treasury that are held as treasury shares) 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 (excluding any treasury shares) as at the date of passing of the said resolutions."

5. To consider and approve the proposed change in use of the unutilised net proceeds in the amount of HK$106.7 million, representing 100% of the unutilised net proceeds, from "pursuing strategic alliances, investments and acquisitions in overseas markets" to "working capital and general corporate purposes".

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

Hong Kong, May 28, 2026

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:
46/F, 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.

(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, Wan Chai, 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 3:00 p.m. on Tuesday, June 16, 2026) 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 record date will be Thursday, June 18, 2026 and the register of members of the Company will be closed from Monday, June 15, 2026 to Thursday, June 18, 2026, 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, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, June 12, 2026.

(vi) In respect of ordinary resolutions numbered 2(a) above, Mr. LAM Hoi Yuen , Mr. He Song and Ms. Li Xiaojing 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 May 28, 2026.

(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 May 28, 2026.

(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.