

---

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

---

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

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange 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.

---

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

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8635)**

### **PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES, PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the annual general meeting of Novacon Technology Group Limited to be held at Unit 13, 1/F, Tower A, Manulife Financial Centre, No. 223-231 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Wednesday, 28 July 2021 at 10:00 a.m. is set out on pages 15 to 19 of this circular. A proxy form for use at the annual general meeting is also enclosed. Such proxy form is also published on the websites of GEM ([www.hkgem.com](http://www.hkgem.com)) and the Company ([www.novacontechgroup.com](http://www.novacontechgroup.com)).

Whether or not you intend to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 10:00 a.m. on Monday, 26 July 2021) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the meeting, or any adjourned meeting, should you so wish and in such event the proxy form shall be deemed to be revoked.

This circular will remain on GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Listed Company Information" page for at least 7 days from the date of its publication and on the Company's website at [www.novacontechgroup.com](http://www.novacontechgroup.com). References to dates and time in this circular are to Hong Kong dates and time.

28 June 2021

---

## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED

---

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

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

---

## RESPONSIBILITY STATEMENT

---

This circular, for which the directors of Novacon Technology Group Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Novacon Technology Group Limited. 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.

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
Introduction .....	3
Share Issue Mandate .....	4
Share Repurchase Mandate .....	4
Re-election of retiring Directors .....	5
Annual General Meeting .....	6
Declaration of final dividend and closure of register of members .....	6
Proxy arrangement .....	6
Voting by way of poll .....	6
Recommendation .....	7
Miscellaneous .....	7
<b>Appendix I</b> — <b>Explanatory statement on the Share Repurchase Mandate</b> .....	8
<b>Appendix II</b> — <b>Details of retiring Directors proposed to be re-elected</b> .....	11
<b>Notice of Annual General Meeting</b> .....	15

---

## DEFINITIONS

---

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Unit 13, 1/F, Tower A, Manulife Financial Centre, No. 223-231 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Wednesday, 28 July 2021 at 10:00 a.m., or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended or supplemented from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961) of the Cayman Islands, as amended or supplemented from time to time
“Company”	Novacon Technology Group Limited 連成科技集團有限公司, a company incorporated as an exempted company in the Cayman Islands with limited liability on 7 February 2018 and the issued Shares of which are listed on GEM (stock code: 8635)
“Director(s)”	the director(s) of the Company
“GEM”	the GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or modified from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	21 June 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

---

## DEFINITIONS

---

“Listing Date”	2 May 2019, being the date on which the Shares are first listed and from which dealings in the Shares are permitted to take place on GEM
“Nomination Committee”	the nomination committee of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary share(s) of a nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Shares
“Share Issue Mandate”	the general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares of not exceeding 20% of the aggregate number of issued Shares as at the date of passing of the relevant resolution approving such mandate
“Share Repurchase Mandate”	the general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares of not exceeding 10% of the aggregate number of issued Shares as at the date of passing of the relevant resolution approving such mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended or supplemented from time to time
“%”	per cent

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

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8635)**

*Executive Directors:*

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

Mr. Wong Wing Hoi

*Non-executive Director:*

Mr. Wei Ming (*Chairman*)

*Independent non-executive Directors:*

Mr. Moo Kai Pong

Mr. Lo Chi Wang

Mr. Wu Kin San Alfred

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

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

Office E, 17th Floor, EGL Tower  
No. 83 Hung To Road, Kwun Tong  
Kowloon  
Hong Kong

28 June 2021

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE NEW  
SHARES AND TO REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

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

---

## LETTER FROM THE BOARD

---

### SHARE ISSUE MANDATE

On 22 July 2020, a general mandate was granted to the Directors to exercise powers of the Company to allot and issue new Shares. Such mandate will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to approve the Share Issue Mandate in order to ensure flexibility and discretion to the Directors to issue new Shares.

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

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

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

### SHARE REPURCHASE MANDATE

On 22 July 2020, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to approve the Share Repurchase Mandate.

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

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

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

The Share Issue Mandate and the Share Repurchase Mandate, if approved at the AGM, will continue in force until the conclusion of the next annual general meeting of the

---

## LETTER FROM THE BOARD

---

Company or the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held or until the date upon which such authority is revoked or varied by ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

### **RE-ELECTION OF RETIRING DIRECTORS**

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

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

Accordingly, Mr. Wong Wing Hoi and Mr. Moo Kai Pong will retire at the AGM by rotation and, being eligible, offer themselves for re-election.

### **Recommendation of the Nomination Committee**

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

Therefore, the Nomination Committee nominated the retiring Directors to the Board for it to propose to Shareholders for re-election at the AGM. Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that the retiring Directors, namely Mr. Wong Wing Hoi and Mr. Moo Kai Pong, stand for re-election as Directors at the AGM.

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

---

## LETTER FROM THE BOARD

---

### ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 15 to 19 of this circular.

### DECLARATION OF FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

Subject to approval by the Shareholders at the AGM, a final cash dividend of HK\$0.002 per Share will be declared to those Shareholders whose names appear on the register of members of the Company on Tuesday, 3 August 2021 (the record date) and the final dividend will be paid on or before Tuesday, 24 August 2021. In order to qualify for the proposed final dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited ("Tricor"), at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 3 August 2021.

For determining the eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 23 July 2021 to Wednesday, 28 July 2021, both days inclusive, during which period no transfer of Shares will be registered and no Share will be issued upon exercise of the share options granted by the Company. In order to qualify for attendance and voting at the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 22 July 2021.

### PROXY ARRANGEMENT

A proxy form for use at the AGM is enclosed with this circular. Such proxy form is also published on the websites of GEM ([www.hkgem.com](http://www.hkgem.com)) and the Company ([www.novacontechgroup.com](http://www.novacontechgroup.com)). Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. not later than 10:00 a.m. on Monday, 26 July 2021) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM, or any adjourned meeting, should you so wish and in such event the proxy form shall be deemed to be revoked.

### VOTING BY WAY OF POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules and Article 66 of the Articles of Association, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM will therefore demand a poll for every resolution put to the vote

---

## LETTER FROM THE BOARD

---

at the AGM and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

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

### RECOMMENDATION

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

### MISCELLANEOUS

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

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

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

## **1.     SHARE CAPITAL**

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

## **2.     REASONS FOR REPURCHASES**

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

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

## **3.     FUNDING OF REPURCHASES**

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

#### 4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2021) in the event that the Share Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

#### 5. TAKEOVERS CODE

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

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

**6. GENERAL**

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

To the best of the Directors' knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company in the event that the Share Repurchase Mandate is granted by the Shareholders.

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

**7. SHARES REPURCHASED BY THE COMPANY**

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

**8. SHARE PRICES**

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

Year	Month	Price per Share	
		Highest HK\$	Lowest HK\$
2020	June	0.147	0.090
	July	0.105	0.085
	August	0.175	0.085
	September	0.103	0.086
	October	0.100	0.085
	November	0.100	0.087
	December	0.102	0.086
2021	January	0.093	0.085
	February	0.110	0.085
	March	0.128	0.096
	April	0.110	0.094
	May	0.118	0.095
	June (up to the Latest Practicable Date)	0.110	0.101

*Below are the particulars of the retiring Directors proposed to be re-elected at the AGM:*

**(1) Mr. Wong Wing Hoi (王永凱), aged 42, executive Director**

**Position and Experience**

Mr. Wong Wing Hoi (王永凱), aged 42, was appointed as a Director on 7 February 2018 and re-designated as an executive Director on 7 May 2018. He is responsible for the day-to-day management of the software development operations, and assisting the chief executive officer of the Company on planning and supervising the development of financial trading solutions of the Group.

Mr. Wong joined the Group in August 2006 as senior analyst programmer of GLOBAL ESOLUTIONS (HK) LIMITED (“GES”). He was promoted to project manager and assistant director of GES in January 2011 and in December 2015, respectively. During his tenure as an assistant director of GES, he was mainly responsible for overseeing the software development operations and the development team of the Group. He was also involved in the recruitment of software developers and engineers.

Mr. Wong has over 19 years of experience in software engineering, system development and IT support. Prior to joining the Group, (i) from August 2001 to February 2005, Mr. Wong worked in Netcast Information Limited as a programmer and was mainly responsible for developing and testing software applications; and (ii) from February 2005 to July 2006, Mr. Wong worked in Global eSolution Limited as an analyst programmer and was mainly responsible for developing online trading system, database designing and tuning and providing IT support.

Mr. Wong obtained a degree of Bachelor of Engineering (Hons) from The Chinese University of Hong Kong in Hong Kong in November 2001.

Save as disclosed above, Mr. Wong has not held any directorship in the last three years in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, and has not held any other position in any members of the Group.

**Length of service and emoluments**

Mr. Wong has entered into a service agreement with the Company on 7 April 2019 for an initial fixed term of three years commencing from the Listing Date, subject to the provision of retirement and rotation of the Directors under the Articles of Association. Either party may, after the expiry of the first year of service under the agreement, terminate the appointment with or without cause by giving to the other party not less than three months’ notice in writing or by paying to the other party salary in lieu of such notice. Mr. Wong is currently entitled to receive a fixed salary at the annual rate of HK\$867,000, which is determined with reference to his duties and responsibilities and prevailing market rate.

### **Relationships**

Mr. Wong does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

### **Interest in Shares**

As at the Latest Practicable Date, Mr. Wong was deemed to be interested in 4,000,000 and 800,000 Shares pursuant to Part XV of the SFO, being the share options granted by the Company on 15 August 2019 and 3 November 2020 respectively, under the share option scheme adopted by the Company on 29 March 2019, representing 1.20% of the total number of issued Shares.

Save as disclosed above, Mr. Wong was not interested or deemed to be interested in any Shares, underlying Shares or debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

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

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

## **(2) Mr. Moo Kai Pong (巫啟邦), aged 54, independent non-executive Director**

### **Position and Experience**

Mr. Moo Kai Pong (巫啟邦), aged 54, was appointed as an independent non-executive Director on 29 March 2019 and is currently the chairman of the remuneration committee of the Company, and a member of each of the audit committee and nomination committee of the Company. He is primarily responsible for providing independent advice to the Board.

---

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

---

Mr. Moo has more than 19 years of experience in software engineering, system development and IT support. The table below sets out Mr. Moo's previous working experience:

<b>Name of company/ entity</b>	<b>Position</b>	<b>Period of employment/ service</b>	<b>Responsibilities</b>
Win Master Limited	Programmer	November 1995 to May 1996	Developing the personnel management information system for the Regional Services Department of the Government of Hong Kong
C P International Limited	Contract analyst programmer & systems analyst, being assigned to Reuters Asia Pte Limited	October 1996 to April 1999	Involved in projects that develop domestic internet/extranet products as the major Oracle Database designer and project leader
Reuters Hong Kong Limited	Senior system designer	May 1999 to August 2000	Involved in projects that develop domestic internet/ extranet products as the major database designer and project leader
ABN AMRO Asia Limited	Senior database administrator	August 2000 to May 2002	Involved in database server projects and the technical co-ordination of integration projects
Broadway Photo Supply Limited	System analyst	September 2002 to August 2003	Developing applications
New York Life International, LLC	Assistant vice president	August 2003 to December 2010	Managing the setting up of a data centre in the regional office; setting up of a data environment particularly for IT project development; and implementation of the solution of a project which was for new network establishment for better availability and bandwidth capacity connected with each market by using encryption techniques for networking among all markets

Mr. Moo obtained a degree of Bachelor of Science from the Victoria University of Wellington in New Zealand in December 1992.

Save as disclosed above, Mr. Moo has not held any directorship in the last three years in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, and has not held any other position with any members of the Group.

#### **Length of service and emoluments**

Mr. Moo has entered into a letter of appointment with the Company on 7 April 2019 for a fixed term of three years commencing from the Listing Date, subject to the provision of retirement and rotation of the Directors under the Articles of Association. Either party may, after the expiry of the first three years of the service under the letter of appointment, terminate the appointment with or without cause by giving to the other party not less than three months' notice in writing. Mr. Moo is currently entitled to receive an annual director's fee of HK\$123,000, which is determined with reference to his duties and responsibilities and prevailing market rate.

#### **Relationships**

Mr. Moo does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

#### **Interest in Shares**

As at the Latest Practicable Date, Mr. Moo was not interested or deemed to be interested in any Shares, underlying Shares or debentures of the Company or its associated corporation pursuant to Part XV of the SFO.

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

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

---

## NOTICE OF ANNUAL GENERAL MEETING

---

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

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8635)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Novacon Technology Group Limited (the “**Company**”) will be held at Unit 13, 1/F, Tower A, Manulife Financial Centre, No. 223-231 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Wednesday, 28 July 2021 at 10:00 a.m. for the following purposes:

### ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company for the year ended 31 March 2021 and the reports of the directors and the independent auditor of the Company.
2. To approve a final dividend of HK\$0.002 per share for the year ended 31 March 2021.
3. (a) To re-elect the following directors of the Company (the “**Directors**”):
  - (i) To re-elect Mr. Wong Wing Hoi as an executive Director; and
  - (ii) To re-elect Mr. Moo Kai Pong as an independent non-executive Director.
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company for the ensuing year and to authorise the Board to fix their remuneration.
5. To consider as special business and, if thought fit, pass the following resolutions as ordinary resolutions:

“**THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM**”) (the “**GEM Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

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

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (iii) the passing of any ordinary resolution of the shareholders in general meeting of the Company revoking, varying or renewing this resolution.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

6. “**THAT:**

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

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(iii) the passing of any ordinary resolution of the shareholders in general meeting of the Company revoking, varying or renewing this resolution.”

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

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

Hong Kong, 28 June 2021

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the Chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules. The results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if a member who is the holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a shareholder of the Company. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited (“**Tricor**”), at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 10:00 a.m. on Monday, 26 July 2021) or any adjournment thereof.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

4. For determining the eligibility to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 23 July 2021 to Wednesday, 28 July 2021, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance and voting at the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 22 July 2021.

Subject to approval by the shareholders of the Company, a final cash dividend of HK\$0.002 per share will be declared to those shareholders whose names appear on the register of members of the Company on Tuesday, 3 August 2021 (the record date). In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 3 August 2021.

5. With regard to resolutions no. 3(a)(i) to (ii) set out in this notice, details of the retiring Directors are set out in Appendix II to the circular of the Company dated 28 June 2021.
6. In connection with the proposed share repurchase mandate under ordinary resolution no. 6, an explanatory statement as required by the GEM Listing Rules is set out in Appendix I to the circular of the Company dated 28 June 2021.
7. References to dates and time in this notice are to Hong Kong dates and time.
8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the Company's website ([www.novacontechgroup.com](http://www.novacontechgroup.com)) and GEM website ([www.hkgem.com](http://www.hkgem.com)) to notify Shareholders of the date, time and venue of the rescheduled meeting.
9. As at the date of this notice, the Board comprises Mr. Chung Chau Kan as an executive Director and the chief executive officer and Mr. Wong Wing Hoi as an executive Director, Mr. Wei Ming as the chairman of the Board and the non-executive Director, and Mr. Moo Kai Pong, Mr. Lo Chi Wang and Mr. Wu Kin San Alfred as the independent non-executive Directors.
10. Considering the outbreak of the coronavirus (COVID-19), certain measures will be implemented at the meeting with a view to addressing the risk of infection to attendees, including, without limitation, (i) all attendees being required to (a) undergo compulsory body temperature check (anyone with a body temperature of over 37.5 degrees Celsius may be denied entry into the meeting venue); (b) complete a health declaration, which may be used for contact tracing, if required; and (c) wear surgical masks prior to admission to the meeting venue; (ii) attendees who are subject to health quarantine prescribed by the Hong Kong Government not being admitted to the meeting venue; (iii) all attendees being required to wear surgical masks throughout the meeting; (iv) each attendee being assigned a designated seat at the time of registration to ensure social distancing; and (v) no refreshment packs or coffee/tea being provided. Instead, the Company will make a donation to a non-profit making organisation. The Company reminds attendees that they should carefully consider the risks of attending the meeting, taking into account their own personal circumstances. The Company will keep the evolving COVID-19 situation under review and may implement additional measures (if any) to be announced closer to the date of the meeting.

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