

**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, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in World-Link Logistics (Asia) Holding Limited (“Company”), you should at once hand this circular with the enclosed 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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## **WORLD-LINK LOGISTICS (ASIA) HOLDING LIMITED**

**環宇物流(亞洲)控股有限公司**

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

**(Stock Code: 8012)**

### **PROPOSED GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES, PROPOSED RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting (“AGM”) of the Company to be held at 3/F, Allied Cargo Centre, 150-164 Texaco Road, Tsuen Wan, N.T. on Thursday, 16th June 2016 at 3:00 p.m. is set out on pages 12 to 16 of this circular.

A proxy form for use at the AGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company’s share registrar in Hong Kong, Tricor Investor Service Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof should you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and the website of the Company at <http://www.world-linkasia.com>.

18th May 2016

**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM")  
OF THE STOCK EXCHANGE OF HONG KONG LIMITED ("STOCK EXCHANGE")**

GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

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

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## DEFINITIONS

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

“2015 Annual Report”	the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31st December 2015;
“AGM”	the annual general meeting of the Company for the year ended 31st December 2015 to be held at 3/F, Allied Cargo Centre, 150-164 Texaco Road, Tsuen Wan, N.T. on Thursday, 16th June 2016 at 3:00 p.m., a notice of which is set out on pages 12 to 16 of this circular;
“Articles of Association”	the articles of association of the Company as amended from time to time;
“Associates”	has the meaning ascribed to it in the GEM Listing Rules;
“Board”	the board of Directors;
“Close associate(s)”	core connected person(s);
“Core Connected person(s)”	has the meaning ascribed to it in the GEM Listing Rules;
“Commission”	Securities and Futures Commission;
“Company”	World-Link Logistics (Asia) Holding Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the GEM;
“Director(s)”	the directors of the Company;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Committee”	the listing committee of the board of directors of the Stock Exchange with responsibility for GEM;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented or otherwise modified from time to time;
“Group”	the Company and its Subsidiaries;

## DEFINITIONS

“HKD”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	the general mandate to allot, issue and deal with additional Shares not exceeding 20% of the number of Shares in issue as at the date of passing of the resolution approving the Issue Mandate plus the number of Shares purchased under the Repurchase Mandate, if granted;
“Latest Practicable Date”	13th May 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued Shares of the Company as at the date of passing of the resolution approving the Repurchase Mandate;
“SFO”	Securities and Future Ordinance, Chapter 571 of the law of Hong Kong;
“Share(s)”	share(s) of nominal value of HKD0.01 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) of the Company, whether incorporated in Hong Kong or elsewhere; and
“Takeovers Code”	The Code on Takeovers and Mergers.

**LETTER FROM THE BOARD**

**WORLD-LINK LOGISTICS (ASIA) HOLDING LIMITED**

**環宇物流(亞洲)控股有限公司**

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

**(Stock Code: 8012)**

*Executive Directors*

Mr. Yeung Kwong Fat (*Chairman and CEO*)

Mr. Lee Kam Hung

Mr. Luk Yau Chi, Desmond

*Independent Non-executive Directors*

Mr. Poon Ka Lee, Barry

Mr. How Sze Ming

Ms. Yam Ka Yue

*Registered Office:*

Clifton House

75 Fort Street

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Head Office and Principal*

*Place of Business:*

3/F, Allied Cargo Centre,

150-164 Texaco Road,

Tsuen Wan, N.T.

18th May 2016

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATE  
ISSUE AND REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with the relevant information regarding the proposed renewal of the general mandates to issue and allot Shares, to repurchase Shares and the re-election of retiring Directors, and to give you notice of the AGM at which ordinary resolutions will be proposed to consider, and if thought fit, approve at the AGM the aforesaid matters.

**ISSUE MANDATE**

An ordinary resolution will be proposed at the AGM to grant to the Directors the Issue Mandate to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of the resolution approving the Issue Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprises 480,000,000 Shares. Assuming that there is no change in the issued share capital of the Company between the period from

## LETTER FROM THE BOARD

the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum numbers of shares which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 96,000,000 Shares, representing 20% of the issued share capital of the Company.

The Issue Mandate will end on 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 to be held; or (iii) the revocation or variation of the authority given under this resolution by any ordinary resolution of the shareholders in general meeting.

Subject to the passing of the following ordinary resolution regarding the Repurchase Mandate, an ordinary resolution will also be proposed to authorize the Director to issue new Shares in an amount not exceeding the aggregate nominal amount of the Shares repurchased by the Company pursuant to the Repurchase Mandate.

Details of the aforesaid ordinary resolutions are set out in ordinary resolutions nos. 6 and 9 in the notice of the AGM.

### REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate to repurchase Shares on the GEM or on any other exchange on which the Shares have been or may be listed and recognized for this purpose by the Commission and the Stock Exchange up to a maximum of 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of the resolution approving the Repurchase Mandate. The Repurchase Mandate will end on 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 pursuant to the Articles or any applicable laws to be held; or (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in the general meeting. As at the Latest Practicable Date, the issued share capital of the Company comprises 480,000,000 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum numbers of shares which may be repurchased pursuant to the Repurchase Mandate on the date of passing the resolution approving the Issue Mandate will be 48,000,000 Shares, representing 10% of the issued share capital of the Company.

Pursuant to the GEM Listing Rules, an explanatory statement containing information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate is set out in Appendix I.

Details of the aforesaid ordinary resolution are set out in ordinary resolution no. 7 in the notice of the AGM.

## LETTER FROM THE BOARD

### RE-ELECTION OF DIRECTORS

In accordance with Article 108(a) of the articles of association of the Company, Mr. Luk Yau Chi, Desmond and Mr. Poon Ka Lee, Barry will retire by rotation, and being eligible, offer themselves for re-election at the AGM. Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at the relevant general meeting. The requisite details of the retiring Directors who are proposed to be re-elected are set out in Appendix II to this circular.

### AGM AND PROXY ARRANGEMENT

The notice convening the AGM, which contains, inter alia, the ordinary resolutions will be proposed to approve the grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and re-election of retiring Directors, is set out on pages 12 to 16 of this circular.

A proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company's share registrar in Hong Kong, Tricor Investor Service Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, 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. Therefore, all resolutions proposed at the AGM shall be voted by poll.

### RESPONSIBILITY STATEMENT

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



## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors consider that the ordinary resolutions for granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors as set out in the AGM notice are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

By Order of the Board  
**World-Link Logistics (Asia) Holding Limited**  
**Yeung Kwong Fat**  
*Chairman and Chief Executive Officer*

*This Appendix I is an explanatory statement required by the GEM Listing Rules which serves to provide the Shareholders with the necessary information relating to the resolution to be proposed at the AGM authorizing the grant of the Repurchase Mandate.*

## **1. EXERCISE OF THE REPURCHASE MANDATE**

Exercise in full of the Repurchase Mandate, on the basis of 480,000,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued or repurchased by the Company before the AGM, could result up to 48,000,000 Shares being repurchased by the Company during the period from the passing of the resolution relating to the Repurchase Mandate up to 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 to be held; and (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

## **2. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the articles of association of the Company and the applicable laws of the Cayman Islands.

## **4. IMPACT OF REPURCHASES**

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 latest published audited accounts as contained in the 2015 Annual Report) in the event that the Repurchase Mandate is exercised in full. 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 on the gearing positions which in the opinion of the Directors are from time to time appropriate for the Company.

## **5. GENERAL**

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, none of the Directors and their respective Associates has a present intention, in the event that the Repurchase Mandate is approved and exercised, to sell Shares to the Company. No connected persons have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved and exercised.

## 6. UNDERTAKING

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

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

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

## 7. TAKEOVERS CODE

If as a result of a repurchase of Shares, 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. As a result, 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 interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, each of Best Matrix Global Limited, Mr Lee Kam Hung, Orange Blossom International Limited, Mr Yeung Kwong Fat, Leader Speed Limited, Mr. Luk Yau Chi Desmond, Ms. Chan Pik Shan, Mr. Law Wai Yee and Ms Wong Soo Fung (collectively the "**Concert Party**") is taken to have an interest under the SFO in the same block of 349,200,000 Shares, representing approximately 72.75% of the total number of Shares then in issue.

In the event that the Repurchase Mandate is exercised, the attributable shareholding in which the Concert Party is taken to have an interest under the SFO would be increased to approximately 80.8% of the total number of Shares in issue. Such increase will not give rise to any obligation for the Concert Party to make a general offer for the Shares under Rule 26 of the Takeover Code. The Directors will not exercise the Repurchase Mandate to such an extent that the public holding of Shares would be reduced below 25% of the issued capital of the Company.

## 8. SHARE REPURCHASES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on GEM or otherwise) in the six months immediately preceding the Latest Practicable Date.

**9. SHARE PRICES**

The table below is a summary of the highest and lowest traded prices of the Shares in each of the months from the listing date to the Latest Practicable Date:

<b>Month</b>	<b>Highest (HKD)</b>	<b>Lowest (HKD)</b>
<b>2015</b>		
December	1.24	0.60
<b>2016</b>		
January	0.85	0.56
February	0.74	0.63
March	0.94	0.61
April	0.90	0.79
May (up to the Latest Practicable Date)	0.95	0.81

*The following are the particulars of the retiring Directors proposed to be re-elected at the AGM.*

**Mr. Luk Yau Chi Desmond (陸有志)**, aged 51, was appointed as an Executive Director on 4 September 2015. Mr. Luk is also one of the members of the Remuneration Committee. Mr. Luk has been a director of World-Link Roadway System Company Limited and World-Link Packing House Company Limited since July 2009. Since 2009, Mr. Luk has been the commercial director of our Group, who is responsible for overseeing the overall business development of our Group and the support service division of our Group.

Mr. Luk obtained a Bachelor's Degree of Science in Business Studies from the University of Wales in the United Kingdom in July 1989, a Master's Degree in Business Administration from the University of Surrey in the United Kingdom in November 2001 and a Continuing Education Diploma in Professional Management for China Business from the City University of Hong Kong in May 2003.

Mr. Luk has over 15 years of experience in the food and beverage, catering and logistics industries. From September 1997 to May 2004, Mr. Luk worked as a sales manager at Unilever Bestfoods Hong Kong Limited (formerly known as CPC/AJI (Hong Kong) Limited), which is a supplier of food products, and he was responsible for developing sales strategies and was in charge of (i) the sales team in Hong Kong and Macau; and (ii) the export division of the company. From June 2004 to February 2007, Mr. Luk worked as a senior manager and subsequently the associate director in HAVI Food Services (Hong Kong) Limited (currently known as HAVI Logistics Services (Hong Kong) Limited), a company principally engaged in providing total supply chain solutions to customers (e.g. transporting food and non-food logistics good, providing storage and handling services, offering supply chain quality management and demand and supply planning services), where he was responsible for handling customer relationship and business development of the company and setting up operations process flows for new customers. From December 2013 to November 2014, Mr. Luk was the managing director of a company principally engaged in pest control and provision of hygiene services to businesses where he was responsible for the overall business of the company.

Pursuant to the service agreement entered into between Mr. Luk and the Company on 16 December 2015, Mr. Luk's appointment as a Director is subject to retirement by rotation and re-election at the AGM. Mr. Luk is entitled to a director's fee of HK\$980,000 per annum which is determined by arm's length negotiation between Mr. Luk and the Company, and with reference to his duties and responsibilities, his qualifications and experience, the prevailing market conditions and the Company's remuneration policy. He may, at the discretion of the Board, be granted share options entitling him to subscribe for shares in the Company under any share option scheme from time to time adopted by the Company. He has not held any other directorship in the last three years in public companies. Pursuant to a confirmatory deed entered into by Mr. Luk, Mr. Yeung Kwong Fat and Mr. Lee Kam Hung on 24 August 2015, Mr. Luk is deemed to be interested in 349,200,000 Shares, representing approximately 72.75% of the total number of Shares in issue.

**Mr. Poon Ka Lee Barry (潘家利)**, aged 56, was appointed as an Independent Non-executive Director on 16 December 2015. He is the chairman of the Audit Committee and a member of the Nomination Committee.

Mr. Poon obtained a Professional Diploma in Accountancy from the Hong Kong Polytechnic (currently known as The Hong Kong Polytechnic University) in November 1983 and a Master's Degree in Business Administration from the University of Manchester of the United Kingdom, in December 2002. He is currently an associate of the Hong Kong Institute of Certified Public Accountants and an associate of the Association of Chartered Certified Accountants. He has over 25 years' of experience in audit, accounting and finance. From July 2010 to November 2015, Mr. Poon was an executive director, the chief financial officer and the company secretary of Telefield International (Holdings) Limited (Stock Code: 1143) ("**Telefield**"), a company listed on the Main Board of the Stock Exchange, and which is principally engaged in electronic manufacturing services, marketing and distribution of branded small and medium business phone systems, assembling and/or marketing and distribution of branded multimedia products and computer accessories, gaming and entertainment products. Mr. Poon was responsible for developing and implementing the strategic objectives and business plans of Telefield. Mr. Poon has been an independent non-executive director of On Time Logistics Holdings Limited (Stock Code: 6123) since June 2014, a company listed on the Main Board of the Stock Exchange, which is principally engaged in air and ocean freight forwarding, complemented by the general sales agency business and other services, including, warehousing, distribution, customs clearance and contract and ancillary logistics services. Mr. Poon was appointed as an independent non-executive director of Sunlink International Holdings Limited (Stock Code: 2336) from October 2009 to February 2012, a company listed on the Main Board of the Stock Exchange, and which is principally engaged in the sale of semiconductors and related products and development and provision of electronic turnkey device solutions. Mr Poon's appointment was subsequent to a winding-up petition against Sunlink International Holdings Limited which was filed in December 2008 and such petition was subsequently dismissed in February 2012.

Mr. Poon entered into a service contract with the Company on 16th December 2015, she will continue to hold office for a term of 2 years from 16th December 2015, renewable automatically for successive terms of one year after the expiry of such term. Notwithstanding the foregoing, he will be subject to retirement by rotation and re-election at annual general meeting(s) of the Company in accordance with the Articles of Association of the Company. Mr. Poon is entitled to receive a Director's fee of HK\$201,600 per annum under such contract, which was determined based on the basis of prevailing market conditions and his roles and responsibilities. He is not connected with any Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Group. As far as the Directors are aware, Mr. Poon was not interested in any Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

## NOTICE OF AGM

### WORLD-LINK LOGISTICS (ASIA) HOLDING LIMITED

### 環宇物流(亞洲)控股有限公司

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

**(Stock Code: 8012)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (“AGM”) of World-Link Logistics (Asia) Holding Limited (“**Company**”) will be held at 3/F, Allied Cargo Centre, 150-164 Texaco Road, Tsuen Wan, N.T. on Thursday, 16th June 2016 at 3:00 p.m. (or an adjournment thereof) for the following purposes:

1. To receive and consider the audited consolidated financial statements and reports of the Directors and auditors of the Company for the year ended 31st December 2015;
2. To re-elect Mr. Luk Yau Chi, Desmond as an Executive Director of the Company;
3. To re-elect Mr. Poon Ka Lee, Barry as an Independent Non-executive Director of the Company;
4. To authorized the board of directors of the Company to fix the remuneration of directors;
5. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration;
6. To consider as special business and, if thought fit, pass the following resolutions with or without modification, as an ordinary resolution of the Company:

**“THAT**

- (a) subject to paragraph 6(c) below, and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph 6(a) above shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;

## NOTICE OF AGM

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph 6(a) above, otherwise than by way of:
  - (i) a Rights Issue (as defined below); or
  - (ii) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees and/or consultants of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or
  - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and
- (d) for the purpose of this resolution:
  - (i) **“Relevant Period”** means the period from the passing of this resolution until whenever 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 to be held; or
    - III. the revocation or variation of the authority given under this resolution by any ordinary resolution of the shareholders in general meeting.



## NOTICE OF AGM

(ii) “**Rights Issue**” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company 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 in 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 existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”

7. To consider as special business and, if thought fit, pass the following resolution with or without modification, as an ordinary resolution of the Company:

“**THAT**

- (a) subject to paragraph 7(b) below, the exercise by the Directors during the Relevant Period of all powers of the Company to repurchase issued shares in the share capital of the Company on the Growth Enterprise Market of the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Future Commission of Hong Kong, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph 7(a) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” shall have the same meaning as defined in paragraph 6(d)(i) above.”

## NOTICE OF AGM

8. To consider as special business and, if thought fit, pass the following resolution with or without modification, as an ordinary resolution of the Company:

“**THAT** conditional upon resolutions nos. 6 and 7 set out herein being passed, the general mandate granted to the Directors and for the time being in force to exercise the power of the Company to allot, issue or otherwise deal with additional shares pursuant to resolution no. 6 set out herein be and is hereby extended by the addition thereto of an amount representing the aggregate nominal value of shares repurchased by the Company under the authority granted pursuant to resolution no. 7 set out herein, provided that such amount shall not exceed 10% of the aggregate nominal value of the issued capital of the Company as at the date of passing of this resolution.”

By Order of the Board  
**World-Link Logistics (Asia) Holding Limited**  
**Yeung Kwong Fat**  
*Chairman and Chief Executive Officer*

Hong Kong, 18th May 2016

*As at the date of this notice, the Executive Directors are Mr. Yeung Kwong Fat, Mr. Lee Kam Hung and Mr. Luk Yau Chi, Desmond; and the Independent Non-executive Directors are Mr. Poon Ka Lee, Barry, Ms. Yam Ka Yue and Mr. How Sze Ming.*

*Notes:*

1. Pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited, all the resolutions are to be voted by poll at the AGM.
2. A member entitled to attend and vote at the AGM is entitled to appoint one or, if he/she is the holder of two or more shares, more than one proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or notarially certified copy of such power of attorney or authority, must be deposited at the Company's share registrar in Hong Kong, Tricor Investor Service Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof.
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the AGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In case of joint holders of a share, any one of such joint holders may vote, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the AGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. 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 joint holding.

## NOTICE OF AGM

6. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 14th June 2016 to Thursday, 16th June 2016, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to attend and vote at the AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Tricor Investor Service Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:00 p.m. on Monday, 13th June 2016.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the website of the Company at <http://www.world-linkasia.com> and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.