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

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

**If you have sold or transferred** all your shares in **Well Link Securities Holdings Limited** (the “Company”), you should at once hand this circular, together 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.

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.

This circular, for which the directors of the Company 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 the Company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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### **Well Link Securities Holdings Limited**

**立橋證券控股有限公司**

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

**(Stock code: 8350)**

### **PROPOSALS FOR**

**(1) RE-ELECTION OF RETIRING DIRECTORS;**  
**(2) GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES**  
**AND TO ISSUE SHARES;**  
**AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the Annual General Meeting of the Company (the “AGM”) to be held at Units 13–15, 11/F China Merchants Tower Shun Tak Center, 168–200 Connaught Road Central, Hong Kong on Friday, 14 June 2024 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy for use at the AGM in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 10 a.m. on Wednesday, 12 June 2024) or the adjourned meeting (as the case may be).

This circular together with the form of proxy are published on the website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and on the website of the Company at [www.wlis.com.hk](http://www.wlis.com.hk).

\* *References to time and dates in this circular are to Hong Kong time and dates.*

22 April 2024

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## CHARACTERISTICS OF GEM

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### CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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

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



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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Units 13–15, 11/F China Merchants Tower Shun Tak Center, 168–200 Connaught Road Central, Hong Kong on Friday, 14 June 2024 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 19 of this circular, or any adjournment thereof;
“Articles of Association” or “Articles”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“close associates”	has the meaning ascribed to it under the GEM Listing Rules;
“Companies Act”	the Companies Act, Cap 22 (Law 3 of 1961, as revised and consolidated) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time;
“Company”	Well Link Securities Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM;
“Controlling Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules, and in the context of this circular, means Well Link Fintech Holdings Limited, a limited company incorporated in the British Virgin Islands, which is controlled by Mr. Xu Chujia;
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules;
“Director(s)”	the director(s) of the Company;
“GEM”	GEM of the Stock Exchange;
“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;

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## DEFINITIONS

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“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”	15 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Date”	12 January 2018, the date on which dealing in the Shares commenced on the Stock Exchange;
“Memorandum of Association” or “Memorandum”	the memorandum of association of the Company currently in force;
“SFC”	Securities and Futures Commission of Hong Kong;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Share Issue Mandate”	the general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 10 of the notice of the Annual General Meeting;
“Share Repurchase Mandate”	the general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

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## DEFINITIONS

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“substantial shareholders”	has the meaning ascribed to it under the GEM Listing Rules;
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time;
“%”	per cent.

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LETTER FROM THE BOARD

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**Well Link Securities Holdings Limited**

**立橋證券控股有限公司**

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

**(Stock code: 8350)**

*Executive Directors:*

Ms. Xu Wenxia

Mr. Kwan Kin Man Keith

*Independent Non-executive Directors:*

Mr. Li Jun

Ms. Wu Hung Yu

Mr. Yeung Chi Shing Bret

*Registered Office:*

PO Box 1350, Clifton House

75 Fort Street

Grand Cayman, KY1-1108

Cayman Islands

*Head Office and Principal Place of*

*Business in Hong Kong:*

Unit 13–15, 11/F

China Merchants Tower

Shun Tak Centre

168–200 Connaught Road Central

Sheung Wan

Hong Kong

22 April 2024

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR  
(1) RE-ELECTION OF RETIRING DIRECTORS;  
(2) GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE SHARES;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the re-election of retiring Directors; and (ii) the granting to the Directors of the Share Repurchase Mandate and the Share Issue Mandate to repurchase Shares and to issue Shares respectively; and (iii) the proposed amendments to the Memorandum and the Articles of Association.

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 112 of the Articles of Association, Ms. Xu Wenxia, Mr. Kwan Kin Man Keith, Mr. Li Jun, Ms. Wu Hung Yu and Mr. Yeung Chi Shing Bret shall retire at the Annual General Meeting and shall be eligible for re-election at the Annual General Meeting.

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 that relevant general meeting.

Mr. Li Jun, Ms. Wu Hung Yu and Mr. Yeung Chi Shing Bret, Independent Non-executive Directors, have confirmed their independence with reference to the factors set out in Rule 5.09 of the GEM Listing Rules.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all Independent Non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid Independent Non-executive Director who will retire at the Annual General Meeting. The Company considers that the retiring Independent Non-executive Director is still independent in accordance with the independence guidelines set out in the GEM Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the above retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.



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## LETTER FROM THE BOARD

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### 3. PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

On 14 June 2023, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to repurchase and issue Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting (i.e. a total of 80,000,000 Shares on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting);
- (b) the granting of the Share Issue Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 10 of the notice of the Annual General Meeting (i.e. a total of 160,000,000 Shares on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting); and
- (c) extension of the Share Issue Mandate by adding the aggregate number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

Each of the Share Repurchase Mandate and Share Issue Mandate, if granted, will continue in force until (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 any applicable laws to be held; or (iii) the date on which the Share Repurchase Mandate or the Share Issue Mandate, as the case may be, is revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever is the earlier.

With reference to the Share Repurchase Mandate and Share Issue Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

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 granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 19 of this circular.

Pursuant to the GEM Listing Rules and the Articles of Association, any vote of shareholders at a general meeting must be taken by poll. An announcement on the poll results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.wlis.com.hk](http://www.wlis.com.hk)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10 a.m. on Wednesday, 12 June 2024) or the adjourned meeting (as the case may be).

### 5. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Repurchase Mandate and the Share Issue Mandate, and the proposed amendments to the Memorandum and the Articles of Association are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**Well Link Securities Holdings Limited**  
**Xu Wenxia**  
*Chairman*

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting:

- (1) **Ms. Xu Wenxia**, aged 23, has experience in corporate management. She has been appointed as the deputy chief human resources officer of Well Link Insurance Group Holdings Limited since 2023. She is the daughter of Mr. Xu Chujia, the ultimate controlling shareholder of the Company.

Under the service agreement entered into between Ms. Xu Wenxia and the Company, the appointment will take effect on 14 December 2023 for a term of one year. Her directorship in the Company can be terminated by at least 1 month's notice in writing served by either party on the other and is subject to retirement and re-election at general meetings of the Company in accordance with the articles of association of the Company.

Pursuant to the service agreement, Ms. Xu Wenxia is entitled to receive a remuneration of HK\$120,000 per year. Her remuneration package is determined by the Board based on the recommendation of the remuneration committee of the Company after considering a range of factors including her experience, her duties and responsibilities in the Group, the remuneration structure of the Group and levels of remuneration for peers in the market.

Save as disclosed above, during the three years preceding the date of this announcement, Ms. Xu Wenxia has not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the date of this announcement and saved as disclosed above, Ms. Xu Wenxia does not have (i) any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) any relationship with any Director, senior management or substantial or controlling shareholder of the Company; (iii) any other positions held with the Group; or (iv) other major appointments and professional qualifications.

- (2) **Mr. Kwan Kin Man Keith**, aged 35, has experience in the finance and accounting industry. He has been the executive director of Zhaobangji Lifestyle Holdings Limited (“**Zhaobangji Lifestyle**”) (a company listed on the Main Board of the Stock Exchange, stock code: 1660) since June 2022, and from March 2018 to March 2019. Zhaobangji Lifestyle is also controlled by the ultimate controlling shareholder of the Company, Mr. Xu Chujia. Mr. Kwan Kin Man Keith is currently a member of the Hong Kong Institute of Certified Public Accountant. He graduated from the University of Hong Kong with a Bachelor of Business Administration in 2009. He joined KPMG after graduation and last worked as an assistant manager of KPMG Advisory (Hong Kong) Limited until February 2014. He was an associate director of an asset management company from June 2014 to June 2016. He was a director of Well Link Securities Limited from October 2017 to March 2019. He was a vice president of a money lending company in Hong Kong from March 2019 to January 2021. He was a non-executive director of HNA Technology Investments Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 2086) from December 2019 to June 2021.

Under the service agreement entered into between Mr. Kwan Kin Man Keith and the Company, the appointment will take effect on 14 December 2023 for a term of one year. His directorship in the Company can be terminated by at least 1 month’s notice in writing served by either party on the other and is subject to retirement and re-election at general meetings of the Company in accordance with the articles of association of the Company.

Pursuant to the service agreement, Mr. Kwan Kin Man Keith is entitled to receive a remuneration of HK\$120,000 per year. His remuneration package is determined by the Board based on the recommendation of the remuneration committee of the Company after considering a range of factors including his experience, his duties and responsibilities in the Group, the remuneration structure of the Group and levels of remuneration for peers in the market.

Save as disclosed above, during the three years preceding the date of this announcement, Mr. Kwan Kin Man Keith has not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the date of this announcement and saved as disclosed above, Mr. Kwan Kin Man Keith does not have (i) any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) any relationship with any Director, senior management or substantial or controlling shareholder of the Company; (iii) any other positions held with the Group; or (iv) other major appointments and professional qualifications.

- (3) **Mr. Li Jun**, aged 44, has extensive experience in asset management. He graduated from Tsing Hua University with a bachelor degree in Chinese in 2001, and he graduated from Rutgers, The State University of New Jersey, with a masters degree in computer science in 2003. He is a Chartered Financial Analyst since 2006. Since 2003, he has worked in a number of asset management and insurance companies including Fore Research & Management, L.P., ICBC Credit Suisse Asset Management Company Limited, Fullgoal Fund Management Company Limited, PeakRe Insurance, Fidelidade Insurance and Fosun Asset Management Limited. Since 2020, he is the chairman and chief investment officer of Shanghai Mountain Creek Investment Management Company Limited.

Under the service agreement entered into between Mr. Li Jun and the Company, the appointment will take effect on 14 December 2023 for a term of one year. His directorship in the Company can be terminated by at least 1 month's notice in writing served by either party on the other and is subject to retirement and re-election at general meetings of the Company in accordance with the articles of association of the Company.

Pursuant to the service agreement, Mr. Li Jun is entitled to receive a remuneration of HK\$60,000 per year. His remuneration package is determined by the Board based on the recommendation of the remuneration committee of the Company after considering a range of factors including his experience, his duties and responsibilities in the Group, the remuneration structure of the Group and levels of remuneration for peers in the market.

Save as disclosed above, during the three years preceding the date of this announcement, Mr. Li Jun has not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the date of this announcement and saved as disclosed above, Mr. Li Jun does not have (i) any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) any relationship with any Director, senior management or substantial or controlling shareholder of the Company; (iii) any other positions held with the Group; or (iv) other major appointments and professional qualifications.

Mr. Li Jun has also confirmed that he met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

- (4) **Ms. Wu Hung Yu**, aged 42, has previously worked in several international accounting firms and has extensive experience in financial reporting, auditing, mergers and acquisitions and initial public offerings in property development, catering services and trading and manufacturing industry. Ms. Wu obtained a bachelor's degree of arts in Accountancy from the Hong Kong Polytechnic University in 2003 and has become a member of the Association of Chartered Certified Accountants and Hong Kong Institute of Certified Public Accountants since 2008 and 2009, respectively. Since March 2023, she is an independent non-executive director of i-Control Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1402).

Under the service agreement entered into between Ms. Wu Hung Yu and the Company, the appointment will take effect on 14 December 2023 for a term of one year. Her directorship in the Company can be terminated by at least 1 month's notice in writing served by either party on the other and is subject to retirement and re-election at general meetings of the Company in accordance with the articles of association of the Company.

Pursuant to the service agreement, Ms. Wu Hung Yu is entitled to receive a remuneration of HK\$150,000 per year. Her remuneration package is determined by the Board based on the recommendation of the remuneration committee of the Company after considering a range of factors including her experience, her duties and responsibilities in the Group, the remuneration structure of the Group and levels of remuneration for peers in the market.

Save as disclosed above, during the three years preceding the date of this announcement, Ms. Wu Hung Yu has not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the date of this announcement and saved as disclosed above, Ms. Wu Hung Yu does not have (i) any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) any relationship with any Director, senior management or substantial or controlling shareholder of the Company; (iii) any other positions held with the Group; or (iv) other major appointments and professional qualifications.

Ms. Wu Hung Yu has also confirmed that she met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

- (5) **Mr. Yeung Chi Shing Bret**, aged 67, has experience in banking, business operation and management. He graduated from Jinan University in Guangzhou, Mainland China with a Bachelor's degree of Economics in 1983. He joined Nanyang Commercial Bank Limited soon after his graduation. From 1983 to 2002, he served several positions in Nanyang Commercial Bank Limited, including Representative and Chief Representative of Beijing Representative Office, President of Guangzhou Branch, Executive Vice President of Beijing Branch and President of Shenzhen Branch. From November 2011 to September 2017, he was an independent non-executive director of Daisho Microline Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 567).

Under the service agreement entered into between Mr. Yeung Chi Shing Bret and the Company, the appointment will take effect on 14 December 2023 for a term of one year. His directorship in the Company can be terminated by at least 1 month's notice in writing served by either party on the other and is subject to retirement and re-election at general meetings of the Company in accordance with the articles of association of the Company.

Pursuant to the service agreement, Mr. Yeung Chi Shing Bret is entitled to receive a remuneration of HK\$60,000 per year. His remuneration package is determined by the Board based on the recommendation of the remuneration committee of the Company after considering a range of factors including his experience, his duties and responsibilities in the Group, the remuneration structure of the Group and levels of remuneration for peers in the market.

Save as disclosed above, during the three years preceding the date of this announcement, Mr. Yeung Chi Shing Bret has not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the date of this announcement and saved as disclosed above, Mr. Yeung Chi Shing Bret does not have (i) any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) any relationship with any Director, senior management or substantial or controlling shareholder of the Company; (iii) any other positions held with the Group; or (iv) other major appointments and professional qualifications.

Mr. Yeung Chi Shing Bret has also confirmed that he met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

Saved as disclosed above, there is no other matter that is required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules or needs to be brought to the attention of the shareholders of the Company in respect of the above re-elections.

*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 Annual General Meeting in relation to the granting of the Share Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 800,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 9 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 80,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

## **2. REASONS FOR SHARE REPURCHASE**

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

Repurchase of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or 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 SHARE REPURCHASE**

The Company may only apply funds legally available for share repurchase in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

## **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 accounts contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend 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 the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.



**5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have been traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
April 2023	0.175	0.074
May 2023	0.230	0.200
June 2023	0.255	0.208
July 2023	0.300	0.175
August 2023	0.360	0.275
September 2023	0.310	0.235
October 2023	0.245	0.207
November 2023	0.290	0.192
December 2023	0.315	0.240
January 2024	0.300	0.212
February 2024	0.285	0.233
March 2024	0.290	0.255
April 2024 (up to the Latest Practicable Date)	0.250	0.227

**6. GENERAL**

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

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

**7. TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to 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 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 Shareholders' 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, to the best knowledge and belief of the Company, the Controlling Shareholder is interested in 559,672,000 Shares representing approximately 69.96% of the total issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Share Repurchase Mandate (if the shareholding of the Controlling Shareholder in the Company and the capital structure of the Company otherwise remain the same), the interest of the Controlling Shareholder would be increased to approximately 77.73% of the total issued share capital of the Company. The Directors are not aware of any consequence which will arise under the Takeovers Code as a consequence of any repurchase to be made under the Share Repurchase Mandate.

The Directors do not propose or intend to repurchase any shares which will result in the number of Shares held by the public being reduced to less than 25% of the total issued Shares.

**8. SHARE REPURCHASE MADE BY THE COMPANY**

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

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## NOTICE OF ANNUAL GENERAL MEETING

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### Well Link Securities Holdings Limited

### 立橋證券控股有限公司

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

**(Stock code: 8350)**

## NOTICE OF ANNUAL GENERAL MEETING

**Notice is hereby** given that an annual general meeting of Well Link Securities Holdings Limited (the “**Company**”) will be held at Units 13–15, 11/F China Merchants Tower Shun Tak Center, 168–200 Connaught Road Central, Hong Kong on Friday, 14 June 2024 at 10:00 a.m. for the following purposes:

### ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor for the year ended 31 December 2023.
2. To re-elect Ms. Xu Wenxia as an executive director of the Company.
3. To re-elect Mr. Kwan Kin Man Keith as an executive director of the Company.
4. To re-elect Mr. Li Jun as an independent non-executive director of the Company.
5. To re-elect Ms. Wu Hung Yu as an independent non-executive director of the Company.
6. To re-elect Mr. Yeung Chi Shing Bret as an independent non-executive director of the Company.
7. To authorise the board of directors of the Company to fix the remuneration of directors of the Company.
8. To re-appoint Asian Alliance (HK) CPA Limited as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.
9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) of this resolution, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

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(b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes 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 to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) the exercise of options under a share option scheme of the Company; and

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(iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the total number of issued shares of the Company on the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes 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 to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 9 and 10 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 10 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 9 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of

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the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board  
**Well Link Securities Holdings Limited**  
**Xu Wenxia**  
*Chairman*

Hong Kong, 22 April 2024

*Notes:*

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Company’s Articles of Association. The results of the poll will be published on the website of Hong Kong Exchanges and Clearing Limited and of 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 more than one proxy (who must be an individual) to attend and vote instead of him. A proxy need not be a shareholder 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. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time appointed for the meeting (i.e. not later than 10 a.m. on Wednesday, 12 June 2024) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Tuesday, 11 June 2024 to Friday, 14 June 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 7 June 2024.
5. References to time and dates in this notice are to Hong Kong time and dates.