
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 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.

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

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, 13 June 2025 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://evoting.vistra.com>) 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, 11 June 2025) 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) and on the website of the Company at www.wlis.com.hk.

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

CHARACTERISTICS OF GEM

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

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, 13 June 2025 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 AGM-1 to AGM-4 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;
“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;

DEFINITIONS

“Latest Practicable Date”	23 April 2025, 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;
“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.

LETTER FROM THE BOARD

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:

The Hon. Ip Kwok Him, G.B.M., G.B.S., J.P.

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

30 April 2025

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.

LETTER FROM THE BOARD

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, and The Hon. Ip Kwok Him, G.B.M., G.B.S., J.P. 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.

The Hon. Ip Kwok Him, G.B.M., G.B.S., J.P., has 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.

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

On 14 June 2024, 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 96,000,000 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);

LETTER FROM THE BOARD

- (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 192,000,000 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.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages AGM-1 to AGM-4 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) and of the Company (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://evoting.vistra.com>) 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, 11 June 2025) or the adjourned meeting (as the case may be).

LETTER FROM THE BOARD

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
Chairwoman

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 24, 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 took 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. Her service contract was renewed for another year on 14 December 2024.

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 circular 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 36, has experience in the finance and accounting industry. 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. He was the executive director of Zhaobangji Lifestyle Holdings Limited (“**Zhaobangji Lifestyle**”) (a company listed on the Main Board of the Stock Exchange, stock code: 1660) from June 2022 to June 2024, 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 interested in 24,000,000 Shares.

Under the service agreement entered into between Mr. Kwan Kin Man Keith and the Company, the appointment took place 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. His service contract was renewed for another year on 14 December 2024.

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 circular 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) **The Hon. Ip Kwok Him, G.B.M., G.B.S., J.P.**, aged 74, is currently chairman of Hon Wah Education Organization, the Deputy Chairman of The Private Columbaria Licensing Board and the Party Affairs Advisor to the Democratic Alliance for Betterment and Progress of Hong Kong. The Hon. IP Kwok Him, G.B.M., G.B.S., J.P. was awarded the Grand Bauhinia Medal in 2017 and the Gold Bauhinia Star in 2004. The Hon. IP Kwok Him, G.B.M., G.B.S., J.P. was the Hong Kong SAR Deputy to the 10th–13th National People’s Congress of People’s Republic of China, member of the Hong Kong Executive Council from 2016–2022, and member of the Hong Kong Legislative Council from 1995–1997, 2000–2004 and 2008–2016. The Hon. IP Kwok Him, G.B.M., G.B.S., J.P. is an independent non-executive director of Xinyi Energy Holdings Limited (stock code: 03868) and ICO Group Limited (stock code: 01460), both are companies listed on the main board of the Stock Exchange.

Under the service agreement entered into between The Hon. IP Kwok Him, G.B.M., G.B.S., J.P. and the Company, the appointment took effect on 16 December 2024 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, The Hon. IP Kwok Him, G.B.M., G.B.S., J.P. is entitled to receive a remuneration of HK\$480,000 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 circular, The Hon. IP Kwok Him, G.B.M., G.B.S., J.P. 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 circular and saved as disclosed above, The Hon. IP Kwok Him, G.B.M., G.B.S., J.P. 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.

The Hon. Ip Kwok Him, G.B.M., G.B.S., J.P., has confirmed: (a) his independence as regards each of the factors referred to in GEM Listing Rules 5.09(1) to (8); (b) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as such term is defined in the GEM Listing Rules) of the Company; and (c) that there are no other factors that may affect the independent non-executive director’s independence at the time of his appointment.

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 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 960,000,000 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 96,000,000 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 2024) 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:

Month	Highest HK\$	Lowest HK\$
April 2024	0.250	0.187
May 2024	0.225	0.195
June 2024	0.193	0.171
July 2024	0.188	0.165
August 2024	0.178	0.147
September 2024	0.192	0.151
October 2024	0.248	0.191
November 2024	0.250	0.210
December 2024	0.211	0.184
January 2025	0.180	0.145
February 2025	0.148	0.125
March 2025	0.188	0.128
April 2025 (up to the Latest Practicable Date)	0.148	0.121

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 683,672,000 Shares representing approximately 71.22% 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 79.13% 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).

NOTICE OF ANNUAL GENERAL MEETING

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, 13 June 2025 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 2024.
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 The Hon. IP Kwok Him, G.B.M., G.B.S., J.P. as an independent non-executive director of the Company.
5. To authorise the board of directors of the Company to fix the remuneration of directors of the Company.
6. To re-appoint Prism Hong Kong Limited as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.
7. 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;

NOTICE OF ANNUAL GENERAL MEETING

(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.”

8. 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
 - (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

NOTICE OF ANNUAL GENERAL MEETING

(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).”

9. 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 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
Chairwoman

Hong Kong, 30 April 2025

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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://evoting.vistra.com>) 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, 11 June 2025) 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, 10 June 2025 to Friday, 13 June 2025, 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 Monday, 9 June 2025.
5. References to time and dates in this notice are to Hong Kong time and dates.
6. If a Typhoon Signal No. 8 or above is hoisted or “extreme conditions” caused by super typhoons or a Black Rainstorm Warning Signal is in force at or at any time after 8:00 a.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on its website (www.wlis.com.hk) and designated website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) to notify the Shareholders of the date, time and place of the adjourned Meeting. The Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations. If any Shareholder has any question relating to the Meeting, please contact Tricor Investor Services Limited, the Company’s Hong Kong branch share registrar and transfer office.