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MEDIALINK GROUP LIMITED
羚邦集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2230)

VOLUNTARY ANNOUNCEMENT
(1) EXEMPTED CONNECTED TRANSACTION RELATING TO
GRANT OF SHARE AWARDS TO A DIRECTOR
AND
(2) SHARE PURCHASE PURSUANT TO SHARE AWARD SCHEME

GRANT OF SHARE AWARDS TO A DIRECTOR

Reference is made to the announcement of Medialink Group Limited dated 6 February 2020 in relation to the adoption of the Share Award Scheme.

On 18 March 2022, the Board resolved to grant a total of 18,924,000 Award Shares at nil consideration to Ms. Noletta Chiu, who is an executive Director and a connected person of the Company. Such Award Shares are vested to Ms. Noletta Chiu on 18 March 2022. There is no specific condition or lock up restriction attached to the Award Shares.

The Award Shares granted represent 0.95% of the Company's total number of issued Shares as at the date of this announcement. The Award Shares represent the value of HK\$2,914,296, taking into account of the closing price of HK\$0.154 per Share as quoted on the Stock Exchange as at the date of this announcement. The Award Shares were granted by way of acquisition of existing Shares through on-market transactions by the Trustee and the previous share contribution by the controlling shareholder of the Company on 6 October 2020. The grant of the Award Shares will not result in any issue of new Shares or any dilution effect on the shareholdings of existing Shareholders of the Company.

REASONS FOR AND BENEFITS OF THE GRANT

The purposes of the Share Award Scheme are to reward the eligible persons for their past, present or expected contribution and loyalty to the Group and align their interests with those of the Shareholders through grant of award.

Ms. Noletta Chiu is an executive Director of the Group. She is primarily responsible for the overall strategic planning and supervision of the brand licensing business of the Group. Under the leadership of Ms. Noletta Chiu, revenue derived from brand licensing business increased by approximately 81% from approximately HK\$32 million (for the six months ended 30 September 2020) to approximately HK\$58 million (for the six months ended 30 September 2021). The number of active brands available in the Group has doubled from 87 (as of 31 March 2020) to 173 (as of 30 September 2021) in just 18 months. With Ms. Noletta Chiu's connection, creativity and experience, the Group successfully recently added a strong and trusted pre-school brand Sesame Street and expanded the licensing rights to luxury fashion and digital contents. As the Group continues to develop and expand our licensing rights to new areas such as games and digital contents, and to a next level by moving forward as a licensee, Ms. Noletta Chiu's extensive knowledge and expertise is instrumental in driving the Group's brand licensing business.

In assessing the fairness and reasonableness of the grant of Award Shares to Ms. Noletta Chiu, the Directors (including the independent non-executive Directors) have taken into consideration the role, past performance and the period of service of Ms. Noletta Chiu in the Group. The grant of the Award Shares to Ms. Noletta Chiu recognizes her past contributions to the Group's business performance and encourages her to make continuous support to the Group.

Noting that there is no dilution effect on the public Shareholders' shareholding, the Directors (including the independent non-executive Directors) are of the view that the grant of 18,924,000 Award Shares to Ms. Noletta Chiu is on normal commercial terms, in the ordinary and usual course of business of the Group, is fair and reasonable in comparison to her contributions already made to the Group, and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATION

The Share Award Scheme does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules. The grant of the Award Shares to Ms. Noletta Chiu has been endorsed by the Remuneration Committee and approved by the Board (including the independent non-executive Directors), except that Ms. Noletta Chiu has abstained from voting on the board resolution to approve the grant of Award Shares as she has a material interest in the grant.

As Ms. Noletta Chiu is an executive Director, she is a connected person of the Company and the grant of the Award Shares constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As all of the applicable percentage ratios are less than 5% with the total consideration less than HK\$3,000,000, and the grant of the Award Shares to Ms. Noletta Chiu is on normal commercial terms, the grant is fully exempted from the reporting, announcement and shareholders' approval requirements under Chapter 14A of the Listing Rules.

SHARE PURCHASE PURSUANT TO SHARE AWARD SCHEME

During the period from 6 December 2021 to 18 March 2022, the Trustee purchased an aggregate of 9,110,000 Shares on the market for the purpose of the Share Award Scheme and the grant of the Award Shares. Details of the Shares Purchased and the latest information about the Shares held by the Trustee are as follows:

Trade dates:	6 December 2021 to 18 March 2022
Settlement dates:	8 December 2021 to 22 March 2022
Total number of Shares Purchased:	9,110,000 Shares
Percentage of the Shares Purchased to the total number of issued Shares of the Company as at the date of this announcement:	Approximately 0.46%
Average consideration per Share (excluding all related expenses, transaction levy, brokerage, tax, duties and levies):	Approximately HK\$0.1626
Total consideration of Shares Purchased (excluding all related expenses, transaction levy, brokerage, tax, duties and levies):	Approximately HK\$1,480,889.50
Balance of number of Shares held by the Trustee immediately after the purchase on 18 March 2022:	76,305,000 Shares

After the granting and vesting of 18,924,000 Award Shares to Ms. Noletta Chiu on 18 March 2022, the remaining 57,381,000 Shares held by the Trustee shall be regarded as being held by the public under the Listing Rules.

DEFINITIONS

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

“Award Shares”	the 18,924,000 award shares which are granted to Ms. Noletta Chiu
“Board”	the board of the Directors
“Company”	MEDIALINK GROUP LIMITED, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ms. Noletta Chiu”	Ms. Chiu Siu Fung Noletta, an executive Director
“Remuneration Committee”	the remuneration committee of the Board
“Share(s)”	ordinary share(s) of the Company
“Share Award Scheme”	the share award scheme as adopted by the Company on 6 February 2020, which does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules

“Shares Purchased”	an aggregate of 9,110,000 Shares purchased by the Trustee on the market during the period from 6 December 2021 to 18 March 2022 for the purpose of the Share Award Scheme and the grant of the Award Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trustee”	the professional trustee for the Share Award Scheme
“%”	per cent

By order of the Board
MEDIALINK GROUP LIMITED
Ma Ching Fung
Company Secretary

Hong Kong, 18 March 2022

As at the date of this announcement, the executive directors of the Company are Ms. Chiu Siu Yin Lovinia, Ms. Chiu Siu Fung Noletta and Mr. Ma Ching Fung; the non-executive director of the Company is Ms. Wong Hang Yee, JP; and the independent non-executive directors of the Company are Mr. Fung Ying Wai Wilson, MH, Ms. Leung Chan Che Ming Miranda and Mr. Wong Kam Pui, BBS, JP.

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.