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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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Macrolink Capital Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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MACROLINK CAPITAL HOLDINGS LIMITED

新華聯資本有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 758)

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at 15th Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 22 June 2022 at 11:00 a.m., is set out on pages 14 to 17 of this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

PRECAUTIONARY MEASURES FOR THE AGM

To safeguard the health and safety of the Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the AGM:

- (1) Compulsory temperature screening/checks
- (2) Wearing of surgical face mask
- (3) No provision of refreshments or drinks

Attendees who do not comply with the precautionary measures referred to in (1) to (3) above may be denied entry to the AGM venue at the absolute discretion of the Company as permitted by law. For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the AGM by appointing the chairman of the AGM as their proxy and to return their forms of proxy, instead of attending the AGM in person.

Hong Kong, 27 May 2022

PRECAUTIONARY MEASURES FOR THE AGM

With the outbreak and spreading of the COVID-19 pandemic and the heightened requirements for the prevention and control of its spreading, to safeguard the health and safety of the Shareholders who might be attending the AGM in person, the Company will implement the following precautionary measures at the AGM.

Voting by proxy in advance of the AGM: The Company does not in any way wish to diminish the opportunity available to the Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect the Shareholders from possible exposure to the COVID-19 pandemic. For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the AGM by appointing the chairman of the AGM as their proxy instead of attending the AGM in person. Physical attendance is not necessary for the purpose of exercising Shareholder rights. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof should they subsequently so wish.

The deadline to submit completed forms of proxy is at 11:00 a.m. on Monday, 20 June 2022. Completed forms of proxy must be returned to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong. Shareholders are strongly encouraged to cast their votes by submitting a form of proxy appointing the chairman of the AGM as their proxy.

To safeguard the health and safety of the Shareholders who might be attending the AGM in person, the Company will also implement the following measures at the AGM:

- (1) Compulsory temperature screening/checks will be carried out on every attendee at the main entrance of AGM venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the AGM venue and be requested to leave the AGM venue.
- (2) Every attendee will be required to wear a surgical face mask throughout the AGM and to sit at a distance from other attendees. Please note that no masks will be provided at the AGM venue and attendees should bring and wear their own masks.
- (3) No refreshments or drinks will be provided to attendees at the AGM.

Attendees are in addition requested to observe and practise good personal hygiene at all times. To the extent permitted by law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue so as to ensure the health and safety of the attendees at the AGM.

Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company's website at <http://macrolinkcapital.etnet.com.hk> for further announcements and updates on the AGM arrangements.

Appointment of proxy by non-registered Shareholders: Non-registered Shareholders whose shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 15th Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 22 June 2022 at 11:00 a.m., notice of which is set out in Appendix III on pages 14 to 17 of this circular or, where the context so admits, or any adjournment thereof
“Board”	the board of Directors
“Bye-Law(s)”	the bye-laws of the Company currently in force with any amendments thereto from time to time
“Companies Act”	the Companies Act 1981 of Bermuda (as amended from time to time)
“Company”	Macrolink Capital Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate granted to the Board at the annual general meeting of the Company held on 15 June 2021 to allot, issue and deal with Shares not exceeding 20% of the aggregate number of Shares comprised in the share capital of the Company in issue as at 15 June 2021
“Latest Practicable Date”	23 May 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“Proposed Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares in the manner as set out in resolution no. 4 of the notice of AGM
“Proposed Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares in the manner as set out in resolution no. 5 of the notice of AGM
“Repurchase Mandate”	a general mandate granted to the Board at the annual general meeting of the Company held on 15 June 2021 to repurchase Shares not exceeding 10% of the aggregate number of Shares comprised in the share capital of the Company in issue as at 15 June 2021
“SFO”	the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



MACROLINK CAPITAL HOLDINGS LIMITED

新華聯資本有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 758)

Executive Directors:

Mr. Fu Kwan (*Chairman*)
Mr. Zhang Jian
Mr. Zhang Bishu
Ms. Liu Jing
Mr. Chan Yeuk
Mr. Zhou Jianren

Independent Non-executive Directors:

Mr. Lam Man Sum, Albert
Mr. Fung Chuen Kin
Mr. Cheung Ka Wai

Registered Office:

Clarendon House 2 Church Street
Hamilton HM 11
Bermuda

*Head Office and Principal Place of
Business in Hong Kong:*

15/F, COFCO Tower,
262 Gloucester Road
Causeway Bay
Hong Kong

27 May 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with the information necessary to enable the Shareholders to make a decision on whether to vote for or against the resolutions to be proposed at the AGM relating to:

- (a) the re-election of the retiring Directors;
- (b) the grant of the Proposed Issue Mandate and the Proposed Repurchase Mandate; and
- (c) the extension of the Proposed Issue Mandate by an amount representing the aggregate nominal amount of the Shares repurchased pursuant to the Proposed Repurchase Mandate.

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-Laws 86(2) and 87(1), Mr. Fu Kwan, Mr. Zhang Jian, Mr. Chan Yeuk and Mr. Fung Chuen Kin shall retire by rotation from office at the AGM and, being eligible, offer themselves for re-election.

Mr. Fung Chuen Kin, an independent non-executive Director of the Company eligible for re-election at the AGM, has made an annual confirmation of independence of Rule 3.13 of the Listing Rules and abstained from voting on the resolutions of the nomination committee of the Company for considering his own nomination.

For administrative convenience and flexibility, the Board seeks to be authorised by the Shareholders to fix the remuneration of the Directors.

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

3. GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At the last annual general meeting of the Company held on 15 June 2021, Issue Mandate and Repurchase Mandate were granted to the Board. Both Issue Mandate and Repurchase Mandate shall expire at the conclusion of the AGM. The Directors propose to seek the approval of the Shareholders at the AGM for the grant of:

- (a) the Proposed Issue Mandate to allot, issue and deal with additional Shares up to a maximum of 20% of the issued share capital of the Company as at the date of passing of the relevant resolution;
- (b) the Proposed Repurchase Mandate to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution; and
- (c) an extension of the Proposed Issue Mandate by an amount representing the aggregate nominal amount of the Shares repurchased pursuant to the Proposed Repurchase Mandate.

As at the Latest Practicable Date, there were 1,206,249,251 Shares in issue. Subject to the passing of the relevant ordinary resolutions and on the basis that no further Shares are issued or repurchased prior to the AGM, the Board would be allowed under the Proposed Issue Mandate to issue a maximum of 241,249,850 Shares. The Directors wish to state that they have no immediate plan to issue or repurchase any Shares pursuant to the Proposed Issue Mandate and the Proposed Repurchase Mandate.

An explanatory statement as required by the Listing Rules to be sent to the Shareholders in connection with the Proposed Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. AGM

A notice of AGM is set out in Appendix III on pages 14 to 17 of this circular. A form of proxy for use in connection, sign with the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

5. VOTING BY WAY OF POLL

According to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll. The chairman of the AGM will therefore demand a poll for every resolution put to the vote at the AGM pursuant to Bye-Law 66.

After the conclusion of the AGM, the results of the poll will be published on website of the Stock Exchange at www.hkexnews.hk under "Latest Listed Company Information" and the Company's website at <http://macrolinkcapital.etnet.com.hk>.

6. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

7. RECOMMENDATION

The Board considers that the proposals for (i) the re-election of the retiring Directors; (ii) the grant of the Proposed Issue Mandate and the Proposed Repurchase Mandate; and (iii) the extension of the Proposed Issued Mandate by an amount representing the aggregate nominal amount of the Shares repurchased pursuant to the Proposed Repurchase Mandate are in the best interests of the Company and its Shareholders as a whole. The Directors, therefore, recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

8. GENERAL INFORMATION

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

Yours faithfully,
By Order of the Board
Macrolink Capital Holdings Limited
Fu Kwan
Chairman

In accordance with the Bye-Laws 86(2) and 87(1), Mr. Fu Kwan, Mr. Zhang Jian, Mr. Chan Yeuk and Mr. Fung Chuen Kin retire and, being eligible, offer themselves for re-election at the AGM. Their biographical details are as follows:

Mr. Fu Kwan, aged 64, was appointed as the executive Director and the Chairman of the Company as well as the chairman of the nomination committee of the Company on 1 August 2018. Mr. Fu Kwan is currently the chairman of the board of directors and the president of Macrolink Holding Co., Ltd (“**Macrolink**”). Mr. Fu Kwan is a senior economist and has over 30 years of experience in corporate management and business strategy planning. He served as a Commissioner of Public Security in Liling City, Hunan Province, China, the Deputy Secretary of the Commune Party Committee, the Secretary of the Township Party Committee, the Deputy Director of the Economic and Trade Commission of Liling City, a director of the Municipal Foreign Trade Bureau, the deputy general manager of Hunan Arts and Crafts Import and Export Group, and the deputy leader of Social and Education Work Team of the Provincial Party Committee in Liuyang City, etc. Also, Mr. Fu Kwan was appointed as the executive director and a member of Standing Committee of the China Federation of Industry and Commerce (全國工商聯), and a director of Political Affairs Committee of China Federation of Industry and Commerce (全國工商聯參政議政委員會) a member of Advisory Committee of China Federation of Industry and Commerce (全國工商聯諮詢委員會) and the vice president of the 10th China Federation of Industry and Commerce (全國工商聯).

Mr. Fu Kwan worked as the vice chairman of the 11th China Civil Chamber of Commerce (中國民間商會), and is a member of the 11th, 12th and 13th National Committee of Chinese People’s Political Consultative Conference (“**CPPCC**”), the co-president of the Hong Kong China Chamber of Commerce and a member of the Hong Kong Election Committee. He was appointed as the vice chairman of the board of directors of Central South University and Beijing Foreign Studies University. He has been honored as “the National Outstanding Socialist Builder”, “the China’s Top Ten Outstanding Entrepreneurs”, “China’s Economic Figures of the Year”, “the Outstanding Entrepreneurs of Private Enterprise in 40 years of reform and opening up of China”, and “the New China’s Top Hundred Outstanding Hunan Figures in 70 years”.

Mr. Fu Kwan is currently a director of Macrolink Culturaltainment Development Co., Ltd., a company listed on the Shenzhen Stock Exchange with stock code: 000620, a director of Hunan Hualian China Industry Co., Ltd., a company listed on the Shenzhen Stock Exchange with stock code 001216, and an executive director of Dongyue Group Limited (“**Dongyue**”), a company listed on Main Board of the Stock Exchange (stock code: 0189).

On 11 June 2020, Mr. Fu Kwan was publicly censured by the Securities and Future Commission of Hong Kong for acquiring the Shares within six months after the close of an offer at prices above the offer price in breach of Rule 31.3 of the Takeovers Code. On 27 May 2021, Mr. Fu Kwan was publicly criticised by the Listing Appeals Committee in relation to the breach of Rule 3.08(f) of the Listing Rules under Appendix 5B to the Listing Rules, for failure to ensure Dongyue had adequate internal control in place and failing to properly perform the controlling duties in respect of the wealth management business of Dongyue. Mr. Fu Kwan was required to perform 20 hours of training on compliance to the Listing Rules and director's duties, which was duly completed on 20 August 2021. The breaches do not constitute any material adverse impact on the business, financial condition and/or operations of the Group, nor have any effect on Mr. Fu Kwan's capability and suitability of discharging his roles and duties as an executive Director of the Company.

Mr. Fu Kwan is entitled to receive a director's remuneration of HK\$120,000 per annum with discretionary bonus which has been approved by the Remuneration Committee and the Board based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director's remuneration of Mr. Fu Kwan is subject to annual review by the Remuneration Committee and the Board.

Mr. Fu Kwan is personally interested in 4,500,000 Shares and is beneficially interested in 870,145,473 Shares (representing approximately 72.14% of the issued share capital of the Company) within the meaning of Part XV of the SFO through Truly Industry Investment Company Limited, which is owned as to 70% by Mr. Fu Kwan. Save as disclosed herein, Mr. Fu Kwan does not have, or is not deemed to have, any other interests in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Fu Kwan (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company (as defined in the Listing Rules); and (ii) did not hold any other directorships in the last three years immediately prior to the Latest Practicable Date in public companies. There is no other information relating to the re-election of Mr. Fu Kwan that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Zhang Jian, aged 48, was appointed as the executive Director of the Company and a member of the nomination committee of the Company on 1 August 2018. Mr. Zhang Jian joined Macrolink in 2002. He is currently the senior vice president of Macrolink and the chief controller of the integrated management department of Macrolink. He has more than 20 years of experience in investment banking, corporate operation and business management. Mr. Zhang Jian obtained a bachelor's degree in economics and law from Jiangxi University of Finance and Economics and a master's degree in business administration from the Chinese University of Hong Kong. Mr. Zhang Jian is currently the general manager of the Company and also acts as directors of two subsidiaries of the Company.

Mr. Zhang Jian is currently an executive director of Dongyue and New Silkroad Culturaltainment Limited (a company listed on the Main Board of the Stock Exchange with stock code: 0472), a director of Keda Clean Energy Co., Ltd. (a company listed on the Shanghai Stock Exchange with stock code: 600499), a director of Macrolink Culturaltainment Development Co. Ltd and Hunan Hualian China Industry Co., Ltd.

On 27 May 2021, Mr. Zhang Jian was publicly criticised by the Listing Appeals Committee in relation to the breach of Rule 3.08(f) of the Listing Rules under Appendix 5B to the Listing Rules, for failure to ensure Dongyue had adequate internal control in place and failing to properly perform the controlling duties in respect of the wealth management business of Dongyue. Mr. Zhang Jian was required to perform 20 hours of training on compliance to the Listing Rules and director's duties, which was duly completed on 20 August 2021. The breach does not constitute any material adverse impact on the business, financial condition and/or operations of the Group, nor has any effect on Mr. Zhang Jian's capability and suitability of discharging his roles and duties as an executive Director of the Company.

During the year ended 31 December 2021, Mr. Zhang Jian is entitled to receive a director's remuneration of HK\$120,000 and a discretionary bonus of HK\$200,000, which has been approved by the Remuneration Committee and the Board based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director's remuneration of Mr. Zhang Jian is subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above, Mr. Zhang Jian (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company (as defined in the Listing Rules); (ii) does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO; and (iii) did not hold any other directorships in the last three years immediately prior to the Latest Practicable Date in public companies. There is no other information relating to the re-election of Mr. Zhang Jian that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Chan Yeuk, aged 63, was appointed as the executive Director of the Company on 1 August 2018. Mr. Chan Yeuk is an economist and the current director of Macrolink and Macrolink International Investment Co., Ltd. Mr. Chan started working in 1976, when he worked as a worker and a project budgetary staff. In 1987, he obtained a degree from the Business Administration Department of Beijing Institute of Chemical Technology. After graduation, he worked in a company under San Xiang Group in Guam, the United States of America serving as the deputy manager, and later served as the deputy director and the director of Sales Department of Hunan branch of China Investment Bank. Mr. Chan joined Macrolink in 1993, and served as the chairman of the Supervisory Board, the vice president, and the executive director of Macrolink.

Mr. Chan Yeuk is entitled to receive a director's remuneration of HK\$120,000 per annum with discretionary bonus which has been approved by the Remuneration Committee and the Board based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director's remuneration of Mr. Chan Yeuk is subject to annual review by the Remuneration Committee and the Board.

Mr. Chan Yeuk is beneficially interested in 100,000 Shares. Save as disclosed herein, Mr. Chan Yeuk does not have, or is not deemed to have, any other interests in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chan Yeuk (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company (as defined in the Listing Rules); and (ii) did not hold any other directorships in the last three years immediately prior to the Latest Practicable Date in public companies. There is no other information relating to the re-election of Mr. Chan Yeuk that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Fung Chuen Kin, aged 60, has been an independent non-executive Director of the Company since July 2021 and is a member of each of the audit committee, remuneration committee and nomination committee. Mr. Fung Chuen Kin has over 30 years of experience in property development and investment and corporate management. Mr. Fung Chuen Kin is currently the chairman of China Jinying Investment Co., Ltd., Hainan Olympic Garden Co., Ltd. and China Jinying (Hainan) Safety and Security Group Co., Ltd. Mr. Fung Chuen Kin was a member of 11th and 12th National Committee of CPPCC, and Standing Committees of CPPCC (Hainan Province) and CPPCC (Sanya City). Mr. Fung Chuen Kin was appointed as a member of the 12th Executive Committee of China Federation of Industry and Commerce, and vice-chairpersons of the 7th and 8th Hainan Federation of Industry and Commerce (General Chamber) and 11th Guizhou Federation of Industry and Commerce (General Chamber). Currently serving as a member of the Population, Resources and Environment Sub-Committee of the 13th National Committee of CPPCC, Mr. Fung Chuen Kin has been honored as “the Hainan’s Top Ten Outstanding Figures”, “the Hainan’s Outstanding Socialist Builder with Chinese Characteristics”, “China’s Outstanding Entrepreneurs”, and “the World’s Outstanding Chinese”. In 2020, Mr. Fung was named as “the Top Ten Hainan Outstanding Entrepreneurs”.

Mr. Fung Chuen Kin did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Fung Chuen Kin has entered into a service contract with the Company for a term of two years and is subject to retirement by rotation and re-election in accordance with the provisions of the Bye-Laws. He is entitled to an emolument in sum of HK\$180,000 per annum, which is determined by the Board with reference to the performance of the Company, the duties and responsibilities of the director concerned and prevailing market condition.

Save as disclosed above, Mr. Fung Chuen Kin does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not hold any interests in the listed securities of the Company within the meaning of Part XV of the SFO. There is no other information relating to the re-election of Mr. Cheung Ka Wai that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Fung Chuen Kin has confirmed that he meets the independence guidelines set out in Rule 3.13 of the Listing Rules.

This explanatory statement contains the information required by the Listing Rules. Its purpose is to provide the Shareholders with all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the Proposed Repurchase Mandate.

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

(a) Source of funds

Repurchases must be made out of funds which are legally available for such purpose in accordance with the Company's constitutional documents and the laws of the jurisdiction in which the Company is incorporated or otherwise established.

(b) Maximum number of Shares to be repurchased

A maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution approving the Proposed Repurchase Mandate may be repurchased on the Stock Exchange.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,206,249,251 Shares.

Subject to the passing of the relevant ordinary resolution approving the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Proposed Repurchase Mandate to repurchase a maximum of 120,624,925 Shares, representing 10% of the total number of Shares in issue as at the date of passing such resolution, during the period up to (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 Bye-Laws or any applicable laws of Bermuda to be held; or (iii) the revocation or variation of the Proposed Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

3. REASONS FOR REPURCHASE

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

4. FUNDING OF REPURCHASES

The Company is empowered by its Memorandum of Association and Bye-Laws to repurchase its Shares. The laws of Bermuda provide that repurchases may only be effected out of the capital paid up on the repurchased Shares or out of the funds of the Company otherwise available for dividend or distribution or out of proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a repurchase over the par value of the Shares to be repurchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account. No repurchase may be made if on the date on which the repurchase is to be effected, there are reasonable grounds for believing that the Company is, or after the repurchase would be, unable to pay its liabilities as they become due.

5. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

There may 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 2021) in the event that the Proposed Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Board does not propose to exercise the Proposed 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 level of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make any repurchase of Shares pursuant to the Proposed Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the regulations set out in the Company's Memorandum of Association and Bye-Laws.

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention to sell any of the Shares to the Company if such Proposed Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any of the Shares to the Company, or have undertaken not to do so, in the event that the granting of the Proposed Repurchase Mandate is approved by the Shareholders.

7. CONSEQUENCES OF REPURCHASE UNDER THE TAKEOVERS CODE

If on the exercise of power to repurchase Shares pursuant to the Proposed Repurchase Mandate, a Shareholder's proportionate interests in voting rights of the Company increases and such increase in shareholding will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Fu Kwan, the Chairman and an executive Director of the Company, was ultimately interested in a total of 874,645,473 Shares, representing approximately 72.51% of the issued share capital of the Company, personally and through his controlled corporations, namely Macrolink Group Limited and Truly Industry Investment Company Limited. Assuming that Macrolink Group Limited will not dispose of its interests in the Shares nor will it acquire additional Shares, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the AGM, the equity interest of Mr. Fu Kwan, both personally and through his controlled corporations, in the Company would be increased to approximately 80.57% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not intend to exercise the Proposed Repurchase Mandate so as to reduce the issued share capital of the Company in public hands to less than 25% (or the relevant prescribed minimum percentage required by the Stock Exchange from time to time).

8. SHARE PURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months prior to the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months preceding the Latest Practicable Date are as follows:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
May	0.425	0.345
June	0.380	0.241
July	0.345	0.255
August	0.350	0.130
September	0.250	0.190
October	0.240	0.230
November	0.230	0.230
December	0.180	0.160
2022		
January	*	*
February	*	*

* No Shares have been traded on the Stock Exchange.

Trading in the Shares on the Stock Exchange has been suspended since 15 February 2022 until further notice. In this regard, no reference is made to the closing price per Share as quoted on the Stock Exchange preceding the Latest Practicable Date. The closing price per Share as at 14 February 2022, being the full trading day immediately prior to the suspension of trading in the Shares on the Stock Exchange, was HK\$0.168.

**MACROLINK CAPITAL HOLDINGS LIMITED****新華聯資本有限公司***(Incorporated in Bermuda with limited liability)***(Stock Code: 758)**

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Macrolink Capital Holdings Limited (the “**Company**”) will be held at 15th Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 22 June 2022 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the Directors and the auditors of the Company for the year ended 31 December 2021.
2.
 - (a) To re-elect Mr. Fu Kwan as an executive Director;
 - (b) To re-elect Mr. Zhang Jian as an executive Director;
 - (c) To re-elect Mr. Chan Yeuk as an executive Director;
 - (d) To re-elect Mr. Fung Chuen Kin as an independent non-executive Director; and
 - (e) To authorize the board of Directors of the Company (the “**Board**”) to fix the Directors’ remuneration.
3. To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the Board to fix the auditors’ remuneration.

As special business, to consider and, if thought fit, to pass with or without amendment(s), the following resolutions as ordinary resolutions:

4. “**THAT:**
 - (a) subject to paragraph (c) of this Resolution, the exercise by the Directors of the Company (the “**Directors**”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company or securities convertible into such shares, or options, warrants or similar rights to subscribe for any shares and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (d) below); or
 - (ii) the exercise of the subscription or conversion rights attaching to any securities issued by the Company which are convertible into shares of the Company; or
 - (iii) the exercise of the rights under any share option scheme or similar arrangement for the time being adopted for the grant or issue to participants of options to subscribe for, or rights to acquire, shares of the Company; or
 - (iv) any scrip dividend 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 bye-laws of the Company,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution; and the approval granted in paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

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

5. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution, and the said authority granted pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
6. **“THAT** conditional upon Resolution No. 4 and Resolution No. 5 mentioned above being passed, the aggregate nominal amount of the shares of the Company which are repurchased, or otherwise acquired, by the Company pursuant to the authority granted to the Directors as mentioned in Resolution No. 5 shall be added to the aggregate nominal amount of the shares which may be issued pursuant to Resolution No. 4, provided that such an amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

By Order of the Board
Macrolink Capital Holdings Limited
Fu Kwan
Chairman

Hong Kong, 27 May 2022

Notes:

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or, if he holds two or more shares, more proxies to attend and vote on his/her stead. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy so appointed.
2. In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. The votes at the AGM will be taken by poll.
4. For determining the qualification as shareholders of the Company to attend and vote at the AGM, the register of members of the Company will be closed as set out below:

Latest time to lodge transfer documents for registration:	4:30 p.m. on Thursday, 16 June 2022
Closure of register of members:	Friday, 17 June 2022 to Wednesday, 22 June 2022 (both dates inclusive)
Record Date:	Wednesday, 22 June 2022

During the above closure period, no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than the above-mentioned latest time.

5. In the case of joint holders of a share, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the AGM personally or by proxy, the vote of that one of the such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
6. Delivery of an instrument appointing a proxy should not preclude a member of the Company from attending and voting in person at the AGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. A form of proxy for use at the AGM is enclosed together with this circular.