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

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

**If you have sold or transferred** all your shares in **Linklogis Inc.**, you should at once hand this circular, together with the enclosed proxy form, 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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**Linklogis Inc.**  
**聯易融科技集團**

*(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 9959)**

**PROPOSALS FOR  
GRANTING OF GENERAL MANDATES  
TO ISSUE SHARES AND TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
DECLARATION OF FINAL SPECIAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM of Linklogis Inc. to be held at Floor 28, Qianhai CTF Finance Tower, 66 Hub Street, Nanshan Street, Qianhai Shenzhen Hong Kong Cooperation Zone, Nanshan District, ShenZhen, the PRC on Monday, June 17, 2024 at 2:00 p.m. is set out on pages 19 to 23 of this circular.

A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of HKEXnews ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.linklogis.com](http://www.linklogis.com)), respectively. Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof or viewing and listening to the AGM and submitting questions online through the e-Meeting System should you so wish. For the avoidance of doubt, holders of treasury Shares (if any) shall abstain from voting at the Company's general meeting.

April 19, 2024

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## DEFINITIONS

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

|                                      |  |
|--------------------------------------|--|
| “Annual General Meeting” or<br>“AGM” | the annual general meeting of the Company to be convened and held at Floor 28, Qianhai CTF Finance Tower, 66 Hub Street, Nanshan Street, Qianhai Shenzhen Hong Kong Cooperation Zone, Nanshan District, ShenZhen, the PRC on Monday, June 17, 2024 at 2:00 p.m. and any adjournment thereof  |
| “Articles”                           | the eighth amended and restated memorandum and articles of association of the Company adopted on June 13, 2023 as amended from time to time  |
| “associate(s)”                       | has the meaning ascribed to it under the Listing Rules   |
| “Board”                              | the board of Directors   |
| “CCASS”                              | Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system  |
| “Class A Share(s)”                   | class A ordinary shares of the share capital of the Company with a par value of US\$0.00000833 each, conferring weighted voting rights in the Company such that a holder of a Class A Share is entitled to 10 votes per share on any resolution tabled at the Company’s general meeting, save for resolutions with respect to any Reserved Matters, in which case they shall be entitled to one vote per share |
| “Class B Share(s)”                   | class B ordinary shares of the share capital of the Company with a par value of US\$0.00000833 each, conferring one vote per share on any resolution tabled at the Company’s general meeting (save for any treasury Shares, the holders of which shall abstain from voting at the Company’s general meeting)   |
| “Companies Act”                      | the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time  |
| “Company”                            | Linklogis Inc. (聯易融科技集團), an exempted company with limited liability incorporated under the laws of the Cayman Islands on March 13, 2018 whose shares are listed on the Main Board of the Stock Exchange (stock code: 9959)  |
| “Director(s)”                        | the director(s) of the Company   |

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## DEFINITIONS

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|---------------------------|---|
| “Group”                   | the Company, its subsidiaries, and the consolidated affiliated entities (the financial results of which have been consolidated and accounted for as subsidiaries of the Company by virtue of contractual arrangements) from time to time, and in respect of the period prior to the Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of the Company at the relevant time  |
| “HK\$”                    | Hong Kong dollar, the lawful currency of Hong Kong  |
| “HKSCC”                   | Hong Kong Securities Clearing Company Limited   |
| “Hong Kong”               | the Hong Kong Special Administrative Region of the People’s Republic of China   |
| “Issuing Mandate”         | a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Class B Shares (including any sale and transfer of Class B Shares out of treasury that are held as treasury Shares) of up to 20% of the total number of Shares in issue (excluding any treasury Shares) as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate |
| “Latest Practicable Date” | April 12, 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information  |
| “Listing Date”            | the date on which dealings in the Class B Shares on the Stock Exchange commenced, being April 9, 2021   |
| “Listing Rules”           | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended and supplemented from time to time)  |
| “Nomination Committee”    | the nomination committee of the Company   |
| “PRC”                     | the People’s Republic of China, which, for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan   |

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## DEFINITIONS

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|--------------------------------------|---|
| “Repurchase Mandate”                 | a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the total number of Shares in issue (excluding any treasury Shares) as at the date of passing of the relevant resolution granting such mandate   |
| “Reserved Matters”                   | those matters resolutions with respect to which each Share is entitled to one vote at general meetings of the Company pursuant to the articles of association, being: (i) any amendment to the memorandum or articles of association, including the variation of the rights attached to any class of shares; (ii) the appointment, election or removal of any independent non-executive Director; (iii) the appointment or removal of the Company’s auditors; and (iv) the voluntary liquidation or winding-up of the Company |
| “Shares(s)”                          | the Class A Shares and/or Class B Shares in the share capital of the Company, as the context so requires  |
| “Shareholder(s)”                     | holder(s) of the Share(s)   |
| “Stock Exchange”                     | The Stock Exchange of Hong Kong Limited   |
| “subsidiary(ies)”                    | has the meaning ascribed to it under the Listing Rules  |
| “treasury Shares”                    | has the meaning ascribed to it under the Listing Rules which will come into effect on June 11, 2024   |
| “weighted voting rights”<br>or “WVR” | has the meaning ascribed to it under the Listing Rules  |
| “WVR Beneficiary”                    | Mr. Song Qun, our founder, executive Director, chairman of the Board, chief executive officer and controlling shareholder, as well as the holder of the Class A Shares entitling him to weighted voting rights  |
| “%”                                  | per cent  |

*English names of the PRC-established companies/entities in this circular are only translations of their official Chinese names. In case of inconsistency, the Chinese names prevail.*

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## LETTER FROM THE BOARD

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### **Linklogis Inc.** **聯易融科技集團**

*(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 9959)**

*Executive Directors:*

Mr. Song Qun (*Chairman of the board and Chief Executive Officer*)

Mr. Ji Kun

Ms. Chau Ka King

*Non-executive Directors:*

Mr. Lin Haifeng

Mr. Zhang Yuhan

*Independent Non-executive Directors:*

Mr. Gao Feng

Mr. Tan Huay Lim

Mr. Chen Wei

*Registered Office:*

ICS Corporate Services (Cayman) Limited

3-212 Governors Square

23 Lime Tree Bay Avenue

P.O. Box 30746, Seven Mile Beach

Grand Cayman KY1-1203

Cayman Islands

*Headquarters and Principal Place of Business in the PRC:*

Floor 28, Qianhai CTF Finance Tower

66 Hub Street, Nanshan Street, Qianhai

Shenzhen Hong Kong Cooperation Zone

Nanshan District, ShenZhen, the PRC

*Principal Place of Business in Hong Kong:*

40/F, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai, Hong Kong

April 19, 2024

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSALS FOR GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, DECLARATION OF FINAL SPECIAL DIVIDEND AND NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM to seek approval of the Shareholders in respect of, among other matters, (i) the granting to the Directors of the Issuing Mandate and the Repurchase Mandate, (ii) the re-election of Directors and (iii) the declaration of final special dividend, and seek your approval of the resolutions to these matters at the AGM.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE SHARES

In order to ensure greater flexibility for the Company to issue new Shares (including any sale or transfer of treasury Shares), an ordinary resolution numbered 5 will be proposed at the AGM to grant to the Directors a general mandate to exercise the powers of the Company to allot, issue or otherwise deal with new Class B Shares (including any sale or transfer of treasury Shares) of up to 20% of the total number of Shares in issue (excluding treasury Shares) as at the date of the passing of the resolution in relation to such general mandate. As at the Latest Practicable Date, the Company had 2,284,983,948 Shares in issue, comprising 267,626,789 Class A Shares and 2,017,357,159 Class B Shares (including 8,399,500 Class B Shares repurchased on the Stock Exchange which had not been cancelled as of the Latest Practicable Date). Subject to the passing of the ordinary resolution numbered 5 and on the basis that there is no change to the number of issued Shares before the AGM, the Company will be allowed to issue (or transfer out of treasury) a maximum of 455,316,889 Class B Shares representing 20% of the existing issued Shares (excluding 8,399,500 Class B Shares repurchased on the Stock Exchange which had not been cancelled as of the Latest Practicable Date). In addition, subject to a separate approval of the ordinary resolution numbered 7, the number of Shares bought back by the Company under the Repurchase Mandate proposed to be granted pursuant to the ordinary resolution numbered 6 will also be added to the 20% general mandate as mentioned in the ordinary resolution numbered 5. The Directors wish to state that they have no immediate plans to issue any new Shares (including any sale or transfer of treasury Shares) pursuant to such general mandate.

Subject to the approval of Shareholders, the Company may only use the general mandate for the sale or transfer of treasury Shares after the amendments to the Listing Rules relating to treasury shares come into effect.

### GENERAL MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution numbered 6 will be proposed at the AGM to approve the general mandate to the Directors to exercise the powers of the Company to repurchase Shares, representing up to 10% of the total number of Shares in issue (excluding any treasury Shares) as at the date of the passing of the resolution in relation to such general mandate.

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

### RE-ELECTION OF DIRECTORS

The Board currently consists of eight Directors, namely Mr. Song Qun, Mr. Ji Kun, Ms. Chau Ka King, Mr. Lin Haifeng, Mr. Zhang Yuhan, Mr. Gao Feng, Mr. Tan Huay Lim and Mr. Chen Wei.

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## LETTER FROM THE BOARD

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In accordance with Article 119(a) of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation, provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. Henceforth, Mr. Song Qun, Mr. Lin Haifeng and Mr. Zhang Yuhua shall retire from office by rotation and, being eligible, offer themselves for re-election at the AGM.

At the AGM, the re-election of each of the retiring Directors will be voted on by a separate ordinary resolution as set out in the notice of the AGM.

Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular, which indicates how the Directors to be elected contribute to the diversity of the Board.

### **PROCEDURE AND PROCESS FOR NOMINATION OF DIRECTORS**

The Nomination Committee will recommend to the Board the appointment of a Director, including an independent non-executive Director, in accordance with the following selection criteria and nomination procedures:

- (a) identify individuals who are suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the Company's Board diversity policy, the requirements in the Company's constitution, the Listing Rules and applicable laws and regulations, and the relevant candidates' contributions to the Board in terms of qualifications, skills, experiences, independence and gender diversity;
- (b) assess the independence of independent non-executive Directors to determine their eligibility with reference to the factors set out in Rule 3.13 of the Listing Rules and any other factors deemed appropriate by the Nomination Committee or the Board. If a proposed independent non-executive Director will be holding his/her seventh (or more) listed company directorship, to assess his/her ability to devote sufficient time to the Board matters; and
- (c) develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to evaluating the balance of skills, knowledge and experience on the Board, and in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment.



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## LETTER FROM THE BOARD

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### RECOMMENDATION OF THE NOMINATION COMMITTEE

The Nomination Committee has considered Mr. Song Qun, Mr. Lin Haifeng and Mr. Zhang Yuhan's extensive experience, respectively, their working profiles and other factors as set out in their biographical details in Appendix II to this circular. The Nomination Committee is satisfied that Mr. Song Qun, Mr. Lin Haifeng and Mr. Zhang Yuhan have the required character, integrity and experience to continuously fulfil their roles as Directors effectively. The Board believes that their re-elections as Directors would be in the best interests of the Company and its Shareholders as a whole.

At the AGM, the re-election of each of the retiring Directors will be voted by a separate ordinary resolution as set out in the notice of the AGM.

### DECLARATION OF FINAL SPECIAL DIVIDEND

As stated in the announcement of the Company dated March 26, 2024 relating to the consolidated annual results of the Group for the year ended December 31, 2023, the Board recommended the payment of a final special dividend of HKD0.1 per Share for the year ended December 31, 2023. The Board hereby further supplements that the dividend should be a final special dividend for the year ended December 31, 2023. The final special dividend is subject to the approval of the Shareholders at the AGM and the final special dividend is expected to be payable on July 29, 2024 to the Shareholders whose names appear on the register of members of the Company on July 3, 2024.

Under Section 34(2) of the Companies Act, the share premium account may be applied by a company paying dividends to members provided that no dividend may be paid to members out of the share premium account unless, immediately following the date on which the dividend proposed to be paid, the company shall be able to pay its debts as they fall due in the ordinary course of business. The Board confirms that with respect to the dividend, the Company shall be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which the dividend is proposed to be paid.

The register of members of the Company will be closed from July 4, 2024 to July 8, 2024, both days inclusive, in order to determine the entitlement of the Shareholders to receive the final special dividend, during which period no share transfers will be registered. To qualify for the final special dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on July 3, 2024.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 19 to 23 of this circular. A form of proxy for use at the AGM is enclosed.

Such form of proxy is also published on the websites of the HKEXnews ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.linklogis.com](http://www.linklogis.com)), respectively. Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof or viewing and listening to the AGM and submitting questions online through the e-Meeting System should you so wish.

### VOTES TAKEN BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll.

Shareholders can join the AGM at Floor 28, Qianhai CTF Finance Tower, 66 Hub Street, Nanshan Street, Qianhai Shenzhen Hong Kong Cooperation Zone, Nanshan District, ShenZhen, the PRC or view a live streaming webcast of the AGM. Through the live streaming webcast on the e-Meeting System, registered Shareholders and proxies will be able to view and listen to the AGM and submit questions online. Each registered Shareholder's personalized username and password will be sent to him/her/it under separate letter. If a Shareholder (other than those who can attend the AGM physically) wishes to vote on any resolution at the AGM, he/she/it can appoint the chairman of the AGM or proxy who can attend the AGM physically to exercise his/her/its right to vote at the AGM in accordance with his/her/its instructions. Beneficial owners or CCASS non-registered holders whose Shares are held through banks, brokers, custodians or HKSCC can also join the AGM in-person or view and listen to the AGM and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements and the personalized login and access code will be sent to them by email upon receipt of request through their respective bank, broker, custodian or HKSCC. Shareholders and proxies participating in the AGM using the e-Meeting System will not be counted towards the quorum.

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## LETTER FROM THE BOARD

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The Company is controlled through weighted voting rights. Holders of Class B Shares present in person (or in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote per Share. Holders of Class A Shares present in person (or in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have ten votes per Share (i.e. for resolutions 1 to 3 and 5 to 7 in the notice of the AGM), save for resolutions with respect to any Reserved Matters, in which case they shall have one vote per Share (i.e. resolution 4, regarding the proposed re-appointment of auditor of the Company, in the notice of the AGM). Holders of Class B Shares and Class A Shares shall at all times vote together as one class.

Holders of treasury Shares (if any) shall abstain from voting on matters that require shareholders' approval at the Company's general meetings.

### RESPONSIBILITY STATEMENT

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

### RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the granting of the Issuing Mandate and the Repurchase Mandate, the re-election of Directors and the declaration of final special dividend to be proposed at the AGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

Yours faithfully,  
By order of the Board  
**Linklogis Inc.**  
**Song Qun**  
*Chairman*

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## SPECIAL ARRANGEMENTS FOR THE AGM

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The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote at the AGM, so the Company will still enable Shareholders not attending the AGM physically to vote and ask questions. Details of the special arrangements for the AGM are set out below.

### **ATTENDING THE AGM BY MEANS OF ELECTRONIC FACILITIES**

The AGM will be held in the PRC where some Shareholders may not be able to attend physically. Shareholders can view and listen to the AGM through online access by visiting the e-Meeting System. Shareholders participating in the AGM using the e-Meeting System will not be counted towards the quorum, but Shareholders will be able to view and listen to the AGM and submit questions through the e-Meeting System.

#### **Login details for registered Shareholders**

Registered Shareholders will be able to view and listen to the AGM and submit questions online through the e-Meeting System. Each registered Shareholder's personalised username and password will be sent to him/her/it under separate notification letter sent together with this circular.

#### **Login details for non-registered holders**

Non-registered holders who intend to view and listen to the AGM using the e-Meeting System should liaise with their bank(s), broker(s), custodian(s), nominee(s) or HKSCC Nominees Limited through which their shares are held (collectively, the “**Intermediaries**”) and provide their email addresses to their Intermediaries.

Details regarding the AGM arrangements including login details to access the e-Meeting System will be sent by the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, to the email address of the non-registered holders provided by the Intermediary. Without the login details, non-registered holders will not be able to view and listen to the AGM and submit questions online using the e-Meeting System.

#### **Login details for proxies or corporate representatives**

Details regarding the AGM arrangements including login details to access the e-Meeting System will be sent by the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, to the email address of the proxies provided to it in the relevant proxy forms.

**Registered Shareholders and non-registered holders should note that only one device is allowed in respect of each set of login details. Please also keep the login details in safe custody for use at the meeting and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details.**

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## **SPECIAL ARRANGEMENTS FOR THE AGM**

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### **QUESTIONS AT AND PRIOR TO THE AGM**

Shareholders attending the AGM using the e-Meeting System will be able to submit questions relevant to the proposed resolution online during the AGM. Shareholders can also send their questions by email from April 19, 2024 (9:00 a.m.) to June 6, 2024 (6:00 p.m.) to [ir@linklogis.com](mailto:ir@linklogis.com). The Board and/or the management will endeavour to address substantial and relevant questions in relation to the resolution to be tabled for approval at the meeting and may decide, at their discretion, which questions to respond to.

### **VOTE BY APPOINTING PROXY**

As some Shareholders cannot attend the AGM in-person, they can appoint the chairman of the AGM or proxy who can attend the AGM physically to exercise his/her/its right to vote at the AGM in accordance with his/her/its instructions.

### **SUBMISSION OF PROXY FORMS FOR REGISTERED SHAREHOLDERS**

A proxy form for use at the AGM is enclosed with this circular. A copy of the proxy form can also be downloaded from the websites of the Company at [www.linklogis.com](http://www.linklogis.com) and HKEXnews at [www.hkexnews.hk](http://www.hkexnews.hk). The deadline to submit completed proxy forms to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong is not less than 48 hours before the time appointed for holding the AGM, or any adjournment thereof (as the case may be).

Shareholders (other than those who can attend the AGM physically) will NOT be able to vote online but may view and listen to the AGM and submit questions online. Registered Shareholders are requested to provide a valid email address of his or her proxy (except appointing "chairman of the AGM" as proxy) to receive the login and access code to view a live streaming webcast of the AGM and submit online questions to us on the e-Meeting System. To vote at the AGM, you should complete and return the proxy form, appointing the chairman of the AGM or proxy who can attend the AGM physically.

### **APPOINTMENT OF PROXY FOR NON-REGISTERED HOLDERS**

Non-registered holders should contact their Intermediary or stock brokers as soon as possible for assistance in the appointment of proxy. If Shareholders have any questions relating to the AGM, please contact Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, as follows:

**Tricor Investor Services Limited**

17/F, Far East Finance Centre

16 Harcourt Road

Hong Kong

Telephone: (852) 2980 1333

Facsimile: (852) 2810 8185

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

## **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully-paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a transaction.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the Company had 2,284,983,948 Shares in issue, comprising 267,626,789 Class A Shares and 2,017,357,159 Class B Shares (including 8,399,500 Class B Shares repurchased on the Stock Exchange which had not been cancelled as of the Latest Practicable Date). Subject to the passing of the ordinary resolution for repurchase of Shares and on the basis of that no further new Shares will be issued or repurchased up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 227,658,444 Shares representing 10% of the existing issued Shares (excluding 8,399,500 Class B Shares repurchased on the Stock Exchange which had not been cancelled as of the Latest Practicable Date) as at the Latest Practicable Date, during the period ending on the earliest of (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 to be held by any applicable laws or the Articles; or (iii) the date on which such authority is varied or revoked by an ordinary resolution of the Shareholders at a general meeting.

## **3. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets 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.

## **4. FUNDING OF REPURCHASE OF SHARES**

Any repurchase of securities of the Company would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event, be made out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorized by the Articles and subject to the provisions of the Companies Act, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorized by the Articles and subject to the provisions of the Companies Act, out of capital.

## 5. GENERAL

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 consolidated financial statements of the Company for the year ended December 31, 2023 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company.

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

The Directors undertake that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the relevant proposed resolution in accordance with the Listing Rules, the Articles and the applicable laws of Cayman Islands.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors confirm that to the best of their knowledge and belief, neither the explanatory statement nor the proposed repurchase of Shares pursuant to the Repurchase Mandate has any unusual features.

## 6. SHARE PRICES

The highest and lowest prices at which the Class B Shares have traded on the Stock Exchange in each of the previous twelve months immediately prior to the Latest Practicable Date were as follows:

|   | <b>Highest</b><br><i>HK\$</i> | <b>Lowest</b><br><i>HK\$</i> |
|---|-------------------------------|------------------------------|
| <b>2023</b>                               |                               |                              |
| April                                     | 3.690                         | 2.840                        |
| May                                       | 3.170                         | 2.490                        |
| June                                      | 3.450                         | 2.600                        |
| July                                      | 3.160                         | 2.550                        |
| August                                    | 3.180                         | 1.670                        |
| September                                 | 1.900                         | 1.640                        |
| October                                   | 1.770                         | 1.490                        |
| November                                  | 1.860                         | 1.520                        |
| December                                  | 1.630                         | 1.420                        |
| <b>2024</b>                               |                               |                              |
| January                                   | 1.630                         | 1.100                        |
| February                                  | 1.300                         | 1.060                        |
| March                                     | 1.650                         | 1.110                        |
| April (up to the Latest Practicable Date) | 1.560                         | 1.350                        |

## 7. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert 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, the WVR Beneficiary was Mr. Song Qun ("**Mr. Song**"). Mr. Song is deemed to be interested in 267,626,789 Class A Shares and 19,799,907 Class B Shares, representing approximately 12.58% of the shareholding of the Company and approximately 57.44% of the voting rights in the Company.

Pursuant to Rule 8A.15 of the Listing Rules, in the event that the Directors exercise the Repurchase Mandate, the WVR Beneficiary must reduce his weighted voting rights in the Company proportionately through conversion of a proportion of their shareholding of Class A Shares into Class B Shares, if the reduction in the number of Shares in issue (after deducting any treasury Shares) would otherwise result in an increase in the proportion of Class A Shares. As such, to the best knowledge and belief of the Directors, the exercise of the Repurchase Mandate is not expected to give rise to an obligation of Mr. Song to make a mandatory offer under the Takeovers Code.



The Directors have no present intention to exercise the Repurchase Mandate to such an extent that, under the circumstances, there would be insufficient public float as prescribed under the Listing Rules.

#### 8. SHARE PURCHASE MADE BY THE COMPANY

The Company had purchased its Class B Shares on the Stock Exchange during the six months immediately preceding the Latest Practicable Date, the details of which were as follows:

| Date of repurchase | Number of Class B<br>Shares repurchased | Repurchase price |                |
|--------------------|---|------------------|----------------|
|                    |   | Highest<br>HK\$  | Lowest<br>HK\$ |
| April 3, 2024      | 659,000                                 | 1.40             | 1.40           |
| April 5, 2024      | 615,500                                 | 1.45             | 1.38           |
| April 8, 2024      | 3,300,000                               | 1.51             | 1.47           |
| April 9, 2024      | 1,375,000                               | 1.52             | 1.49           |
| April 11, 2024     | 600,000                                 | 1.49             | 1.46           |
| April 12, 2024     | 1,850,000                               | 1.48             | 1.42           |
|                    | <u>8,399,500</u>                        |                  |                |

The following set out the details of the Directors who will retire from office by rotation and, being eligible, will offer themselves for re-election at the AGM pursuant to Article 119(a) of the Articles.

Save as disclosed herein and as at the Latest Practicable Date, none of the following Directors had any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein and as at the Latest Practicable Date, none of the following Directors held any directorships in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed herein and as at the Latest Practicable Date, none of the following Directors held any other positions within the Group.

Save as disclosed herein and as at the Latest Practicable Date, none of the following Directors had any relationship with any other Directors, senior management, substantial or controlling Shareholders.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

**(1) Mr. Song Qun, executive Director**

Mr. Song Qun (宋群), aged 58, is the founder, executive Director, Chairman of the Board and Chief Executive Officer of the Company. He is responsible for overall strategic planning, business direction and management of the Group.

Mr. Song has over 30 years of experience in finance, Internet and technology related industries. Mr. Song worked at Australia and New Zealand Banking Group Limited in early 1990s. From May 1997 to August 2003, Mr. Song worked at JPMorgan Chase Bank and his last position was Vice President in Institutional Trust Services Department in Hong Kong. Mr. Song worked at The Hongkong and Shanghai Banking Corporation Limited (“HSBC”) from August 2003 to December 2009 and his last position was the Global Head of Corporate Trust and Loan Agency Services. From January 2010 to October 2014, Mr. Song worked as the president of China Resources Bank of Zhuhai Co., Ltd. (珠海華潤銀行股份有限公司) (“**CR Bank**”). From March 2015 to February 2016, Mr. Song worked as the strategic consultant at Tencent Group, responsible for providing advice for the financial technology business. Mr. Song is currently an independent non-executive director of Ascential Plc (stock symbol: ASCL), a company listed on the London Stock Exchange.

Mr. Song received his Bachelor’s degree in Engineering from Huazhong Institute of Technology (華中工學院) (currently known as Huazhong University of Science and Technology (華中科技大學)) in Wuhan, the PRC, in July 1985. Mr. Song received his Master’s degree in Business Administration from the University of Melbourne in Melbourne, Australia, in March 1997.

Mr. Song currently holds directorship in Linklogis Digital Technology Group Co., Ltd. (聯易融數字科技集團有限公司), a principal operating entity of the Group, and certain other subsidiaries of the Group.

The Company has entered into a service contract with Mr. Song on March 26, 2024 for a term of three years from April 9, 2024. Either party has the right to give not less than three months' written notice to terminate the agreement. Pursuant to the service contract, Mr. Song is entitled to a director's fee of HK\$806,400.

As at the Latest Practicable Date, Mr. Song was deemed to be interested in 267,626,789 Class A Shares and 19,799,907 Class B Shares.

**(2) Mr. Lin Haifeng, non-executive Director**

Mr. Lin Haifeng (林海峰), aged 47, was appointed as a Director on October 15, 2019 and re-designated as a non-executive Director on January 7, 2021.

Mr. Lin joined Tencent Group in November 2010. He served as the general manager of the Merger and Acquisitions Department at Tencent Group from November 2010 to June 2019, and has been the corporate vice president and head of Financial Technology Group at Tencent Group since June 2019.

Mr. Lin served as a non-executive director of China Literature Limited (閱文集團), a company listed on the Stock Exchange (stock code: 0772), from November 2014 to November 2019. He also served as an executive director of Huayi Tencent Entertainment Company Limited (華誼騰訊娛樂有限公司), a company listed on the Stock Exchange (stock code: 0419), from February 2016 to October 2019. In addition, he served as a non-executive director of Tongcheng-Elong Holdings Limited (同程藝龍控股有限公司), a company listed on the Stock Exchange (stock code: 0780), from January 2016 to November 2019 and a director of Haomai Wealth Management Co., Ltd. (好買財富管理股份有限公司), a company listed on The National Equities Exchange and Quotations (NEEQ: 834418), from December 2019 to April 2023. Mr. Lin has served as a director of Pinduoduo Inc. (拼多多), a company listed on NASDAQ (stock symbol: PDD) since June 2017.

Mr. Lin received his Bachelor's degree in Industrial Foreign Trade from the School of Foreign Economics and Trade (對外經濟貿易學院) at Zhejiang University (浙江大學) in Hangzhou, the PRC, in June 1997. Mr. Lin received his Master's degree in Business Administration from the Wharton School of the University of Pennsylvania in Philadelphia, the United States, in May 2003.

The Company has entered into a service contract with Mr. Lin on March 26, 2024 for a term of three years from April 9, 2024. Either party has the right to give not less than three months' written notice to terminate the agreement. Pursuant to the service contract, Mr. Lin is not entitled to any director's fee.

**(3) Mr. Zhang Yuhan, non-executive Director**

Mr. Zhang Yuhan (張予焜), aged 38, was appointed as a Director on October 9, 2018 and re-designated as a non-executive Director on January 7, 2021.

From April 2010 to July 2012, Mr. Zhang worked at investment banking department at CSC Financial Co., Ltd. (中信建投證券股份有限公司), a company listed on the Stock Exchange (stock code: 6066) and on the Shanghai Stock Exchange (stock code: 601066). Mr. Zhang has been a manager of Benyuan Investment Consulting (Beijing) Company Limited (a wholly-owned subsidiary of CCVP (HK) Limited (中信資本創投(香港)有限公司)) since July 2012.

Mr. Zhang served as a director of Shenzhen Contemporary E-Energy Technology Co., Limited (深圳易能時代科技有限公司) from April 2017 to March 2024. He also served as a director of Beijing Qingyouyile Technology Co., Ltd. (北京青游易樂科技股份有限公司), a company listed on The National Equities Exchange and Quotations (NEEQ: 871292), from June 2020 to October 2021. Mr. Zhang has served as a director of Shenzhen Dongxunda Technology Co., Ltd. (深圳東訊達科技有限公司) since May 2018, a director of CITIC (Shenzhen) Innovative Equity Investment Management Co., Ltd. (中信(深圳)創新股權投資管理有限公司) since October 2018, a director of Kunshan Lingshang Education Development Co., Ltd. (昆山領尚教育發展有限公司) since December 2019.

Mr. Zhang received his Bachelor's degree in Information and Computer Technology and Master's degree in Signal and Information Processing from Beijing University of Posts and Telecommunications (北京郵電大學) in Beijing, the PRC, in July 2007 and March 2010, respectively.

The Company has entered into a service contract with Mr. Zhang on March 26, 2024 for a term of three years from April 9, 2024. Either party has the right to give not less than three months' written notice to terminate the agreement. Pursuant to the service contract, Mr. Zhang is not entitled to any director's fee.

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## NOTICE OF ANNUAL GENERAL MEETING

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**Linklogis Inc.**  
**聯易融科技集團**

*(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 9959)**

### NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**AGM**”) of Linklogis Inc. (the “**Company**”) will be held at Floor 28, Qianhai CTF Finance Tower, 66 Hub Street, Nanshan Street, Qianhai Shenzhen Hong Kong Cooperation Zone, Nanshan District, ShenZhen, the PRC on Monday, June 17, 2024 at 2:00 p.m. to consider and, if thought fit, transact the following businesses:

#### ORDINARY RESOLUTIONS

1. To approve the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and auditor of the Company for the year ended December 31, 2023.
2. To declare a final special dividend of HKD0.1 per share of the Company for the year ended December 31, 2023.
3.
  - (i) To re-elect Mr. Song Qun as executive Director.
  - (ii) To re-elect Mr. Lin Haifeng as non-executive Director.
  - (iii) To re-elect Mr. Zhang Yuhan as non-executive Director.
  - (iv) To authorize the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
4. To re-appoint KPMG as auditor of the Company and to authorize the Board to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. To consider and, if thought fit, pass the following resolutions as ordinary resolutions with or without amendments:

**“THAT:**

- (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with class B ordinary shares (the **“Class B Shares”**) (including any sale and transfer of Class B Shares out of treasury that are held as treasury Shares) (which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of the Hong Kong Limited coming into effect on June 11, 2024) in the share capital of the Company (the **“Shares”**), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Class B Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20% of the total number of Shares in issue (excluding any Class B Shares that are held as treasury Shares) as at the date of the passing of this resolution, and the said approval 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; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable laws or the articles of association of the Company; or
  - (iii) the date on which such mandate is varied or revoked by an ordinary resolution of the shareholders of the Company at a general meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (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 applicable to the Company).”

6. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong 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 those of any other recognized stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue (excluding any Class B Shares that are held as treasury Shares) as at the date of the passing of this resolution, and the said approval 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; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable laws or the articles of association of the Company; or
  - (iii) the date on which such mandate is varied or revoked by an ordinary resolution of the shareholders of the Company at a general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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7. “**THAT** conditional upon resolutions numbered 5 and 6 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with Class B Shares (including any sale and transfer of Class B Shares out of treasury that are held as treasury Shares) and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 5 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Class B Shares repurchased by the Company under the authority granted pursuant to resolution numbered 6 above, provided that such amount shall not exceed 10% of the total number of Shares in issue (excluding any Class B Shares that are held as treasury Shares) as at the date of passing the resolution.”

Yours faithfully,  
By order of the Board  
**Linklogis Inc.**  
**Song Qun**  
*Chairman*

Hong Kong, April 19, 2024

*Notes:*

1. For the purpose of determining the identity of the shareholders of the Company entitled to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, June 12, 2024 to Monday, June 17, 2024, both dates inclusive. During such period, no transfer of Shares will be registered. In order to be eligible for attending the AGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, for registration not later than 4:30 p.m. on Tuesday, June 11, 2024.

The register of members of the Company will also be closed from July 4, 2024 to July 8, 2024, both days inclusive, in order to determine the entitlement of the Shareholders to receive the final special dividend, during which period no share transfers will be registered. To qualify for the final special dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong Share Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on July 3, 2024.

2. A member of the Company entitled to attend and vote at the AGM is entitled to appoint one or, if he/she/it is the holder of two or more Shares, more proxies to attend and vote instead of him/her/it. For the avoidance of doubt, holders of treasury shares of the Company (if any) are not entitled to vote at the AGM. A proxy need not be a member of the Company. Shareholders can join the AGM at Floor 28, Qianhai CTF Finance Tower, 66 Hub Street, Nanshan Street, Qianhai Shenzhen Hong Kong Cooperation Zone, Nanshan District, ShenZhen, the PRC or to view a live streaming webcast of the AGM. Through the live streaming webcast on the e-Meeting System, registered Shareholders and proxies will be able to view and listen to the AGM and submit questions online. Each registered shareholder’s personalized username and password will be sent to him/her/it under separate letter. If a Shareholder (other than those who can attend the AGM physically) wishes to vote on any resolution at the AGM, he/she/it can appoint the chairman of the AGM or proxy who can attend the AGM physically to exercise his/her/its right to vote at the AGM in accordance with his/her/its instructions. Non-registered holders whose Shares are held in the CCASS through bank(s), broker(s), custodian(s), nominee(s) or HKSCC Nominees Limited can also join the AGM in-person or view and listen to the AGM and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements and the personalized login and access code will be sent to them by email upon receipt of request through their respective bank, broker, custodian or HKSCC. Shareholders and proxies participating in the AGM using the e-Meeting System will not be counted towards the quorum.



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## NOTICE OF ANNUAL GENERAL MEETING

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3. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons 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.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the AGM or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the AGM or any adjournment thereof should they so wish.
5. With respect to resolution numbered 3 of this notice, Mr. Song Qun, Mr. Lin Haifeng and Mr. Zhang Yuhan shall retire from office of directorship and shall offer themselves for re-election in accordance with the articles of association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in Appendix II to the circular of the Company dated April 19, 2024.
6. The Company will adopt the following arrangements at the AGM:
  - (a) All resolutions at the AGM will be decided on a poll. Shareholders are entitled to attend and vote in person at the AGM or to appoint the chairman of the AGM or proxy who can attend the AGM physically to exercise his/her/its right to vote at the AGM in accordance with his/her/its instructions.
  - (b) Shareholders can view and listen to the AGM through online access by visiting the website <https://spot-e-meeting.tricor.hk/#/470>. Shareholders participating in the AGM using the e-Meeting System can also submit questions through the e-Meeting System. The e-Meeting System will be open for Shareholders to log in approximately 30 minutes prior to the commencement of the AGM and can be accessed from any location with internet connection by a smart phone, tablet device or computer.
  - (c) Shareholders attending the AGM using the e-Meeting System will be able to submit questions relevant to the Company's proposed resolutions online during the AGM.
  - (d) Registered shareholders are requested to provide a valid email address of his or her proxy (except appointing "the chairman of the AGM" as proxy) to receive the username and password to view a live streaming webcast of the AGM and submit online questions to us on the e-Meeting System. To vote at the AGM, you should attend and vote in person at the AGM or complete the form of proxy in accordance with the instructions printed thereon, return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM (or any adjourned meeting thereof) and appoint the chairman of the AGM or proxy who can attend the AGM physically.

*As at the date of this notice, the Board comprises Mr. Song Qun, Mr. Ji Kun and Ms. Chau Ka King as executive Directors; Mr. Lin Haifeng and Mr. Zhang Yuhan as non-executive Directors; and Mr. Gao Feng, Mr. Tan Huay Lim and Mr. Chen Wei as independent non-executive Directors.*