
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Newlink Technology Inc., you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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NEWLINK TECHNOLOGY INC.

新紐科技有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 9600)

**(1) PROPOSED GRANTING OF GENERAL MANDATES TO
ISSUE SHARES AND SELL TREASURY SHARES
AND REPURCHASE SHARES**

(2) PROPOSED RE-ELECTION OF DIRECTORS

(3) PROPOSED CHANGE OF AUDITORS

**(4) PROPOSED AMENDMENTS TO THE
MEMORANDUM AND ARTICLES**

AND

(5) NOTICE OF ANNUAL GENERAL MEETING

Resolutions will be proposed at the AGM of the Company to approve, inter alia, matters referred to in this circular. A notice convening the AGM of the Company to be held at Conference Room, 5/F, Tower A, Xueqing Jiachuang Building, Xueqing Road, Haidian District, Beijing, the PRC on Wednesday, 26 June 2024 at 10:00 a.m. is set out on pages 21 to 25 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange at www.hkexnews.hk and the website of the Company at www.newlinktech.com.cn.

Whether or not you are able 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 share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited ("Share Registrar"), at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding 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 should you so wish.

* For identification purposes only

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened at Conference Room, 5/F, Tower A, Xueqing Jiachuang Building, Xueqing Road, Haidian District, Beijing, the PRC on Wednesday, 26 June 2024 at 10:00 a.m., or where the context so admits, any adjournment thereof
“Articles” or “Memorandum and Articles”	the second amended and restated memorandum and articles of association of the Company adopted by special resolution passed on 10 June 2022
“Audit Committee”	the audit committee of the Board
“associates”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of directors of the Company
“CCASS”	has the meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act (As Revised) of the Cayman Islands, as amended from time to time
“Company”	Newlink Technology Inc. (新紐科技有限公司*), an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to allot, issue and deal with Shares and/or to sell or transfer Treasury Shares (if any) up to 20% of the total number of the issued Shares (excluding Treasury Shares, if any) at the date of passing such resolution
“Latest Practicable Date”	29 May 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

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DEFINITIONS

“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, shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase up to 10% of the total number of the issued Shares (excluding Treasury Shares, if any) at the date of passing such resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended and supplemented from time to time
“Share(s)”	ordinary share(s) with par value of US\$0.000001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules which will come into effect on 11 June 2024 and as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



NEWLINK TECHNOLOGY INC.

新紐科技有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 9600)

Executive Directors

Mr. Zhai Shuchun (*Chairman of the Board and
Chief Executive Officer*)

Ms. Qin Yi

Mr. Li Xiaodong

Independent Non-executive Directors

Mr. Tang Baoqi

Ms. Yang Juan

Mr. You Linfeng

Registered Office

PO Box 309 Uglan House

Grand Cayman

KY1-1104

Cayman Islands

Headquarters and principal place of business in the PRC

5/F, Tower A

Xueqing Jiachuang Building

Xueqing Road, Haidian District

Beijing, the PRC

Principal place of business in Hong Kong

Room 2910

Bank of America Tower

12 Harcourt Road, Central

Hong Kong

4 June 2024

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANTING OF GENERAL MANDATES TO
ISSUE SHARES AND SELL TREASURY SHARES
AND REPURCHASE SHARES**
- (2) PROPOSED RE-ELECTION OF DIRECTORS**
- (3) PROPOSED CHANGE OF AUDITORS**
- (4) PROPOSED AMENDMENTS TO THE
MEMORANDUM AND ARTICLES**
- AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM for the approval of, inter alia:

* *For identification purposes only*

LETTER FROM THE BOARD

- (a) the granting of the Repurchase Mandate, the Issue Mandate and the extension of the Issue Mandate to the Directors;
- (b) re-election of the Directors;
- (c) change of the auditors; and
- (d) the proposed amendments to the Memorandum and Articles.

2. GENERAL MANDATES TO ISSUE SHARES AND SELL TREASURY SHARES AND REPURCHASE SHARES

The Issue Mandate and the Repurchase Mandate shall be effective until whichever is the earlier of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) revocation or variation by an ordinary resolution of the Shareholders in a general meeting of the Company; or
- (c) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held.

Issue Mandate

At the AGM, two ordinary resolutions relating to the Issue Mandate will be proposed, namely (1) the Directors be granted the Issue Mandate, being a general and unconditional mandate to exercise the powers of the Company to allot, issue and deal with additional Shares and/or to sell or transfer Treasury Shares (if any) up to 20% of the total number of the issued Shares (excluding Treasury Shares, if any) at the date of passing such resolution; and (2) the limit to the number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued and the Treasury Shares which may be sold or transferred or agreed conditionally or unconditionally to be sold or transferred by the Directors under the Issue Mandate, if granted to the Directors, be extended to include the number of the Shares repurchased by the Company under the Repurchase Mandate provided that the number of Shares to be allotted and issued and Treasury Shares to be sold or transferred under the extended Issue Mandate will not exceed 10% of the total number of the Shares (excluding Treasury Shares, if any) in issue on the date of passing such resolution.

As at the Latest Practicable Date, a total of 943,817,280 Shares were in issue. Subject to the passing of the proposed ordinary resolution approving the Issue Mandate and assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date to the date of passing the abovementioned resolution in respect of the Issue Mandate, the maximum number of Shares that may be issued by the Directors pursuant to the Issue Mandate is 188,763,456 Shares. The Company may use the general mandate for the sale or transfer of Treasury Shares only after the amendments to the Listing Rules relating to Treasury Shares have come into effect on 11 June 2024.

LETTER FROM THE BOARD

Repurchase Mandate

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Repurchase Mandate, being a general and unconditional mandate to the Directors to exercise the powers of the Company to repurchase, in the terms as stated in such ordinary resolution, Shares up to 10% of the total number of the issued Shares (excluding Treasury Shares, if any) at the date of passing such resolution.

An explanatory statement, as required under the Listing Rules, regarding the repurchase by companies with primary listings on the Stock Exchange of their own securities to provide the requisite information on the Repurchase Mandate, is set out in the Appendix I to this circular.

3. RE-ELECTION OF DIRECTORS

The Board currently consists of six Directors, namely Mr. Zhai Shuchun, Ms. Qin Yi and Mr. Li Xiaodong being the executive Directors; and Mr. Tang Baoqi, Ms. Yang Juan and Mr. You Linfeng being the independent non-executive Directors.

In accordance with Article 16.19 of the Articles, at every annual general meeting of the Company 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 (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Directors who are subject to re-election under Article 16.2 shall not be taken into account when determining Directors who are subject to retirement by rotation. Accordingly, Mr. Li Xiaodong and Ms. Yang Juan have consented that they shall retire from office at the AGM and have offered themselves for re-election at the AGM. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.

In accordance with Article 16.2 of the Articles, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. Accordingly, Mr. You Linfeng, who was appointed by the Board on 4 December 2023 will retire from office at the AGM and have offered herself for re-election at the AGM.

Accordingly, at the forthcoming AGM, Mr. Li Xiaodong, Ms. Yang Juan and Mr. You Linfeng, have consented that they shall retire from office and have offered themselves for re-election at the AGM. The nomination committee has assessed and reviewed the annual confirmation of independence of Ms. Yang Juan and Mr. You Lingfeng based on the independence criteria as set out in Rule 3.13 of the Listing Rules, and confirmed that they remain independent. In considering the re-election of the independent non-executive Directors of the Board as recommended by the nomination committee, the Board has considered the confirmation of independence from each independent non-executive Director and his/her extensive experience in accounting, finance and the industry. Their diverse education, skills, backgrounds, knowledge and professional experience enable them to provide valuable and relevant insights and to contribute to the diversity of the Board.

Pursuant to Rule 13.74 of the Listing Rules, brief biographical details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

Reference is made to the announcement of the Company dated 28 March 2024. The Board proposed to amend the existing Memorandum and Articles to facilitate electronic dissemination of corporate communications in accordance with the amended Listing Rules in relation to the expanded paperless listing regime which took effect from 31 December 2023 (the “**Proposed Amendments**”) and to adopt the third amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles**”) in substitution for, and to the exclusion of, the existing second amended and restated memorandum and articles of association.

The Proposed Amendments and the proposed adoption of the New Memorandum and Articles shall be subject to the approval of Shareholders by special resolution passed at the AGM. Details of the Proposed Amendments are set out in Appendix III to this circular.

5. CHANGE OF AUDITORS

Reference is made to the announcement of the Company dated 28 May 2024 in relation to the proposed change of auditors.

As disclosed in the announcement of the Company dated 28 May 2024, CCTH CPA Limited (“**CCTH**”) will retire as the auditor of the Company at the conclusion of the AGM upon expiration of its current term of office and will not seek for re-appointment as the auditor of the Company at the AGM as the Company’s initiative to engage a more sizeable international audit firm with offices around the world to support the continuous expansion of the Company.

CCTH has confirmed with the Company that save for the reason set out above, there are no matters relating to its retirement that need to be brought to the attention of the Shareholders. The Board and the Audit Committee also confirmed that there was no disagreement between the Company and CCTH or other matters relating to the proposed change of auditor that need to be brought to the attention of the Shareholders.

The Audit Committee, having reviewed the credentials of Mazars CPA Limited (“**Mazars**”), including its qualification, experience and manpower, considers that Mazars possesses the essential audit experience to perform its duties as the auditor of the Company.

The Board therefore resolved, with the recommendation of the Audit Committee, to appoint Mazars as the new auditor of the Company following the retirement of CCTH with effect from the conclusion of the AGM and until the conclusion of the next annual general meeting of the Company, subject to the approval by the Shareholders at the AGM. The proposed appointment of Mazars as the auditor of the Company will be put forward for approval by the Shareholders by way of ordinary resolution at the AGM.

6. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of the Company will be closed from Friday, 21 June 2024 to Wednesday, 26 June 2024, both days inclusive, during which period no transfer of Shares shall be effected. In order to qualify for the entitlement to attend and vote at the forthcoming AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar for registration no later than 4:30 p.m. on Thursday, 20 June 2024.

LETTER FROM THE BOARD

The expected timetable for the AGM is as follows:

Events	Date
Latest time for the Shareholders to lodge transfer documents to the Share Registrar in order to qualify for attending and voting at the AGM	4:30 p.m. on Thursday, 20 June 2024 (all transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar for registration)
Closure of the register (to qualify for attending and voting at the AGM)	Friday, 21 June 2024 to Wednesday, 26 June 2024
Record date for determining the eligibility to attend and vote at the AGM	Wednesday, 26 June 2024
AGM	Wednesday, 26 June 2024

7. ANNUAL GENERAL MEETING

Set out on pages 21 to 25 of this circular is a notice convening the AGM to consider and, if thought fit, to approve the resolutions relating to, among other matters, the proposed granting of Issue Mandate, the extension of the Issue Mandate, the Repurchase Mandate, the re-election of the Directors, the change of auditors and the Proposed Amendments and the adoption of the New Memorandum and Articles.

A form of proxy for use at the AGM is enclosed. Such form of proxy can also be downloaded from the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.newlinktech.com.cn). If you are not able to attend at the AGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding 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 should you so wish.

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, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of poll by the Shareholders. The results of the poll will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.newlinktech.com.cn as soon as possible after the conclusion of the AGM.

LETTER FROM THE BOARD

8. RECOMMENDATIONS

The Board considers that the resolutions to be proposed at the AGM and as set out in the notice of the AGM for approving, among others, the proposed granting of the Issue Mandate, the extension of the Issue Mandate, the Repurchase Mandate, the proposed re-election of Directors, the proposed change of the auditors of the Company and the Proposed Amendments and the adoption of the New Memorandum and Articles are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

9. RESPONSIBILITY OF DIRECTORS

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.

Yours faithfully,
For and on behalf of the Board of
Newlink Technology Inc.
ZHAI Shuchun
Chairman and Chief Executive Officer

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their own shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below.

SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue comprised of 943,817,280 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares is to be issued or repurchased by the Company after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 94,381,728 fully paid Shares, representing 10% of the total number of the issued share capital of the Company as at the date of passing the resolution granting the Repurchase Mandate.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in the past twelve months, and up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2023		
May	1.86	1.59
June	1.81	1.47
July	1.72	1.31
August	1.55	1.32
September	1.45	1.00
October	1.04	0.72
November	0.82	0.60
December	0.85	0.48
2024		
January	0.81	0.44
February	0.60	0.40
March	0.54	0.405
April	0.65	0.32
May (up to the Latest Practicable Date)	2.19	0.30

REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchases Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

Subject to the compliance with the Listing Rules and all applicable laws and regulations, the Company may cancel any Shares it repurchased and/or hold such Shares as Treasury Shares for subsequent sale or transfer subject to consideration of factors including market conditions and the Group's capital management needs at the relevant time of the repurchases.

FUNDING OF REPURCHASES

Repurchases of Shares by the Company must be made out of funds which are legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

The Company shall not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Subject to the above, any repurchase of the Shares by the Company may only be made out of profits of the Company or out of proceeds from a fresh issue of Shares made for the purpose of the repurchase, or, subject to the Companies Act, out of capital, provided that on the day immediately following the date of repurchase of the Shares, the Company is able to pay its debts as they fall due in the ordinary course of business.

There could be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited financial statements for the year ended 31 December 2023) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

DIRECTORS' DEALING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined under 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 at the AGM.

GENERAL

The Directors will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

The Company has confirmed that neither the explanatory statement as contained herein nor the proposed Share repurchase has any unusual features.

For the Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company has appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those Shares were registered in the Company's own name as Treasury Shares. The Company has implemented the following measures in place: (i) the Company would procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited (HKSCC) to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company would withdraw the Treasury Shares from CCASS, and either re-register them in the Company's 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.

EFFECT OF THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

Pursuant to Rule 32 of the Takeovers Code, if as a result of a Share repurchase, 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 the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for the Shares under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Nebula SC Holdings Limited, which is controlled by Mr. Zhai Shuchun, was interested in 300,600,000 Shares, representing approximately 31.85% of the total number of issued Shares, Earnest Kai Holdings Limited, which is controlled by Mr. Yuan Yukai, was interested in 138,400,000 Shares, representing approximately 14.66% of the total number of issued Shares, and Mr. Guo Hao and Ms. Wong Shumin were interested in 80,000,000 Shares, representing approximately 8.48% of the total number of issued Shares, Mr. Guo Hao and Ms. Wong Shumin are spouse. In the event that the Board exercised its powers to repurchase Shares pursuant to the Repurchase Mandate in full, the shareholding of Nebula SC Holdings Limited, Earnest Kai Holdings Limited and Mr. Guo Hao/Ms. Wong Shumin in the Company would be increased to approximately 35.39%, 16.29% and 9.42% of the total number of issued Shares respectively. The increase of the proportionate interest of Nebula SC Holdings Limited in the Company will be treated as an acquisition for the purpose of the Takeovers Code. Such increase may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed herein, the Directors are not aware of any consequences which may arise under the Takeovers Code if the Share Repurchase Mandate is exercised. The Directors have no present intention to exercise the Share Repurchase Mandate to such an extent as would trigger the application of the Takeovers Code in the manner described above.

The Directors will not exercise the Repurchase Mandate to such an extent that would result in the total number of issued Shares held by the public being reduced to less than 25% or such other minimum percentage as prescribed by Rule 8.08 of the Listing Rules from time to time.

SHARE REPURCHASE MADE BY THE COMPANY

The Company has not purchased, sold or redeemed any of its Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

REPURCHASE OF THE SHARES FROM CONNECTED PERSONS

No core connected person (as defined under the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has any such core connected person undertaken not to sell any Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The biographical details of the Directors eligible for re-election at the AGM are set out below:

Mr. Li Xiaodong (李小東) (“Mr. Li”)

Mr. Li Xiaodong (李小東), aged 36, is our executive Director and deputy general manager. He is primarily responsible for the project management of our Group. Mr. Li joined our Group in April 2015 and was appointed as an executive Director in December 2019. He was the head of project management department at Beijing Newlink Technology Co., Ltd. (北京新紐科技有限公司) from April 2015 to December 2016, and has served as a deputy general manager at Beijing Newlink since December 2016. Mr. Li has over 13 years of experience in software development. Prior to joining us, Mr. Li worked at Jiangsu Kaihua Intelligent Engineering Co., Ltd. (江蘇愷華智能工程有限公司) from November 2009 to March 2015.

Mr. Li graduated from Huaian College of Information Technology (淮安信息職業技術學院) in July 2008 where he majored in computer software.

As at the Latest Practicable Date, there was an appointment letter between the Company and Mr. Li for a term of three years commencing from 5 December 2023. The total remuneration paid to Mr. Li for the year ended 31 December 2023 was RMB145,000. His remuneration package was determined by the Board as recommended by the remuneration committee of the Company with reference to her experience and qualification. He is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of the Company.

As at the Latest Practicable Date, Mr. Li did not have any interests in the Shares within the meaning of Part XV of the SFO.

Ms. Yang Juan (楊鵬) (“Ms. Yang”)

Ms. Yang Juan (楊鵬), aged 61, is an independent non-executive Director of our Company. She is primarily responsible for supervising and providing independent judgment to our Board. She has over 32 years of experience in teaching, theory research and practice in the field of accounting. She has successively served as a lecturer, assistant professor, professor and master’s supervisor at the school of accounting in Capital University of Economics and Business (首都經濟貿易大學) since July 1986. Ms. Yang received her bachelor’s degree in accounting from Capital University of Economics and Business in July 1986.

As at the Latest Practicable Date, there was an appointment letter between the Company and Ms. Yang for a term of three years commencing from 30 November 2021. The total fees paid to Ms. Yang for the year ended 31 December 2023 was approximately RMB108,000. Her remuneration package was determined by the Board as recommended by the remuneration committee of the Company with reference to her experience and qualification. She is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of the Company.

As at the Latest Practicable Date, Ms. Yang did not have any interests in the Shares within the meaning of Part XV of the SFO.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. You Linfeng (游林峰) (“Mr. You”)

Mr. You, aged 46, is an independent non-executive Director of our Company. He is primarily responsible for supervising and providing independent judgment to our Board. Mr. You has more than 23 years of experience in the field of accounting and audit. From July 2001 to May 2005, he has served as an auditor assistant at Huazheng Certified Public Accountants* (華証會計師事務所) and Beijing Pan-China Certified Public Accountants* (北京天健會計師事務所). From June 2005 to December 2012, he worked for Deloitte Touche Tohmatsu CPA and lastly as a senior manager. From December 2012 to June 2020, he has served as a vice general manager of the Inspection & Audit Department at Zhongrong International Trust Co. Ltd. Since December 2020, he has been serving as a salaried partner at BDO China Shu Lun Pan Certified Public Accountants LLP. Mr. YOU graduated from Beijing University of Chemical Technology (北京化工大學) in 2001 with a bachelor’s degree in accounting, obtained the qualification of certified internal auditor conferred by The institute of Internal Auditors and is a certified public accountant in the People’s Republic of China.

As at the Latest Practicable Date, Mr. YOU has entered into an appointment letter with the Company as an independent non-executive Director for a term of three years commencing from 4 December 2023, subject to the requirements for retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of the Company. He is entitled to receive a director’s fee being HKD\$120,000 per annum in connection with his duties as an independent non-executive Director. He is entitled to the reimbursement of all reasonable out-of-pocket expenses necessary incurred in carrying out his duties as a Director.

As at the Latest Practicable Date, Mr. You did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, the above Directors (i) did not hold any directorship in any public listed company in the past three years or had any other positions within the Company and its subsidiaries; (ii) did not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company; and (iii) had no interests in the shares of the Company or its associated corporation within the meaning of Part XV of the SFO.

The Board is not aware of any other matters or information that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules in relation to the proposed re-election of the aforesaid retiring Directors.

Details of the Proposed Amendments are set out below:

Existing Articles	Proposed Revised Articles
2 Interpretation	2 Interpretation
	“Corporate Communication” shall have the meaning given to it in the Listing Rules.
4 Register of Members and Share Certificates	4 Register of Members and Share Certificates
<p>4.8 The register may, on 10 business days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice in accordance with the procedures set out in this Article.</p>	<p>4.8 The register may, on 10 business days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice in accordance with the procedures set out in this Article and the Listing Rules.</p>
6 Calls on Shares	6 Calls on Shares
<p>6.3 A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as herein provided.</p>	<p>6.3 A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as herein provided in Article 30.1.</p>

<p>6.5 In addition to the giving of notice in accordance with Article 6.3, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.</p>	<p>6.5 In addition to the giving of notice in accordance with Article 6.3, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.</p>
<p>14 Votes of Members</p>	<p>14 Votes of Members</p>
<p>14.10 The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>	<p>14.10 The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) (including by electronic means) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>

30 Notices	30 Notices
<p>30.1 Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.</p> <p>In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>	<p>30.1 Except as otherwise provided in these Articles, any notice or document, <u>including any Corporate Communication</u>, may be served by the Company and any notices may be served by the Board on any member either personally or <u>in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:</u></p> <p><u>(a) personally by leaving it at the registered address of such member as appearing in the register;</u></p> <p><u>(b) by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted (which shall be sent by airmail where the notice or document is posted from one country to another);</u></p> <p>(c) by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or;</p> <p><u>(d) by making it available on the Company's Website and the Exchange's website; or</u></p> <p><u>(e) (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.</u></p> <p>In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>

30.4 A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.

~~30.4 A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.~~

<p>30.5 Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.</p>	<p>30.5 <u>30.4 Any notice or document, including any Corporate Communication:</u></p> <p><u>(a) delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;</u></p> <p>(b) Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.;</p> <p><u>(c) given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;</u></p> <p><u>(d) served by being made available on the Company's Website and the Exchange's website shall be deemed to be served on the day the notice first appears on the Company's Website and the Exchange's website, or such later time or as may be prescribed by the Listing Rules; and</u></p> <p><u>(e) served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</u></p>
<p>30.6 Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.</p>	<p>30.6 Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.</p>

<p>30.7 Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</p>	<p>30.7 Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates):</p>
<p>30.8 Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.</p>	<p>30.8 Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.</p>

Note: Save as the table above, if the serial numbering of the chapters and articles is changed due to the addition, deletion or re-arrangement of certain articles, the serial numbering of the chapters and articles of the Articles as so amended shall be changed accordingly, including cross references.

NOTICE OF ANNUAL GENERAL MEETING



NEWLINK TECHNOLOGY INC.

新紐科技有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 9600)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Newlink Technology Inc. (the “**Company**”) for the year ended 31 December 2023 will be held at Conference Room, 5/F, Tower A, Xueqing Jiachuang Building, Xueqing Road, Haidian District, Beijing, the PRC on Wednesday, 26 June 2024 at 10:00 a.m. to transact the following business:

As ordinary business,

1. To consider and approve the audited consolidated financial statements, together with the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2023.
2.
 - (a) To re-elect Mr. Li Xiaodong as an executive Director;
 - (b) To re-elect Ms. Yang Juan as an independent non-executive Director;
 - (c) To re-elect Mr. You Linfeng as an independent non-executive Director;
 - (d) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To appoint Mazars CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration.

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

4. “**THAT:**
 - (a) subject to paragraph (c) below, the general mandate unconditionally given to the Directors to allot, issue and deal with additional shares (the “**Shares**”) and/or to sell or transfer Treasury Shares (if any) in the share capital of the Company, and to make or grant offers, agreements and options in respect thereof including warrants to subscribe Shares, which would or might require the exercise of such powers, be and it is hereby generally and unconditionally approved in substitution for and to the exclusion of any existing authority previously granted;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the mandate shall not extend beyond the Relevant Period (as defined below), except that the Directors might 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 total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued and Treasury Shares, if any, sold or transferred or agreed conditionally or unconditionally to be sold or transferred (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below), or (ii) the exercise of the subscription rights attaching to any warrant in the Company or (iii) the exercise of any options or purchase of any Shares underlying any awards granted under any share scheme adopted by the Company, shall not exceed 20% of the total number of the Shares in issue (excluding Treasury Shares, if any) at the date of passing of this resolution and the approval pursuant to paragraph (a) of this resolution shall be limited accordingly;
- (d) for the purposes of this resolution,

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the mandate given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; or
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law of the Cayman Islands or any other applicable law to be held; and

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of 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 recognised regulatory body or any stock exchange in, any territory outside Hong Kong); and

- (e) the Company may use the general mandate for the sale or transfer of Treasury Shares only after the amendments to the Listing Rules relating to treasury shares have come into effect on 11 June 2024.

NOTICE OF ANNUAL GENERAL MEETING

5. “THAT:

(a) the general mandate be and is hereby unconditionally given to the Directors, in substitution for and to the exclusion of any existing authority previously granted, to exercise all powers of the Company, to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised by The Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of The Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act of the Cayman Islands and all other applicable laws in this regard, provided that:

- (i) the mandate shall not extend beyond the Relevant Period (as defined below);
- (ii) the total number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10% of the total number of the Shares in issue (excluding Treasury Shares, if any) at the date of passing of this resolution and the approval pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(b) for the purposes of this resolution,

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the mandate given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; or
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Act of the Cayman Islands or any other applicable law to be held.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT**

Conditional upon the passing of the resolutions No. 4 and No. 5 above, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares and Treasury Shares, if any, sold or transferred or agreed conditionally or unconditionally to be sold or transferred pursuant to the resolution No. 4 above be and is hereby extended by the addition thereto of the number representing the total number of the Shares repurchased by the Company under the authority granted pursuant to the resolution No. 5 provided that such number shall not exceed 10% of the total number of the Shares in issue (excluding Treasury Shares, if any) at the date of the passing of this resolution.”

7. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT:**

- (a) the proposed amendments to the memorandum and articles of association of the Company, the details of which are set out in Appendix III to the circular of the Company dated 4 June 2024, be and are hereby approved;
- (b) the third amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles**”), which contains all the proposed amendments to the memorandum and articles of association of the Company and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect; and
- (c) any Director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the proposed amendments to the existing amended and restated memorandum and articles of association and the adoption of the New Memorandum and Articles, including without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

By Order of the Board
Newlink Technology Inc.
ZHAI Shuchun
Chairman and Chief Executive Officer

Beijing, the PRC, 4 June 2024

NOTICE OF ANNUAL GENERAL MEETING

Registered Office
PO Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

*Headquarters and principal
place of business in the PRC*
5/F, Tower A
Xueqing Jiachuang Building
Xueqing Road, Haidian District
Beijing, the PRC

*Principal place of business
in Hong Kong*
Room 2910
Bank of America Tower
12 Harcourt Road, Central
Hong Kong

Notes:

- (1) Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder of the Company who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
- (2) All resolutions at the annual general meeting will be taken by way of poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
- (3) In order to be valid, a form of proxy and the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof.
- (4) For determining the entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Friday, 21 June 2024 to Wednesday, 26 June 2024, both days inclusive, during which period no transfer of Shares in the Company will be effected. In order to qualify for the right to attend and vote at the AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Thursday, 20 June 2024. Shareholders whose names appeared on the register of members on Wednesday, 26 June 2024 are eligible to attend and vote at the AGM.
- (5) Delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the AGM convened and in such event, the form of proxy shall be deemed to be revoked.
- (6) In the case of joint registered holders of any Share, any one of such joint registered holders may vote at the AGM, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the AGM, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (7) References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board of Directors of the Company comprises Mr. Zhai Shuchun, Ms. Qin Yi and Mr. Li Xiaodong as the executive Directors; and Mr. Tang Baoqi, Ms. Yang Juan and Mr. You Linfeng as the independent non-executive Directors.

* *For identification purposes only*