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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, bank manager, solicitor, professional accountant or other professional adviser.

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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

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## **COOL LINK (HOLDINGS) LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8491)**

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
(3) REFRESHMENT OF THE EXISTING LIMIT ON THE GRANT  
OF OPTIONS UNDER THE SHARE OPTION SCHEME  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “AGM”) of the Company to be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Hong Kong on 29 June 2021 at 11:00 a.m. is set out on pages 17 to 21 of this circular.

Whether or not you are able to attend the AGM, you are advised to read the notice and to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon, to the Hong Kong branch share registrar of the Company, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, 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 (as the case may be). The completion and return of the form of proxy will not preclude you from attending, and voting at the AGM or any adjourned meeting (as the case may be) in person if you so wish.

This circular will remain on the “Latest Listed Company Announcements” page of the website of the GEM of The Stock Exchange of Hong Kong Limited at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and on the website of the Company at [www.coollink.com.sg](http://www.coollink.com.sg).

28 May 2021

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## PRECAUTIONARY MEASURES FOR THE AGM

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In view of the ongoing novel coronavirus (COVID-19) (“COVID-19”) situation, the Company will be taking the following precautionary measures at the AGM to protect attending Shareholders, staff and stakeholders from the risk of infection:

- Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue at the Company’s discretion.
- The Company encourages each attendee to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between.
- Any person, irrespective of nationality, who had travelled overseas in the 14-day period prior to the AGM and/or such other time periods as may be required or recommended by any government agencies from time to time, will not be permitted to attend the AGM.
- No distribution of corporate gift and refreshment will be served at the AGM.

In addition, the Company reminds all Shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this circular.

If any Shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our registered office or to our email at [enquiry@coollink.com.sg](mailto:enquiry@coollink.com.sg).

If any Shareholder has any question relating to the meeting, please contact Boardroom Share Registrars (HK) Limited, the Company’s share registrar as follows:

Boardroom Share Registrars (HK) Limited

Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong

Email: [SRinfo.hk@boardroomlimited.com](mailto:SRinfo.hk@boardroomlimited.com)

Tel: 2153 1688

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate in order to minimize any risk to Shareholders and others attending the AGM and to comply with any requirements or recommendations of any government agencies from time to time.

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## DEFINITIONS

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

“2020 AGM”	the AGM held on 12 May 2020
“2020 Annual Report”	the annual report of the Company for the year ended 31 December 2020
“2021 AGM”	the annual general meeting of the Company for the financial year ended 31 December 2020 to be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Hong Kong on 29 June 2021 at 11:00 a.m.
“AGM”	the annual general meeting of the Company
“Articles of Association”	the articles of association of the Company, and “Article” shall mean an article of the Articles of Association
“Board”	the board of the Directors
“Company”	Cool Link (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on GEM
“core connected person(s)”	has the same meaning as defined in the GEM Listing Rules
“Director(s)”	the director(s) of the Company, from time to time
“Existing Scheme Limit”	the maximum number of Shares which may be issued upon exercise of all options granted/to be granted under the Share Option Scheme, being 10% of the issued share capital of the Company as at the date of approval of the adoption of the Share Option Scheme and thereafter, if refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“Extension Mandate”	a general and an unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

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## DEFINITIONS

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“General Mandate”	a general and an unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the number of issued Shares as at the date of passing the relevant resolution at the 2021 AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	26 May 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Participants”	any full-time or part-time employee of the Company or any member of the Group, including any executive, non-executive directors and independent non-executive directors, advisors and consultants of the Company or any of its subsidiary
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the 2021 AGM to enable them to repurchase Shares up to 10% of the total number of issued Shares as at the date of granting of the Repurchase Mandate
“S\$” or “SGD”	Singapore dollars, the lawful currency of Singapore
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Option Scheme”	the share option scheme adopted by the Company on 30 August 2017
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Singapore”	the Republic of Singapore
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

# COOL LINK (HOLDINGS) LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8491)**

*Executive Directors:*

Mr. Tan Seow Gee (*Chairman*)

Mr. Gay Teo Siong (*Chief Executive Officer*)

*Non-executive Director:*

Mr. Choi Wai Tong Winton

*Independent non-executive Directors:*

Ms. Chan Oi Chong

Ms. Luk Huen Ling Claire

Mr. Yim Harrison Chun Fung

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place*

*of business in Hong Kong:*

Room 5705, 57th Floor

The Center

99 Queen's Road Central

Hong Kong

28 May 2021

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
(3) REFRESHMENT OF THE EXISTING LIMIT ON THE GRANT  
OF OPTIONS UNDER THE SHARE OPTION SCHEME  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

## INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM to seek Shareholders approval for, among other things,

- a. the granting of the General Mandate, the Repurchase Mandate and the Extension Mandate to the Directors;
- b. the re-election of the Directors; and
- c. the proposed refreshment of the Existing Scheme Limit.

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## LETTER FROM THE BOARD

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This circular contains further information relating to the resolutions proposed so as to enable you to make an informed decision on whether to vote for or against the resolutions proposed. A notice for convening the AGM is also set out in this circular and a form of proxy is included for your further action.

### **GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE**

Pursuant to the ordinary resolutions passed by the then Shareholders at the 2020 AGM, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the number of issued Shares on the date of passing of the relevant ordinary resolution; (b) a general and unconditional mandate to repurchase Shares not exceeding 10% of the number of issued Shares on the date of passing of the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate number of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

The above general mandates will expire at the conclusion of the 2021 AGM. At the 2021 AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the number of issued Shares on the date of passing of such resolution. On the assumption that 763,200,000 Shares in issue as at the Latest Practicable Date and no Shares will be issued or repurchased prior to the 2021 AGM, the maximum number of Shares to be allotted and issued pursuant to the General Mandate will be 152,640,000;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the number of issued Shares on the date of passing of such resolution. On the assumption that 763,200,000 Shares in issue as at the Latest Practicable Date and no Shares will be issued or purchased prior to the 2021 AGM, the maximum number of Shares to be repurchased pursuant to the Repurchase Mandate will be 76,320,000; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

Each of the General Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next AGM following the 2021 AGM; (b) the expiration of the period with which the next AGM is required by the Articles or any applicable law of the Cayman Islands to be held; or (c) the date on which such mandate granted under this resolution is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next AGM.



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## LETTER FROM THE BOARD

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The Directors wish to state that they have no immediate plans to allot and issue any new Shares other than such Shares which may fall to be allotted and issued upon the exercise of any options granted under the Share Option Scheme.

Under the GEM Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the 2021 AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

### **PROPOSED RE-ELECTION OF DIRECTORS**

As at the Latest Practicable Date, the Board comprises two executive Directors, namely, Mr. Tan Seow Gee and Mr. Gay Teo Siong, one non-executive Director, namely, Mr. Choi Wai Tong Winton and three independent non-executive Directors, namely, Ms. Chan Oi Chong, Ms. Luk Huen Ling Claire and Mr. Yim Harrison Chun Fung.

According to Article 84, at each AGM one-third of the Directors for the time being (or, if their number is not a multiple of three, 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 the AGM at least once every three years.

Accordingly, Mr. Gay Teo Siong and Ms. Luk Huen Ling Claire will offer themselves for re-election at 2021 AGM.

According to Article 83, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM of the Company and shall then be eligible for re-election.

Accordingly, Mr. Choi Wai Tong Winton and Mr. Yim Harrison Chun Fung will offer themselves for re-election at 2021 AGM.

The Nomination Committee has assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and considered that, amongst other independent non-executive Directors, Mr. Yim Harrison Chun Fung and Ms. Luk Huen Ling Claire remain independent. The Nomination Committee has also assessed and evaluated the performance of each of the retiring Directors during the year ended 31 December 2020 based on the nomination policy of the Company which was disclosed in the 2020 Annual Report and found their performance satisfactory. The Nomination Committee is also of the view that based on the perspectives, skills and experience of Mr. Gay Teo Siong, Mr. Choi Wai Tong Winton, Ms. Luk Huen Ling Claire and Mr. Yim Harrison Chun Fung, they can bring further contributions to the Board and its diversity. Upon the nomination of the Nomination Committee, the Board has

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## LETTER FROM THE BOARD

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recommended them to stand for re-election as Directors at the 2021 AGM. For good corporate governance, each of the retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders.

Details of the retiring Directors who are proposed to be re-elected at the 2021 AGM are set out in Appendix II to this circular.

### **REFRESHMENT OF THE EXISTING LIMIT ON THE GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME**

The Share Option Scheme was adopted on 30 August 2017. The purpose of the Share Option Scheme is to enable the Company to grant options to attract, retain and reward the eligible Participants as incentives or rewards for their contributions to the Group and by enabling such persons' contribution to further advance the interests of the Group. When determining the eligibility of the Participants other than any director or employee of the Group, the Company will consider (1) such person's contribution to the development and performance of the Group (including but not limited to networking and/or business opportunity provided to the Group to maximise the interest of the Group); (2) the quality of work performed by such person for the Group; (3) the initiative and commitment of such person in performing his/her duties; (4) the length of service or contribution of such person to the Group; and (5) such other factors as considered to be applicable by the Board. Consultants and advisers may provide valuable advices to the Group and they can be eligible to the share options in light of such advices.

Pursuant to Chapter 23 of the GEM Listing Rules, the total number of securities which may be issued upon exercise of all options to be granted under a share option scheme and any other schemes of a listed issuer must not in aggregate exceed 10% of the relevant class of securities of the listed issuer (or the subsidiary) in issue as at the date of approval of the share option scheme. Options lapsed in accordance with the share option scheme will not be counted for the purpose of calculating the 10% limit. The listed issuer may seek approval by its shareholders in general meeting for "refreshing" the 10% limit under the share option scheme. However, the total number of securities which may be issued upon exercise of all options to be granted under all of the schemes of the listed issuer (or the subsidiary) under the limit as "refreshed" must not exceed 10% of the relevant class of securities in issue as at the date of approval of the refreshed limit. Options previously granted under the schemes (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as "refreshed". The GEM Listing Rules also provide that the limit on the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the share option scheme and any other schemes must not exceed 30% of the relevant class of securities of the listed issuer (or the subsidiary) in issue from time to time.

Since the adoption of the Share Option Scheme and up to the Latest Practicable Date, options carrying the right to subscribe for 57,600,000 Shares have been granted pursuant to the Share Option Scheme at the exercise price of HK\$0.078 per Share on 9 April 2021, of which 7,200,000 options were granted to each of the Directors, namely Mr. Tan Seow Gee,

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## LETTER FROM THE BOARD

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Mr. Gay Teo Siong, Mr. Choi Wai Tong Winton and Ms. Luk Huen Ling Claire; and 28,800,000 options were granted to four employees of the Group. For further details, please refer to the announcement of the Company dated 9 April 2021. As at the Latest Practicable Date, 43,200,000 options have been exercised.

As at the Latest Practicable Date, 14,400,000 of the options granted under the Share Option Scheme remained outstanding, which represents approximately 1.89% of the total number of issued Shares as at the Latest Practicable Date. Unless the Existing Scheme Limit was “refreshed”, only 2,400,000 Shares (representing 4% of the Existing Scheme Limit) might be issued pursuant to the grant of further options under the Share Option Scheme. As at the Latest Practicable Date, the Company has no current plans to grant further share options under the Existing Scheme Limit prior to the proposed refreshment.

The Directors consider that the Company should refresh the Existing Scheme Limit so that the Company could have more flexibility to provide incentives to the Participants by way of granting share options to them. If the refreshment of the Existing Scheme Limit is approved at the 2021 AGM, based on the 763,200,000 Shares in issue as at the Latest Practicable Date and assuming that the number of issued Shares remains unchanged on the date of the 2021 AGM, the Company will be allowed under the “refreshed limit” to grant options carrying the rights to subscribe for up to a total of 76,320,000 Shares, representing 10% of the issued Shares as at the date of 2021 AGM. As at the Latest Practicable Date, the Company has no current plans to grant any share options upon the proposed refreshment of the Existing Scheme Limit.

Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. Apart from the outstanding 14,400,000 options granted under the Share Option Scheme, the Company has no outstanding options to subscribe for Shares.

None of the grantees has been granted with options which exceed the limit of 1% of the issued Shares in the 12 months period up to and including the respective dates of grant as set out in note to Rule 23.03(4) of the GEM Listing Rules and the Company is in compliance with Rule 23.03(4) of the GEM Listing Rules in this regard.

As at the Latest Practicable Date, the total number of Shares which might fall to be issued upon the exercise of all outstanding options under the Share Option Scheme is 14,400,000, representing approximately 1.89% of the Shares in issue as at Latest Practicable Date. If the refreshment of the Existing Scheme Limit is approved at the 2021 AGM, the total of existing outstanding options of the Company and the options to be granted under the “refreshed limit” will be 90,720,000 representing approximately 11.89% of the issued shares and will not exceed 30% of the issued Shares.

The Directors consider that the refreshment of the Existing Scheme Limit is in the interests of the Group and the Shareholders as a whole because it enables the Company to reward and motivate its employees and other Participants under the Share Option Scheme. The refreshment of the Existing Scheme Limit is conditional upon: (i) the passing of an ordinary resolution at the 2021 AGM to approve the said refreshment; and (ii) the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in any new Shares which may fall to be allotted and issued upon the exercise of the

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## LETTER FROM THE BOARD

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subscription rights attaching to the options that may be granted under the refreshed limit of the Share Option Scheme up to 10% of the issued Shares as at the date of passing of the relevant ordinary resolution at the 2021 AGM.

Application will be made to the GEM Listing Committee of the Stock Exchange for granting the listing of, and permission to deal in any new Shares which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the options that may be granted under the refreshed limit of the Share Option Scheme up to 10% of the issued Shares as at the date of passing of the relevant ordinary resolution at the 2021 AGM.

### AGM

A notice convening the AGM to be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Hong Kong on 29 June 2021 at 11:00 a.m. is set out on pages 17 to 21 of this circular.

In order to ascertain the entitlements to attend the AGM, the register of members of the Company will be closed from 24 June 2021 (Thursday) to 29 June 2021 (Tuesday) (both dates inclusive) during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the 2021 AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong no later than 4:30 p.m. on 23 June 2021 (Wednesday).

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

### PROXY ARRANGEMENT

A form of proxy for use at the AGM is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and returned, together with the power of attorney or other authority (if any) under which it is signed (or a copy which has duly been certified) to the Hong Kong branch share registrar of the Company, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, 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 (as the case may be). The completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.

**In view of the ongoing COVID-19 epidemic, the Company strongly recommends Shareholders to exercise their voting rights by appointing the chairman of the 2021 AGM as their proxy to vote on the relevant resolutions at the 2021 AGM as an alternative to attending the 2021 AGM in person.**

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## LETTER FROM THE BOARD

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### GENERAL

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

### CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 24 June 2021 (Thursday) to 29 June 2021 (Tuesday), both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of Shareholders who are entitled to attend and vote at the AGM, all Share transfers accompanied by the relevant Share certificates must be lodged with the Hong Kong branch share registrar of the Company, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. (Hong Kong Time) on 23 June 2021 (Wednesday).

### RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of 2021 AGM are all in the best interests of the Company and the Shareholders as a whole and therefore recommend you to vote in favour of all of these resolutions to be proposed at the 2021 AGM.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
For and on behalf of the Board  
**Cool Link (Holdings) Limited**  
**Tan Seow Gee**  
*Chairman and Executive Director*

This explanatory statement relates to the resolution proposed to be passed at the AGM authorising the grant of the Repurchase Mandate. It contains all the information under Rule 13.08 of the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against such ordinary resolution.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the number of Shares in issue was 763,200,000 Shares.

Subject to the passing of the resolution (the “Resolution”) to approve the Repurchase Mandate and on the basis that no Shares will be issued or repurchased after the Latest Practicable Date and up to the date of passing of the Resolution, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 76,320,000 Shares (representing 10% of the total number of issued Shares as at the date of passing of the Resolution).

## **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the market. Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share of the Company and/or earnings per Share.

## **3. FUNDING OF REPURCHASES**

Repurchases pursuant to the Repurchase Mandate would be financed entirely from the Company’s available cash flow or working capital facilities. Any repurchases will only be funded out of funds of the Company legally available for the purposes in accordance with the memorandum of association of the Company and Articles of Association and the applicable laws of the Cayman Islands. Shares may only be repurchased out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purposes of repurchase. The premium, if any, payable on repurchases must have been provided for out of the profits of the Company or out of the Company’s share premium account before or at the time the shares are repurchased. The Company may not purchase Shares on GEM 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.

## **4. 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 Company’s audited financial statements contained in the 2020 Annual Report) in the event that the Repurchase Mandate was to be exercised in full during the proposed repurchase period. 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 the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules), have any present intention, if the Repurchase Mandate is to be exercised, to sell any Shares to the Group.

No core connected persons (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to sell any Shares to the Company, in the event that the Repurchase Mandate is exercised.

## 6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

## 7. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during the each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2020</b>		
June	1.850	0.182
July	0.315	0.265
August	0.300	0.250
September	0.290	0.247
October	0.280	0.250
November	0.450	0.220
December	0.540	0.385
<b>2021</b>		
January	0.810	0.120
February	0.134	0.080
March	0.117	0.078
April	0.085	0.066
May (up to the Latest Practicable Date)	0.096	0.071

**8. CONSEQUENCES UNDER THE TAKEOVERS CODE**

If as a result of a repurchase of Shares, 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. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, 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.

On the basis that the issued share capital of the Company remains unchanged and no Shares are repurchased prior and on the date of the 2021 AGM, the Directors are not aware of any consequence that would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Repurchase Mandate is exercised in full.

The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under rule 26 or rule 32 of the Takeovers Code.

The Directors will not repurchase the Shares on GEM if the repurchase would result in the number of Shares in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the GEM Listing Rules.

**9. SHARE PURCHASE MADE BY THE COMPANY**

No purchase of Shares has been made by the Company (whether on GEM or otherwise) in the six months immediately preceding the Latest Practicable Date.



*The following are the particulars of the Directors (as required by the GEM Listing Rules) proposed to be re-elected at the AGM:*

**1. Mr. Gay Teo Siong (“Mr. Gay”), an executive Director**

Mr. Gay, aged 60, is an executive Director of the Company. He is currently the Chief Executive Officer of the Company. He co-founded the Group together with Mr. Tan Seow Gee in March 2001. He is primarily responsible for the overall management of the Group. He has been a director of a number of subsidiaries of the Company, including Cool Link Marketing Pte. Ltd (“Cool Link Marketing”) since 27 March 2001, Cool Link Food Supply Pte. Ltd since 21 December 2015 and Open Treasure Enterprises Limited since 27 December 2016.

Mr. Gay has over 19 years of experience in the distribution industry, based on his experience in the Group.

Prior to establishing the Group, Mr. Gay ran a number of partnership businesses. He owned Cool Link & Marketing which was in the business of wholesale of ice cream, Jun Chuan Discus Farm which was in the business of operation of fish hatcheries and fish farms and Rui En which was in the business of providing business support services. Save for Rui En which was terminated in March 2005, all the other business enterprises have been terminated prior to establishing the Group.

Mr. Gay has entered into a director’s service agreement with the Company on 30 August 2017 for an initial term of three years commencing on the Listing Date and will continue unless terminated earlier in accordance with the terms of his service agreement. The appointment is subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The director’s fee of Mr. Gay is HK\$120,000 per annum. He is also presently entitled to a basic annual salary of approximately S\$439,000 and a discretionary bonus under his appointment contract as the chief executive officer and director of Cool Link Marketing. Other benefits including the contribution to retirement plan and insurance benefits are also provided by Cool Link Marketing to him. Such emolument will be determined annually by the remuneration committee of the Company by reference to his relevant experience, responsibilities, the time devoted to the Group and the prevailing market conditions. His total emolument for the year ended 31 December 2020 was approximately S\$551,000. Saved as disclosed above, Mr. Gay does not receive any emolument from other subsidiaries of the Company.

Save as disclosed above, Mr. Gay does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Gay does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has 7.2 million shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Gay as an executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

## **2. Mr. Choi Wai Tong Winton (“Mr. Choi”), a non-executive Director**

Mr. Choi, aged 45, was appointed as a non-executive Director on 22 January 2021. Mr. Choi has over 21 years of experience in project management. Prior to joining the Company, Mr. Choi was the technical director of Aibosi Weixuan, which previously principally engaged in experiential marketing, from January 2011 to December 2013; the chief technical officer of Shanghai Cayie Cultural Communication Co., Ltd\* (上海凱羿文化有限公司), which principally engages in advertising, from October 2008 to November 2010; and the project manager of Cycom Technology Limited, which principally engaged in website development, from September 1999 to September 2008. Mr. Choi has accumulated experiences in project management through working in a company which engaged in voice recording system in court from September 1997 to August 1999. Currently, Mr. Choi is the general manager of Shanghai Fansi Advertising Co., Limited\* (上海范思廣告有限公司) and is responsible for the overall operation of digital communication and big data analysis services business of Activation Group Holdings Limited (stock code: 9919) since January 2014. Mr. Choi was the independent non-executive director of Roma Group Limited, a company listed on the GEM of the Stock Exchange (stock code: 8072) from June 2017 to September 2018.

Mr. Choi obtained a bachelor’s degree of engineering in mechanical engineering from the Hong Kong University of Science and Technology in November 1997. He further obtained a master’s degree of technology management in information technology from the Hong Kong University of Science and Technology in November 2002.

Mr. Choi has entered into a letter of appointment with the Company for a term of three years with effect from 22 January 2021 and will continue unless terminated earlier in accordance with the terms of his letter of appointment. The appointment is subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The director’s fee of Mr. Choi is HK\$120,000 per annum which is determined with reference to his experience, duties and responsibilities within the Company.

Save as disclosed above, Mr. Choi does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Choi does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has 7.2 million share options of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Choi as a non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

*Remark: Terms marked with “\*” are English translations of the original names in Chinese of the People’s Republic of China entities and are included in this announcement for identification purpose only. In the event of any inconsistency, the Chinese name(s) shall prevail.*

### **3. Ms. Luk Huen Ling Claire (“Ms. Luk”), an independent non-executive Director**

Ms. Luk, aged 42, was appointed as an independent non-executive Director on 4 February 2019. She has over 11 years of experience in corporate communications and marketing. She worked as head of communications, Asia at Aedas Limited between March 2010 and December 2010. From November 2006 to May 2008 she worked as a wardrobe manager at the Ocean Park, one of the largest theme parks in Hong Kong where she was responsible for sections strategic planning, administration and management of all wardrobe staff. In addition, Ms. Luk also gained experiences in marketing, business development and investor relation activities in previous engagements. She joined Roma Group Limited (stock code: 8072) as a senior consultant in December 2008 and became marketing director of the group in February 2011. In November 2014, Ms. Luk founded ST8GE Group Limited, a company specialising in corporate training and team building. Ms. Luk was an independent non-executive director of China Bio Cassava Holdings Limited (currently known as “Cloud Investment Holdings Limited”) (stock code: 8129) from February 2017 to April 2017. Ms. Luk has been appointed as an independent non-executive director of DL Holdings Group Limited (formerly known as Season Pacific Holdings Limited) (stock code: 1709) from September 2015 to September 2020 and Hon Corporation Limited (stock code: 8259) since 30 November 2019 respectively. She obtained a bachelor’s degree in fine arts from the Hong Kong Academy for Performing Arts in July 2003 and a master’s degree of business in marketing from the University of Technology, Sydney, Australia in March 2010.

Ms. Luk has entered into a letter of appointment with the Company for a term of three years with effect from 4 February 2019 and will continue unless terminated earlier in accordance with the terms of her letter of appointment. The appointment is subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The director’s fee of Ms. Luk is HK\$120,000 per annum which is determined with reference to her experience, duties and responsibilities within the Company.

Save as disclosed above, Ms. Luk does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Ms. Luk does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and she has 7.2 million share options of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Ms. Luk as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

#### **4. Mr. Yim Harrison Chun Fung (“Mr. Yim”), an independent non-executive Director**

Mr. Yim, aged 31, was appointed as an independent non-executive Director on 1 May 2021. Mr. Yim is a member of the Hong Kong Institute of Certified Public Accountants. He has more than 4 years experiences in accounting and audit related experience and was an auditor of PricewaterhouseCoopers since September 2016. Mr. Yim obtained a bachelor’s degree of business administration in accounting from the Kwantlen Polytechnic University in 2015.

Mr. Yim has entered into a letter of appointment with the Company for a term of three years with effect from 1 May 2021 and will continue unless terminated earlier in accordance with the terms of his letter of appointment. The appointment is subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The director’s fee of Mr. Yim is HK\$120,000 per annum which is determined with reference to his experience, duties and responsibilities within the Company.

Save as disclosed above, Mr. Yim does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yim does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interest in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Yim as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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# COOL LINK (HOLDINGS) LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8491)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Cool Link (Holdings) Limited (the “Company”) will be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Hong Kong on 29 June 2021 at 11:00 a.m. for considering and, if thought fit, passing with or without amendments, the following resolutions:

### ORDINARY RESOLUTIONS

1. to receive and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Directors”) and the auditors of the Company for the year ended 31 December 2020;
2.
  - (a) to re-elect Mr. Gay Teo Siong as an executive Director;
  - (b) to re-elect Mr. Choi Wai Tong Winton as a non-executive Director;
  - (c) to re-elect Ms. Luk Huen Ling Claire as an independent non-executive Director; and
  - (d) to re-elect Mr. Yim Harrison Chun Fung as an independent non-executive Director.
3. to authorise the board of Directors of the Company to fix the remuneration of the Directors of the Company;
4. to re-appoint Grant Thornton Hong Kong Limited as the auditors of the Company and to fix their remuneration;
5. as special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

**“THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules (the “GEM Listing Rules”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares of HK\$0.01 each (the “Shares”) in the share capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise then pursuant to (i) a Right Issue (as defined below); or (ii) the grant or exercise of any options under the existing and the new share option scheme of the Company; or (iii) any scrip dividends or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles (the “Articles of Association”) of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of (i) 20% of the aggregate number of issued Shares as at the date of this resolution; and (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate number of issued Shares on the date of the AGM), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum amount of Shares that may be issued pursuant to this resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and
- (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 earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving right to subscribe for Shares open for a period fixed by the Company or the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion 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 law of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. **“THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by The Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”), and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, or of any such other stock exchange from time to time and all applicable laws and regulations in this regards, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum amount of Shares that may be repurchased pursuant to this resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

7. “**THAT** conditional upon resolution nos. 5 and 6 above being duly passed in the AGM, the aggregate number of issued Shares which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution no. 6 above shall be added to the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 5 above.”

8. “**THAT** subject to and conditional upon the GEM Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company on 30 August 2017 (“Share Option Scheme”), representing 10% of the issued shares of the Company as at the date on which this resolution is passed, pursuant to the rules of the Share Option Scheme:

- (a) approval be and is hereby granted for refreshing the 10% mandate under the Share Option Scheme (“Refreshed Scheme Mandate”) provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company (or its subsidiaries) under the limit as refreshed hereby shall not exceed 10% of the total number of issued shares of the Company as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Company (or its subsidiaries) (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company (or its subsidiaries)) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate); and
- (b) the directors of the Company or a duly authorised committee thereof be and they are hereby authorised: (i) at their absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme; and (ii) to allot,



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## NOTICE OF ANNUAL GENERAL MEETING

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issue and deal with shares of the Company pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate.”

By Order of the Board  
**Cool Link (Holdings) Limited**  
**Mr. Tan Seow Gee**  
*Chairman and Executive Director*

Hong Kong, 28 May 2021

*Notes:*

1. Any member entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her/its proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his/her/its stead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it to vote on his/her/its behalf at the above meeting. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and returned, together with the power of attorney or other authority (if any) under which it is signed (or a copy which has duly been certified) to the Hong Kong branch share registrar of the Company, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the above meeting or any adjourned meeting (as the case may be).
3. The register of members of the Company will be closed from 24 June 2021 (Thursday) to 29 June 2021 (Tuesday), both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. (Hong Kong Time) on 23 June 2021 (Wednesday).
4. Delivery of a form of proxy shall not preclude a member from attending and voting in person at the meeting and in such event, the form of proxy shall be deemed to be revoked.
5. In relation to proposed resolution no. 2 above, Mr. Gay Teo Siong, Ms. Luk Huen Ling Claire, Mr. Choi Wai Tong Winton and Mr. Yim Harrison Chun Fung will retire by rotation and, being eligible, offer themselves for re-election at the AGM pursuant to the articles of association of the Company. Further details of them are set out in Appendix I to this circular.
6. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to this circular.
7. The above resolutions will be put to vote at the AGM by way of poll.
8. (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time on the date of the AGM, the AGM will be postponed to Wednesday, 30 June 2021 at the same time and venue.  
(b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled three hours before the time fixed for the holding of the AGM and where conditions permit, the AGM will be held as scheduled.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) The AGM will be held as scheduled when a tropical cyclone warning signal No. 3 or below or an amber or red rainstorm warning signal is in force.
- (d) After considering their own situations, members should decide on their own whether or not they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.