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CHINLINK INTERNATIONAL HOLDINGS LIMITED

普匯中金國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 0997)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**SGM**”) of Chinlink International Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on Wednesday, 17 February 2021 at Suites 5-6, 40/F., One Exchange Square, 8 Connaught Place, Central, Hong Kong for the purposes of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

SPECIAL RESOLUTION

1. “**RESOLVED THAT**, conditional upon (i) the compliance with the relevant procedures and requirements under the Companies Act 1981 of Bermuda (as amended) and the laws of Bermuda; to effect the Capital Reduction (as defined below) and; (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and the permission to deal in, the Adjusted Shares (as defined below) in issue, with effect from the second business day immediately following the date of passing this resolution or the above conditions are fulfilled (whichever is the later) (the “**Effective Date**”):
 - (a) every five (5) issued shares of the Company of par value of HK\$0.3125 each (the “**Existing Shares**”) in the share capital of the Company be and is hereby consolidated into one (1) consolidated share of par value of HK\$1.5625 (the “**Consolidated Share**”) in share capital of the Company (the “**Share Consolidation**”);

* For identification purpose only

- (b) immediately upon the Share Consolidation becoming effective, (i) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation be rounded down to a whole number by cancelling any fraction in the issued share capital of the Company which may arise from the Share Consolidation; and (ii) the par value of each of the then issued Consolidated Shares be and is hereby reduced from HK\$1.5625 to HK\$0.01 (the “**Adjusted Shares**” and each an “**Adjusted Share**”) by cancelling the paid up capital of the Company to the extent of HK\$1.5525 on each of the then issued Consolidated Shares (the “**Capital Reduction**”);
- (c) immediately following the Capital Reduction, all the authorised but unissued share capital of the Company (which shall include the authorised but unissued share capital arising from the Capital Reduction) will be cancelled and forthwith upon such cancellation, the authorised share capital of the Company be increased to HK\$625,000,000 by the creation of such number of additional Adjusted Shares as shall be sufficient to increase the authorised share capital of the Company to HK\$625,000,000 divided into 62,500,000,000 Adjusted Shares (the “**Diminution and Increase**”);
- (d) all credits arising as a result of the Capital Reduction be transferred to the contributed surplus account of the Company for use by the board of directors of the Company (the “**Directors**”) in any manner permitted by the Companies Act 1981 of Bermuda and the bye-laws of the Company (together with Share Consolidation, Capital Reduction and Diminution and Increase, shall comprise the “**Capital Reorganisation**”); and
- (e) each of the Adjusted Shares shall rank pari passu in all respects with each other and will have rights and privileges and be subject to the restrictions contained in the memorandum of continuance and the bye-laws of the Company; and
- (f) any one Director be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Capital Reorganisation.”

ORDINARY RESOLUTION

- 2. “**RESOLVED THAT** subject to the passing of resolution number 1 above and conditional upon:
 - (a) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant (subject to allotment) and not having revoked the listing of and permission to deal in the Rights Shares (as defined below) to be allotted and issued to the shareholders of the Company (the “**Shareholders**”) pursuant to the terms and conditions of the Rights Issue (as defined below); and

- (b) the fulfillment of the conditions set out in the underwriting agreement dated 14 December 2020 (as supplemented on 8 January 2021) (the “**Underwriting Agreement**”), entered into among the Company as issuer, Emperor Securities Limited (the “**Underwriter**”) as underwriter, Mr Li Weibin and Wealth Keeper International Limited becoming unconditional and the Underwriting Agreement not being terminated in accordance with the terms thereof prior to 4: 00 p.m. on the third business day after the last day for acceptance of Rights Shares (as defined below),
- (i) the issue by way of rights issue (the “**Rights Issue**”) of not less than 876,965,814 Adjusted Shares (each a “**Right Share**”) (assuming no exercise of the Vested Share Options (as defined in the circular (the “**Circular**”) of the Company dated 25 January 2021 on or before the Latest Lodging Date (as defined in the Circular)) and not more than 881,443,944 Rights Shares (assuming full exercise of the Remaining Share Options (as defined in the Circular) at the subscription price of HK\$0.38 per Rights Share to the Shareholders (“**Qualifying Shareholders**”) whose names appear on the register of members of the Company on record date (the “**Record Date**”) of the Rights Issue as determined and announced by the board of Directors (excluding those Shareholders with registered addresses outside Hong Kong whom the Directors consider it necessary or expedient to exclude after making the relevant enquiries regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange in the place where those overseas Shareholders reside) on the basis of three Rights Shares for every one Share then held by Qualifying Shareholders on the Record Date be and is hereby approved;
- (ii) the Directors be and are hereby authorised to allot and issue the Rights Shares pursuant to and in connection with the Rights Issue as they deem necessary or expedient 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 applicable to the Company;
- (iii) the Underwriting Agreement and the transactions contemplated thereby (including but not limited to the arrangement for the taking up of the unsubscribed Rights Shares, if any, by the Underwriter) be and are hereby approved, confirmed and ratified; and

- (iv) any one Director be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to the Rights Issue or as they consider necessary, desirable or expedient in connection with the implementation of or giving effect to the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder.”

By order of the Board
Chinlink International Holdings Limited
Mr. Li Weibin
Chairman

Hong Kong, 25 January 2021

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and Principal Place of of
business in Hong Kong:*
Suites, 5-6, 40/F,
One Exchange Square
8 Connaught Place,
Central Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in on his/her behalf. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the proxy form together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the offices of the Company's Hong Kong branch share registrar and transfer office, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of proxy form will not preclude a shareholder of the Company from attending in person and voting at the meeting or any adjournment thereof, should he/she so wish.
3. A proxy form in respect of the meeting is enclosed. Whether or not you intend to attend the meeting in person, all members are urged to complete and return the proxy form in accordance with the instructions printed thereon. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the meeting or any adjourned meeting if they so wish.
4. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the SGM.
5. If Typhoon Signal No.8 or above, or a “black” rainstorm warning is in effect any time after 12:00 noon on the date of the SGM, the SGM will be postponed. Members may visit the website of the Company for details of the postponement and alternative meeting arrangement.
6. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English Version shall prevail.

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Li Weibin, Mr. Siu Wai Yip, and Mr. Lau Chi Kit; and three independent non-executive Directors, namely Dr. Ho Chung Tai, Raymond, Ms. Lai Ka Fung, May and Ms. Chan Sim Ling, Irene.