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C-LINK SQUARED LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1463)

NOTICE OF 2022 AGM

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**2022 AGM**”) of C-Link Squared Limited (the “**Company**”) will be held at 10:00 a.m. on Monday, 27 June 2022 at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong for the following purposes:

As ordinary resolutions,

1. To consider and receive the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and independent auditor of the Company for the year ended 31 December 2021.
2. To consider and re-elect the following retiring Directors each as a separate resolution:
 - (i) To re-elect Mr. Ling Sheng Hwang as an executive Director;
 - (ii) To re-elect Mr. Ling Sheng Chung as an executive Director;
 - (iii) To re-elect Dr. Wu Xianyi as a non-executive Director;
 - (iv) To re-elect Mr. Ma Shengcong as an independent non-executive Director; and
 - (v) To re-elect Mr. Yang Junhui as an independent non-executive Director.
3. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration for the year ending 31 December 2022.

4. To re-appoint Ernst & Young PLT as the independent auditor of the Company for the ensuing year and authorise the Board to fix its remuneration.
5. To consider as special business and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution below, pursuant to the Rules (the **“Listing Rules”**) Governing the Listing of Securities on 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 deal with shares of the Company (the **“Shares”**) or securities convertible into or exchange for Shares, or options or warrants, for similar rights to subscribe for any Shares 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;
- (b) the approval in paragraph (a) of this resolution above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options 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 any options granted under the share option scheme of the Company; or (iii) any scrip dividend 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 memorandum and articles of association of the Company in force from time to time (the **“Articles of Association”**); or (iv) any issue of Shares upon the exercise of rights of subscription, conversion or exchange under the terms of any warrants of the Company or any securities which are convertible into or exchangeable for Shares, shall not exceed the aggregate of 20% of the aggregate number of the issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution above shall be limited 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 to be held by the Articles of Association or any other applicable laws of the Cayman Islands; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of such 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 laws 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 applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

6. To consider as special business and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase 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 “**Commission**”) and the Stock Exchange under the Hong Kong Code on Share Buy-backs issued by the Commission for such purpose, and otherwise in accordance with the rules and regulations of the Commission, the Stock Exchange and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

- (b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution:

“**Relevant Period**” means the period from the 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 to be held by the Articles of Association or any other applicable laws of the Cayman Islands; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

- 7. To consider as special business and if thought fit, pass with or without amendments the following resolution as ordinary resolutions:

“**THAT** subject to the passing of resolutions nos. 5 and 6 set out in the notice convening the annual general meeting of the Company (the “**Notice**”), the authority of the Directors of the Company pursuant to resolution no. 5 set out in the Notice be and the same is hereby approved to extend to cover such amount representing the aggregate number of the issued Shares repurchased pursuant to the authority granted pursuant to resolution no. 6 set out in the Notice provided that such number shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this resolution.”

As special resolution,

8. To consider as special business and, if thought fit, pass with or without amendments the following resolution as a special resolution:

“THAT:

- (a) the second amended and restated memorandum and articles of association of the Company (a copy of which has been produced to this meeting and marked “A” and for the purpose of identification, initialed by the chairman of the annual general meeting), be and is hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect after the conclusion of this meeting; and
- (b) any director, company secretary or the registered office provider of the Company be and are hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient in connection with the implementation of or giving effect to the aforesaid adoption of the second amended and restated memorandum and articles of association of the Company.”

By order of the board of
C-Link Squared Limited
Ling Sheng Hwang

Chairman of the Board and executive Director

Hong Kong, 29 April 2022

Registered office:

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

Principal place of business in Hong Kong:

Room 1901, 19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

As at the date of this Notice, the Directors are:

Executive Directors:

Mr. Ling Sheng Hwang (*Chairman of the Board and Chief Executive Officer*)
Mr. Ling Sheng Chung

Non-executive Directors:

Mr. Ling Sheng Shyan
Dr. Wu Xianyi

Independent non-executive Directors:

Mr. Lee Yan Kit
Dr. Zeng Jianhua
Mr. Ma Shengcong
Mr. Yang Junhui

Notes:

1. Any member of the Company (the “**Member(s)**”) entitled to attend and vote at the 2022 AGM convened by this Notice or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares in the Company, more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the Articles of Association. A proxy need not be a Member but must be present in person at the 2022 AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number and class of such Shares in respect of which such proxy is so appointed.

2. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 48 hours before the time appointed for holding the 2022 AGM (i.e. not later than 10:00 a.m. on Saturday, 25 June 2022) or its adjourned meeting. Completion and return of a form of proxy will not preclude a Member from subsequently attending in person and voting at the 2022 AGM or its adjourned meeting should he/she so wish.
3. For determining the Members' entitlement to attend and vote at the 2022 AGM, the register of Members will be closed from Wednesday, 22 June 2022 to Monday, 27 June 2022 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the 2022 AGM, the unregistered holders of Shares must lodge all transfer documents and properly completed transfer forms, accompanied by the relevant share certificates, with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 21 June 2022.
4. In relation to the proposed resolution no. 2 above, details of the retiring Directors standing for re-election are set out in Appendix II to the circular (the "**Circular**") of the Company dated 29 April 2022.
5. In relation to the proposed resolution no. 4 above, the Board concurs with the views of the audit committee of the Company and has recommended that Ernst & Young PLT be re-appointed as independent auditor of the Company.
6. In relation to the proposed resolutions nos. 5 and 7 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Listing Rules. The Directors wish to state that they have no immediate plans to issue any new Shares.
7. In relation to the proposed resolution no. 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Members. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the Circular.
8. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this Notice will be taken by way of a poll.
9. (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 between 8:00 a.m. and 5:00 p.m. on the date of the 2022 AGM, the 2022 AGM will be postponed and Members will be informed of the date, time and venue of the postponed 2022 AGM by a supplemental notice posted on the respective websites of the Company and the Stock Exchange.

- (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled three hours or more before the appointed time of the 2022 AGM and where conditions permit, the 2022 AGM will be held as scheduled.
 - (c) The 2022 AGM will be held as scheduled when 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 2022 AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
10. Members attending the 2022 AGM in person or by proxy shall bear their own transportation and accommodation expenses, and shall produce their identity documents.
 11. References to dates and time in this notice are to Hong Kong dates and time.
 12. Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the 2022 AGM arrangements at short notice. Shareholders should check the Company's website at www.clinksquared.com for future announcements and updates on the 2022 AGM arrangements.
 13. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.