

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 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 World-Link Logistics (Asia) Holding Limited (“Company”), you should at once hand this circular with the enclosed 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.

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WORLD-LINK LOGISTICS (ASIA) HOLDING LIMITED
環宇物流(亞洲)控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8012)

**PROPOSED GENERAL MANDATE
TO ISSUE AND REPURCHASE SHARES,
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting (“AGM”) of the Company to be held at 3/F, Allied Cargo Centre, 150-164 Texaco Road, Tsuen Wan, N.T. on Wednesday, 21st June 2017 at 3:00 p.m. is set out on pages 14 to 18 of this circular.

A proxy form for use at the AGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company’s share registrar in Hong Kong, Tricor Investor Service Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof should you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and the website of the Company at <http://www.world-linkasia.com>.

18th May 2017

**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM")
OF THE STOCK EXCHANGE OF HONG KONG LIMITED ("STOCK EXCHANGE")**

GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, 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.

DEFINITIONS

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

“2016 Annual Report”	the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31st December 2016;
“AGM”	the annual general meeting of the Company for the year ended 31st December 2016 to be held at 3/F, Allied Cargo Centre, 150-164 Texaco Road, Tsuen Wan, N.T. on Wednesday, 21st June 2017 at 3:00 p.m., a notice of which is set out on pages 14 to 18 of this circular;
“Articles of Association”	the articles of association of the Company as amended from time to time;
“Associates”	has the meaning ascribed to it in the GEM Listing Rules;
“Board”	the board of Directors;
“Close associate(s)”	core connected person(s);
“Commission”	Securities and Futures Commission;
“Company”	World-Link Logistics (Asia) Holding Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the GEM;
“Core Connected person(s)”	has the meaning ascribed to it in the GEM Listing Rules;
“Director(s)”	the directors of the Company;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Committee”	the listing committee of the board of directors of the Stock Exchange with responsibility for GEM;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented or otherwise modified from time to time;
“Group”	the Company and its Subsidiaries;

DEFINITIONS

“HKD”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	the general mandate to allot, issue and deal with additional Shares not exceeding 20% of the number of Shares in issue as at the date of passing of the resolution approving the Issue Mandate plus the number of Shares purchased under the Repurchase Mandate, if granted;
“Latest Practicable Date”	16th May 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued Shares of the Company as at the date of passing of the resolution approving the Repurchase Mandate;
“SFO”	Securities and Future Ordinance, Chapter 571 of the law of Hong Kong;
“Share(s)”	share(s) of nominal value of HKD0.01 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) of the Company, whether incorporated in Hong Kong or elsewhere; and
“Takeovers Code”	The Code on Takeovers and Mergers.

LETTER FROM THE BOARD

WORLD-LINK LOGISTICS (ASIA) HOLDING LIMITED

環宇物流(亞洲)控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8012)

Executive Directors:

Mr. Yeung Kwong Fat (*Chairman and CEO*)

Mr. Lee Kam Hung

Mr. Luk Yau Chi, Desmond

Independent Non-executive Directors:

Mr. How Sze Ming

Mr. Jung Chi Pan, Peter

Mr. Mak Tung Sang

Registered Office:

Clifton House

75 Fort Street

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

Head Office and Principal

Place of Business:

3/F, Allied Cargo Centre,

150-164 Texaco Road,

Tsuen Wan, N.T.

18th May 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATE
ISSUE AND REPURCHASE SHARES,
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the relevant information regarding the proposed renewal of the general mandates to issue and allot Shares, to repurchase Shares and the re-election of Directors, and to give you notice of the AGM at which ordinary resolutions will be proposed to consider, and if thought fit, approve at the AGM the aforesaid matters.

ISSUE MANDATE

An ordinary resolution will be proposed at the AGM to grant to the Directors the Issue Mandate to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of the resolution approving the Issue Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprises 480,000,000 Shares. Assuming that there is no change in the issued share capital of the Company between the period from

LETTER FROM THE BOARD

the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum numbers of shares which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 96,000,000 Shares, representing 20% of the issued share capital of the Company.

The Issue Mandate will end on 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 of the Company or any applicable laws to be held; or (iii) the revocation or variation of the authority given under this resolution by any ordinary resolution of the shareholders in general meeting.

Subject to the passing of the following ordinary resolution regarding the Repurchase Mandate, an ordinary resolution will also be proposed to authorize the Director to issue new Shares in an amount not exceeding the aggregate nominal amount of the Shares repurchased by the Company pursuant to the Repurchase Mandate.

Details of the aforesaid ordinary resolutions are set out in ordinary resolutions nos. 8 and 10 in the notice of the AGM.

REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate to repurchase Shares on the GEM or on any other exchange on which the Shares have been or may be listed and recognized for this purpose by the Commission and the Stock Exchange up to a maximum of 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of the resolution approving the Repurchase Mandate. The Repurchase Mandate will end on 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 pursuant to the Articles or any applicable laws to be held; or (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in the general meeting. As at the Latest Practicable Date, the issued share capital of the Company comprises 480,000,000 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum numbers of shares which may be repurchased pursuant to the Repurchase Mandate on the date of passing the resolution approving the Issue Mandate will be 48,000,000 Shares, representing 10% of the issued share capital of the Company.

Pursuant to the GEM Listing Rules, an explanatory statement containing information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate is set out in Appendix I.

Details of the aforesaid ordinary resolution are set out in ordinary resolution no. 9 in the notice of the AGM.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

The Board currently consists of six Directors, namely. Mr. Yeung Kwong Fat, Mr. Lee Kam Hung, Mr. Luk Yau Chi, Desmond, Mr. How Sze Ming, Mr. Jung Chi Pan, Peter, and Mr. Mak Tung Sang.

Pursuant to Article 112 of the Articles, the Directors shall have 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 only until the first general meeting of members 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 annual general meeting of the Company and shall then be eligible for re-election.

Pursuant to article 108(a) of the Articles, at each annual general meeting 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.

Accordingly, Mr. Lee Kam Hung, Mr. How Sze Ming, Mr. Jung Chi Pan, Peter and Mr. Mak Tung Sang shall retire at the AGM and being eligible, offer themselves for re-election.

The biographical details of above mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

The re-election of Directors has been reviewed by the Nomination Committee of the Company which recommended to the Board that the re-election be proposed for Shareholders' approval at the AGM. The Nomination Committee has also assessed the independence of all the Independent Non-executive Directors ("INEDs"). All the INEDs of the Company satisfy the Independence Guidelines set out in Rule 5.09 of the GEM Listing Rules and have provided to the Company an annual written confirmation of his independence.

Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at the relevant general meeting. The requisite details of the retiring Directors who are proposed to be re-elected are set out in Appendix II to this circular.

AGM AND PROXY ARRANGEMENT

The notice convening the AGM, which contains, inter alia, the ordinary resolutions will be proposed to approve the grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and re-election of Directors, is set out on pages 14 to 18 of this circular.

LETTER FROM THE BOARD

A proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company's share registrar in Hong Kong, Tricor Investor Service Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

Pursuant to Rule 17.47(4) of the GEM 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. Therefore, all resolutions proposed at the AGM shall be voted by poll.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company for the AGM will be closed from Thursday, 15 June 2017 to Wednesday, 21 June, 2017, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 14 June, 2017.

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Directors consider that the ordinary resolutions for granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the Directors as set out in the AGM notice are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

By Order of the Board
World-Link Logistics (Asia) Holding Limited
Yeung Kwong Fat
Chairman and Chief Executive Officer

This Appendix I is an explanatory statement required by the GEM Listing Rules which serves to provide the Shareholders with the necessary information relating to the resolution to be proposed at the AGM authorizing the grant of the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

Exercise in full of the Repurchase Mandate, on the basis of 480,000,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued or repurchased by the Company before the AGM, could result up to 48,000,000 Shares being repurchased by the Company during the period from the passing of the resolution relating to the Repurchase Mandate up to 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 of the Company or any applicable laws to be held; and (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR REPURCHASES

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

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the articles of association of the Company and the applicable laws of the Cayman Islands.

4. IMPACT OF REPURCHASES

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 latest published audited accounts as contained in the 2016 Annual Report) 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 positions which in the opinion of the Directors are from time to time appropriate for the Company.

5. GENERAL

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, none of the Directors and their respective Associates has a present intention, in the event that the Repurchase Mandate is approved and exercised, to sell Shares to the Company. No connected persons have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved and exercised.

6. 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, the memorandum of association and articles of association of the Company and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No other core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. 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 (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, each of Best Matrix Global Limited, Mr Lee Kam Hung, Orange Blossom International Limited, Mr Yeung Kwong Fat, Leader Speed Limited, Mr. Luk Yau Chi Desmond, Ms. Chan Pik Shan, Ms. Law Wai Yee and Ms Wong Soo Fung (collectively the "**Concert Party**") is taken to have an interest under the SFO in the same block of 349,264,000 Shares, representing approximately 72.76% of the total number of Shares then in issue.

In the event that the Repurchase Mandate is exercised, the attributable shareholding in which the Concert Party is taken to have an interest under the SFO would be increased to approximately 80.8% of the total number of Shares in issue. Such increase will not give rise to any obligation for the Concert Party to make a general offer for the Shares under Rule 26 of the Takeover Code. The Directors will not exercise the Repurchase Mandate to such an extent that the public holding of Shares would be reduced below 25% of the issued capital of the Company.

8. SHARE REPURCHASES MADE BY THE COMPANY

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

9. SHARE PRICES

The table below is a summary of the highest and lowest traded prices of the Shares during each of the twelve months were as follows:

Month	Highest (HKD)	Lowest (HKD)
2016		
June	1.67	0.84
July	2.27	1.67
August	2.40	1.91
September	2.38	1.80
October	1.93	1.59
November	2.20	1.69
December	2.12	1.78
2017		
January	2.22	1.95
February	2.88	1.90
March	3.00	2.53
April	2.90	2.60
May (up to the Latest Practicable Date)	2.78	2.63

The following are the particulars of the retiring Directors proposed to be re-elected at the AGM.

Mr. Lee Kam Hung (李鑑雄), aged 63, was appointed as an Executive Director of our Group on 4 September 2015. He is one of the founders of our Group and has been a director of World-Link Roadway System Company Limited since October 1990 and a director of World-Link Packing House Company Limited since March 1996. Mr. Lee completed his secondary education in Hong Kong in August 1971. Since the establishment of the business of our Group, Mr. Lee has accumulated over 25 years of experience in the logistics industry from managing the vehicle fleet and the transportation service of our Group. Since 2000, Mr. Lee has been the operation director of our Group, who is currently, on top of aforesaid, responsible for monitoring the business operations of our Group.

Pursuant to the service agreement entered into between Mr. Lee and the Company on 16 December 2015, Mr. Lee's appointment as a Director is subject to retirement by rotation and re-election at the AGM. Mr. Lee is entitled to a director's fee of HK\$1,058,000 per annum which is determined by arm's length negotiation between Mr. Lee and the Company, and with reference to his duties and responsibilities, his qualifications and experience, the prevailing market conditions and the Company's remuneration policy. He may, at the discretion of the Board, be granted share options entitling him to subscribe for shares in the Company under any share option scheme from time to time adopted by the Company. He has not held any other directorship in the last three years in public companies. Pursuant to a confirmatory deed entered into by Mr. Lee, Mr. Yeung Kwong Fat and Mr. Luk Yau Chi, Desmond on 24 August 2015, Mr. Lee is deemed to be interested in 349,264,000 Shares, representing approximately 72.76% of the total number of Shares in issue.

Mr. How Sze Ming (侯思明), aged 40, was appointed as an INED on 16 December 2015. He is the chairman of the audit committee of the Board (“**Audit Committee**”).

Mr. How graduated from The Chinese University of Hong Kong with a Bachelor of Business Administration Degree (first class honour, majoring in professional accountancy) in December 1999. He is a fellow member of the Association of Chartered Certified Accountants and an associate member of Hong Kong Institute of Certified Public Accountants.

Mr. How has over 15 years of experience in investment banking and business assurance industries. From September 1999 to July 2002, Mr. How worked as a senior associate in the Assurance and Business Advisory Department of PricewaterhouseCoopers and was primarily responsible for performing assurance and business advisory work. From July 2002 to June 2003, he worked as the corporate finance executive of Tai Fook Securities Company Limited (now known as Haitong International Securities Company Limited), a company which was principally engaged in securities broking, securities dealing and leveraged foreign exchange trading, where he was responsible for corporate finance advisory. From July 2003 to December 2004, Mr. How worked as the assistant manager at Tai Fook Capital Limited (now known as Haitong International Capital Limited), a company principally engaged in corporate finance advisory, where he was responsible for corporate finance advisory. From December 2004 to May 2006, he worked as the assistant vice president of CCB International Capital Limited, a company principally engaged in securities advisory, securities dealing and corporate finance advisory, where he was responsible for corporate finance advisory. From June 2006 to March 2009, Mr. How worked as the assistant vice president in the Investment Banking Division of ICEA Capital Limited, a company principally engaged in dealing in securities and corporate finance advisory, where he was responsible for corporate finance advisory. From April 2009 to February 2010, he worked as the assistant vice president in the Investment Banking Division of ICBC International Holding Limited, a company principally engaged in investment banking, where he was responsible for corporate finance advisory. From February 2010 to June 2015, Mr. How was the managing director of the Investment Banking Department of CMB International Capital Corporation Limited, a company principally engaged in investment banking, securities brokerage and asset management, where he was responsible for corporate finance advisory. From July 2015 to January 2016, Mr. How was the managing director of Zhaobangji International Capital Limited, a company principally engaged in investment banking and advisory, where he is responsible for corporate finance advisory. Mr. How is currently the managing director/co-head of investment banking of Southwest Securities (HK) Capital Limited, a company principally engaged in investment banking and advisory, where he is responsible for corporate finance advisory.

Mr. How has served as the INED of (i) QPL International Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 243), from September 2013 to September 2016; (ii) Odella Leather Holdings Limited, a company listed on GEM (Stock Code: 8093), from January 2015 to March 2017 and; (iii) Forgame Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 484) since January 2016.

Mr. How entered into a service contract with the Company on 16th December 2016, he will continue to hold office for a term of one year from 16th December 2016. Notwithstanding the foregoing, he will be subject to retirement by rotation and re-election at annual general meeting(s) of the Company in accordance with the Articles of Association of the Company. Mr. How is entitled to receive a Director's fee of HK\$144,000 per annum under such contract, which was determined based on the basis of prevailing market conditions and his roles and responsibilities. He is not connected with any Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Group. As far as the Directors are aware, Mr. How was not interested in any Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Jung Chi Pan Peter (鍾智斌), aged 49, was appointed as an INED on 1 January 2017. He is a member of the Audit Committee, the Remuneration Committee and the Nomination Committee.

Mr. Jung obtained a Master of Business Administration degree (Executive MBA programme) from the Chinese University of Hong Kong in November 2015. In October 2016, he was elected a professional member of the Royal Institution of Chartered Surveyor.

Mr. Jung joined the Pico Group in 1988 and had substantial experience in the exhibition industry in Hong Kong, Asia and Europe. He was the General Manager (Event Promotion) from 1994 to 2002 and was responsible for projects for a group of clientele which includes worldwide renowned brands. During the period from 2003 to 2005, he was appointed the General Manager of Bizart Asia Limited, (a subsidiary of Pico Group). He is the Co-founder and the Chief Executive Officer of Milton Exhibits Group Limited, which specialises in event management, exhibition service, digital solution and general contracting work with 10 offices in Asia since 2006.

Mr. Jung has entered into a service contract with the Company as an INED for one year with effect from 1 January 2017. Notwithstanding the foregoing, he is subject to the requirements of retirement by rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Jung is entitled to a Director's fee of HK\$144,000 per annum under such contract, which has been proposed by the Remuneration Committee and approved by the Board with reference to his duties and responsibilities with the Company as well as the Company's remuneration policy and the prevailing market condition.

Mr. Jung (i) has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position with the Company or other members of the Company; (iii) has no relationships with any Directors, senior management or substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company; and (iv) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Mak Tung Sang (麥東生), aged 56, was appointed as an INED on 1 January 2017. He is the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee.

Mr. Mak is a solicitor and a partner of Messrs. Simon C. W. Yung & Co., Solicitors since 2004. He obtained a Bachelor of Laws degree from the University of Wolverhampton in 1998. In 2000, he obtained a Post-graduate Certificate in Laws from the University of Hong Kong.

Mr. Mak has entered into a service contract with the Company as an INED for one year with effect from 1 January 2017. Notwithstanding the foregoing, he is subject to the requirements of retirement by rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Mak is entitled to a Director's fee of HK\$144,000 per annum under such contract, which has been proposed by the Remuneration Committee and approved by the Board with reference to his duties and responsibilities with the Company as well as the Company's remuneration policy and the prevailing market condition.

Mr. Mak (i) has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position with the Company or other members of the Company; (iii) has no relationships with any Directors, senior management or substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company; and (iv) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

NOTICE OF AGM

WORLD-LINK LOGISTICS (ASIA) HOLDING LIMITED

環宇物流(亞洲)控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8012)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“AGM”) of World-Link Logistics (Asia) Holding Limited (“**Company**”) will be held at 3/F, Allied Cargo Centre, 150-164 Texaco Road, Tsuen Wan, N.T. on Wednesday, 21st June 2017 at 3:00 p.m. (or an adjournment thereof) for the following purposes:

1. To receive and consider the audited consolidated financial statements and reports of the Directors and auditors of the Company for the year ended 31st December 2016;
2. To re-elect Mr. Lee Kam Hung as an Executive Director of the Company;
3. To re-elect Mr. How Sze Ming as an Independent Non-executive Director of the Company;
4. To re-elect Mr. Jung Chi Pan, Peter as an Independent Non-executive Director;
5. To re-elect Mr. Mak Tung Sang as an Independent Non-executive Director;
6. To authorized the board of directors of the Company to fix the remuneration of directors;
7. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration;
8. To consider as special business and, if thought fit, pass the following resolutions with or without modification, as an ordinary resolution of the Company:

“THAT

- (a) subject to paragraph 8(c) below, and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval in paragraph 8(a) above shall authorize the Directors 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 aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph 8(a) above, otherwise than by way of:
 - (i) a Rights Issue (as defined below); or
 - (ii) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees and/or consultants of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or
 - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and
- (d) for the purpose of this resolution:
 - (i) “**Relevant Period**” means the period from the passing of this resolution until whenever 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 of the Company or any applicable laws to be held; or
 - III. the revocation or variation of the authority given under this resolution by any ordinary resolution of the shareholders in general meeting.

NOTICE OF AGM

- (ii) “**Rights Issue**” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares in the Company (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, 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 recognized regulatory body or any stock exchange applicable to the Company).”
9. To consider as special business and, if thought fit, pass the following resolution with or without modification, as an ordinary resolution of the Company:

“**THAT**

- (a) subject to paragraph 9(b) below, the exercise by the Directors during the Relevant Period of all powers of the Company to repurchase issued shares in the share capital of the Company on the Growth Enterprise Market of the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognized 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 Future Commission of Hong Kong, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph 9(a) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” shall have the same meaning as defined in paragraph 8(d)(i) above.”

NOTICE OF AGM

10. To consider as special business and, if thought fit, pass the following resolution with or without modification, as an ordinary resolution of the Company:

“**THAT** conditional upon resolutions nos. 8 and 9 set out herein being passed, the general mandate granted to the Directors and for the time being in force to exercise the power of the Company to allot, issue or otherwise deal with additional shares pursuant to resolution no. 8 set out herein be and is hereby extended by the addition thereto of an amount representing the aggregate nominal value of shares repurchased by the Company under the authority granted pursuant to resolution no. 9 set out herein, provided that such amount shall not exceed 10% of the aggregate nominal value of the issued capital of the Company as at the date of passing of this resolution.”

By Order of the Board
World-Link Logistics (Asia) Holding Limited
Yeung Kwong Fat
Chairman and Chief Executive Officer

Hong Kong, 18th May 2017

As at the date of this notice, the Executive Directors are Mr. Yeung Kwong Fat, Mr. Lee Kam Hung and Mr. Luk Yau Chi, Desmond; and the Independent Non-executive Directors are Mr. How Sze Ming, Mr. Jung Chi Pan, Peter and Mr. Mak Tung Sang.

Notes:

1. Pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited, all the resolutions are to be voted by poll at the AGM.
2. A member entitled to attend and vote at the AGM is entitled to appoint one or, if he/she is the holder of two or more shares, more than one proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company. 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.
3. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or notarially certified copy of such power of attorney or authority, must be deposited at the Company's share registrar in Hong Kong, Tricor Investor Service Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof.
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the AGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In case of joint holders of a share, any one of such joint holders may vote, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the AGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. 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.

NOTICE OF AGM

6. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 15th June 2017 to Wednesday, 21st June 2017, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to attend and vote at the AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Tricor Investor Service Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 14th June 2017.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the website of the Company at <http://www.world-linkasia.com> and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.