

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 Thursday, 16th June 2016 at 3:00 p.m. is set out on pages 12 to 16 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 2016

**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.

CONTENTS

	<i>Page</i>
DEFINITIONS	1-2
 LETTER FROM THE BOARD	
Introduction	3
Issue Mandate	3-4
Repurchase Mandate	4
Re-election of Directors	5
AGM and Proxy Arrangement	5
Responsibility Statement	5
Recommendation	6
 APPENDIX I — EXPLANATORY STATEMENT	 7-9
 APPENDIX II — DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED	 10-11
 NOTICE OF AGM	 12-16

DEFINITIONS

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

“2015 Annual Report”	the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31st December 2015;
“AGM”	the annual general meeting of the Company for the year ended 31st December 2015 to be held at 3/F, Allied Cargo Centre, 150-164 Texaco Road, Tsuen Wan, N.T. on Thursday, 16th June 2016 at 3:00 p.m., a notice of which is set out on pages 12 to 16 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);
“Core Connected person(s)”	has the meaning ascribed to it in the GEM Listing Rules;
“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;
“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”	13th May 2016, 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. Poon Ka Lee, Barry

Mr. How Sze Ming

Ms. Yam Ka Yue

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 2016

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 retiring 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. 6 and 9 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. 7 in the notice of the AGM.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Article 108(a) of the articles of association of the Company, Mr. Luk Yau Chi, Desmond and Mr. Poon Ka Lee, Barry will retire by rotation, and being eligible, offer themselves for re-election at the AGM. 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 retiring Directors, is set out on pages 12 to 16 of this circular.

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.

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.

LETTER FROM THE BOARD

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 retiring 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 2015 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, Mr. 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 349,200,000 Shares, representing approximately 72.75% 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 in each of the months from the listing date to the Latest Practicable Date:

Month	Highest (HKD)	Lowest (HKD)
2015		
December	1.24	0.60
2016		
January	0.85	0.56
February	0.74	0.63
March	0.94	0.61
April	0.90	0.79
May (up to the Latest Practicable Date)	0.95	0.81

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

Mr. Luk Yau Chi Desmond (陸有志), aged 51, was appointed as an Executive Director on 4 September 2015. Mr. Luk is also one of the members of the Remuneration Committee. Mr. Luk has been a director of World-Link Roadway System Company Limited and World-Link Packing House Company Limited since July 2009. Since 2009, Mr. Luk has been the commercial director of our Group, who is responsible for overseeing the overall business development of our Group and the support service division of our Group.

Mr. Luk obtained a Bachelor's Degree of Science in Business Studies from the University of Wales in the United Kingdom in July 1989, a Master's Degree in Business Administration from the University of Surrey in the United Kingdom in November 2001 and a Continuing Education Diploma in Professional Management for China Business from the City University of Hong Kong in May 2003.

Mr. Luk has over 15 years of experience in the food and beverage, catering and logistics industries. From September 1997 to May 2004, Mr. Luk worked as a sales manager at Unilever Bestfoods Hong Kong Limited (formerly known as CPC/AJI (Hong Kong) Limited), which is a supplier of food products, and he was responsible for developing sales strategies and was in charge of (i) the sales team in Hong Kong and Macau; and (ii) the export division of the company. From June 2004 to February 2007, Mr. Luk worked as a senior manager and subsequently the associate director in HAVI Food Services (Hong Kong) Limited (currently known as HAVI Logistics Services (Hong Kong) Limited), a company principally engaged in providing total supply chain solutions to customers (e.g. transporting food and non-food logistics good, providing storage and handling services, offering supply chain quality management and demand and supply planning services), where he was responsible for handling customer relationship and business development of the company and setting up operations process flows for new customers. From December 2013 to November 2014, Mr. Luk was the managing director of a company principally engaged in pest control and provision of hygiene services to businesses where he was responsible for the overall business of the company.

Pursuant to the service agreement entered into between Mr. Luk and the Company on 16 December 2015, Mr. Luk's appointment as a Director is subject to retirement by rotation and re-election at the AGM. Mr. Luk is entitled to a director's fee of HK\$980,000 per annum which is determined by arm's length negotiation between Mr. Luk 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. Luk, Mr. Yeung Kwong Fat and Mr. Lee Kam Hung on 24 August 2015, Mr. Luk is deemed to be interested in 349,200,000 Shares, representing approximately 72.75% of the total number of Shares in issue.

Mr. Poon Ka Lee Barry (潘家利), aged 56, was appointed as an Independent Non-executive Director on 16 December 2015. He is the chairman of the Audit Committee and a member of the Nomination Committee.

Mr. Poon obtained a Professional Diploma in Accountancy from the Hong Kong Polytechnic (currently known as The Hong Kong Polytechnic University) in November 1983 and a Master's Degree in Business Administration from the University of Manchester of the United Kingdom, in December 2002. He is currently an associate of the Hong Kong Institute of Certified Public Accountants and an associate of the Association of Chartered Certified Accountants. He has over 25 years' of experience in audit, accounting and finance. From July 2010 to November 2015, Mr. Poon was an executive director, the chief financial officer and the company secretary of Telefield International (Holdings) Limited (Stock Code: 1143) ("**Telefield**"), a company listed on the Main Board of the Stock Exchange, and which is principally engaged in electronic manufacturing services, marketing and distribution of branded small and medium business phone systems, assembling and/or marketing and distribution of branded multimedia products and computer accessories, gaming and entertainment products. Mr. Poon was responsible for developing and implementing the strategic objectives and business plans of Telefield. Mr. Poon has been an independent non-executive director of On Time Logistics Holdings Limited (Stock Code: 6123) since June 2014, a company listed on the Main Board of the Stock Exchange, which is principally engaged in air and ocean freight forwarding, complemented by the general sales agency business and other services, including, warehousing, distribution, customs clearance and contract and ancillary logistics services. Mr. Poon was appointed as an independent non-executive director of Sunlink International Holdings Limited (Stock Code: 2336) from October 2009 to February 2012, a company listed on the Main Board of the Stock Exchange, and which is principally engaged in the sale of semiconductors and related products and development and provision of electronic turnkey device solutions. Mr Poon's appointment was subsequent to a winding-up petition against Sunlink International Holdings Limited which was filed in December 2008 and such petition was subsequently dismissed in February 2012.

Mr. Poon entered into a service contract with the Company on 16th December 2015, she will continue to hold office for a term of 2 years from 16th December 2015, renewable automatically for successive terms of one year after the expiry of such term. 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. Poon is entitled to receive a Director's fee of HK\$201,600 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. Poon was not interested in any Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

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 Thursday, 16th June 2016 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 2015;
2. To re-elect Mr. Luk Yau Chi, Desmond as an Executive Director of the Company;
3. To re-elect Mr. Poon Ka Lee, Barry as an Independent Non-executive Director of the Company;
4. To authorized the board of directors of the Company to fix the remuneration of directors;
5. 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;
6. 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 6(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;
- (b) the approval in paragraph 6(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;

NOTICE OF AGM

- (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 6(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).”

7. 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 7(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 7(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 6(d)(i) above.”

NOTICE OF AGM

8. 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. 6 and 7 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. 6 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. 7 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 2016

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. Poon Ka Lee, Barry, Ms. Yam Ka Yue and Mr. How Sze Ming.

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 Tuesday, 14th June 2016 to Thursday, 16th June 2016, 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 4:00 p.m. on Monday, 13th June 2016.
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.

此 乃 要 件 請 即 處 理

閣下如對本通函任何方面或應採取之行動有任何疑問，應諮詢閣下之股票經紀或其他註冊證券商、銀行經理、律師、專業會計師或其他專業顧問。

閣下如已售出或轉讓名下所有環宇物流(亞洲)控股有限公司(「本公司」)股份，應立即將本通函及隨附之代表委任表格送交買主或承讓人或經手買賣或轉讓之銀行、股票經紀或其他代理商，以便轉交買主或承讓人。

香港交易及結算所有限公司及香港聯合交易所有限公司對本通函之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本通函全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

WORLD-LINK LOGISTICS (ASIA) HOLDING LIMITED
環宇物流(亞洲)控股有限公司
(於開曼群島註冊成立之有限公司)
(股份代號：8012)

**建議發行及購回股份之
一般授權、
建議重選董事
及
股東週年大會通告**

本公司謹訂於二零一六年六月十六日(星期四)下午三時正假座新界荃灣德士古道150至164號聯合貨運中心3樓舉行股東週年大會(「股東週年大會」)，召開大會之通告載於本通函第12至第16頁。

隨本通函附奉股東週年大會適用之代表委任表格。無論閣下能否出席大會，務請將隨附之代表委任表格按其印列之指示填妥，儘快惟無論如何不遲於股東週年大會或其任何續會指定舉行時間48小時前交回本公司之香港股份過戶登記處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓。填妥及交回代表委任表格後，閣下仍可依願親身出席股東週年大會或其任何續會並於會上投票。

本通函將由刊發日期起計最少一連七天載於創業板網站www.hkgem.com之「最新公司公告」頁內及本公司之網站http://www.world-linkasia.com內。

二零一六年五月十八日

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板之定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資之人士應瞭解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他資深投資者。

由於創業板上市公司之新興性質所然，在創業板買賣之證券可能會較在聯交所主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

目 錄

	頁次
釋義	1-2
董事會函件	
緒言	3
發行授權	3-4
購回授權	4
重選董事	5
股東週年大會及代表委任之安排	5
責任聲明	5
推薦意見	6
附錄一 — 說明函件	7-9
附錄二 — 擬重選董事之詳情	10-11
股東週年大會通告	12-16

釋 義

在本通函內，除文義另有所指外，下列詞彙具有以下涵義：

「二零一五年年報」	指	本公司截至二零一五年十二月三十一日止年度之經審核綜合財務報表以及董事及核數師報告；
「股東週年大會」	指	本公司謹訂於二零一六年六月十六日(星期四)下午三時正假座新界荃灣德士古道150至164號聯合貨運中心3樓舉行之截至二零一五年十二月三十一日止年度股東週年大會，大會通告載於本通函第12至第16頁；
「組織章程細則」	指	本公司經不時修訂之組織章程細則；
「聯繫人士」	指	具有創業板上市規則賦予之涵義；
「董事會」	指	董事會；
「緊密聯繫人士」	指	核心關連人士；
「核心關連人士」	指	具有創業板上市規則賦予之涵義；
「證監會」	指	證券及期貨事務監察委員會；
「本公司」	指	環宇物流(亞洲)控股有限公司，於開曼群島註冊成立之有限公司，其股份於創業板上市；
「董事」	指	本公司董事；
「創業板」	指	聯交所創業板；
「創業板上市委員會」	指	負責創業板事宜之聯交所董事會上市委員會；
「創業板上市規則」	指	創業板證券上市規則，經不時修訂、補充或以其他方式修改；
「本集團」	指	本公司及其附屬公司；

釋 義

「港元」	指	香港法定貨幣港元；
「香港」	指	中華人民共和國香港特別行政區；
「發行授權」	指	配發、發行及處理不超過於批准發行授權之決議案獲通過當日之已發行股份數目之20%，加上根據購回授權(如授出)購回之股份數目之額外股份之一般授權；
「最後可行日期」	指	二零一六年五月十三日，即本通函付印前就確定當中所載若干資料之最後可行日期；
「購回授權」	指	行使本公司權力購回最多達本公司於批准購回授權之決議案獲通過當日已發行股份10%之股份之一般授權；
「證券及期貨條例」	指	香港法例第571章證券及期貨條例；
「股份」	指	本公司股本中每股面值0.01港元之股份(或因本公司股本不時拆細、合併、重新分類或重組而產生之其他有關面值之股份)；
「股東」	指	股份持有人；
「聯交所」	指	香港聯合交易所有限公司；
「附屬公司」	指	現時及不時屬於本公司附屬公司(定義見香港法例第622章公司條例)之公司，不論於香港或其他地方註冊成立；及
「收購守則」	指	公司收購及合併守則。

董事會函件

WORLD-LINK LOGISTICS (ASIA) HOLDING LIMITED
環宇物流(亞洲)控股有限公司
(於開曼群島註冊成立之有限公司)
(股份代號：8012)

執行董事

楊廣發先生(主席兼行政總裁)

李鑑雄先生

陸有志先生

獨立非執行董事

潘家利先生

侯思明先生

任嘉裕女士

註冊辦事處：

Clifton House

75 Fort Street

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

總辦事處及主要營業地點：

香港荃灣

德士古道150至164號

聯合貨運中心3樓

敬啟者：

**建議發行及購回股份之
一般授權、
建議重選董事
及
股東週年大會通告**

緒言

本通函旨在向閣下提供有關建議更新發行及配發股份以及購回股份之一般授權，以及重選退任董事之相關資料，並向閣下發出股東週年大會通告，會上將提呈普通決議案，以於股東週年大會上考慮及酌情批准有關事宜。

發行授權

將於股東週年大會上提呈一項普通決議案，授予董事發行授權，以配發、發行及以其他方式處理最多達本公司於批准發行授權之決議案獲通過當日之已發行股本面值總額20%之額外股份。於最後可行日期，本公司已發行股本包括480,000,000股股份。假設本公司已發行股本於最後可行日期至批准發行授權之決議案獲通過

董事會函件

當日之期間並無變動，於批准發行授權之決議案獲通過當日，可根據發行授權發行之股份數目最多為96,000,000股股份，佔本公司已發行股本之20%。

發行授權將於(i)本公司下屆股東週年大會結束時；(ii)依照本公司之組織章程細則或任何適用法例規定本公司須舉行下屆股東週年大會之期限屆滿時；或(iii)股東於股東大會上通過任何普通決議案撤銷或修訂本決議案所給予之授權時(以最早者為準)結束。

待下列有關購回授權之普通決議案獲通過後，本公司亦會提呈一項普通決議案，以授權董事發行新股份，數額不超過本公司根據購回授權所購回之股份面值總額。

上述普通決議案之詳情載於股東週年大會通告第6項及第9項普通決議案內。

購回授權

將於股東週年大會上提呈一項普通決議案，授予董事購回授權，以於創業板或股份已經或可能上市並就此獲證監會及聯交所認可之任何其他證券交易所購回股份，數目最多達本公司於批准購回授權之決議案獲通過當日之已發行股本面值總額之10%。購回授權將於(i)本公司下屆股東週年大會結束時；(ii)根據章程細則或任何適用法例規定本公司須舉行下屆股東週年大會之期限屆滿時；或(iii)股東於股東大會上通過普通決議案撤銷或修訂本決議案所給予之授權時(以最早者為準)結束。於最後可行日期，本公司已發行股本包括480,000,000股股份。假設本公司已發行股本於最後可行日期至批准發行授權之決議案獲通過當日之期間並無變動，於批准發行授權之決議案獲通過當日，可根據購回授權購回之股份數目最多為48,000,000股股份，佔本公司已發行股本之10%。

根據創業板上市規則，一份載有合理所需資料以供股東就投票贊成或反對批准購回授權之普通決議案作出知情決定之說明函件載於附錄一。

上述普通決議案之詳情載於股東週年大會通告第7項普通決議案內。

重選董事

根據本公司之組織章程細則第108(a)條，陸有志先生及潘家利先生將於股東週年大會上輪值退任並符合資格重選連任。根據創業板上市規則第17.46A條，倘擬重選或委任新董事須經股東於有關股東大會上批准，則上市發行人須於寄發予股東之有關股東大會通告或隨附通函內披露創業板上市規則第17.50(2)條所規定之有關任何擬重選或委任董事之詳情。有關擬重選之退任董事之必要詳情載於本通函附錄二。

股東週年大會及代表委任之安排

召開股東週年大會通告載於本通函第12至第16頁，當中載有(其中包括)將就批准授出發行授權及購回授權、擴大發行授權以及重選退任董事而提呈之普通決議案。

隨本通函附奉股東週年大會適用之代表委任表格。無論閣下是否有意親身出席股東週年大會並於會上投票，務請將隨附之代表委任表格按其印列之指示填妥並簽署，儘快惟無論如何不遲於股東週年大會或其任何續會指定舉行時間48小時前交回本公司之香港股份過戶登記處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓。填妥及交回代表委任表格後，閣下仍可依願親身出席股東週年大會或其任何續會並於會上投票；在此情況下，有關代表委任表格將被視為已撤銷論。

根據創業板上市規則第17.47(4)條，除主席本著真誠實作出決定，容許純粹有關程序或行政事宜之決議案以舉手方式表決外，於股東大會上，股東所作之任何表決必須以投票方式進行。因此，於股東週年大會上提呈之所有決議案必須以按股數投票方式表決。

責任聲明

本通函的資料乃遵照創業板上市規則之規定而刊載，旨在提供有關本公司的資料；董事願就本通函的資料共同及個別地承擔全部責任。董事在作出一切合理查詢後確認，就彼等所知及所信，本通函所載資料在各重要方面均屬準確完備，並無誤導或欺詐成份，且並無遺漏任何其他事項，足以令致本通函所載任何陳述或本通函產生誤導。

董事會函件

推薦意見

董事認為，股東週年大會通告所載關於授出發行授權、購回授權、擴大發行授權及重選退任董事之普通決議案符合本公司及股東之整體最佳利益。因此，董事建議股東投票贊成將於股東週年大會上提呈之相關決議案。

此 致

列位股東 台照

承董事會命
環宇物流(亞洲)控股有限公司
主席兼行政總裁
楊廣發
謹啟

二零一六年五月十八日

本附錄一乃創業板上市規則規定之說明函件，以向股東提供有關將於股東週年大會上提呈以批准授出購回授權之決議案之所需資料。

1. 行使購回授權

倘全面行使購回授權，依據於最後可行日期已發行480,000,000股股份之基準計算，並假設於股東週年大會前本公司並無進一步發行或購回任何股份，則本公司可由有關購回授權之決議案獲通過當日起直至(i)本公司下屆股東週年大會結束時；(ii)依照本公司之組織章程細則或任何適用法例規定本公司須舉行下屆股東週年大會之期限屆滿時；及(iii)股東於股東大會上通過普通決議案撤銷、修訂或更新購回授權時(以最早者為準)為止之期間內，購回最多達48,000,000股股份。

2. 購回原因

董事相信，購回授權符合本公司及股東之最佳利益。該等購回或會導致本公司資產淨值及／或其每股股份盈利增加，惟須視乎當時市況及資金安排而定，且僅會在董事相信該購回對本公司及股東有利之情況下，方會購回股份。

3. 用作購回的資金

購回股份時，本公司僅可遵照本公司之組織章程細則及開曼群島適用法例動用可合法作此用途的資金。

4. 購回之影響

倘全面行使購回授權，或會對本公司之營運資金或資產負債狀況(與二零一五年年報所載最近刊發之經審核賬目披露之狀況相比)造成重大不利影響。然而，董事無意在對本公司之營運資金需求或董事認為不時對本公司合適的資產負債狀況造成重大不利影響之情況下行使購回授權。

5. 一般事項

於最後可行日期，就董事在作出一切合理查詢後所深知，董事及彼等各自之聯繫人士現時無意於購回授權獲批准及行使之情況下，向本公司出售股份。本公司並無接獲關連人士通知，表示彼等目前有意在購回授權獲批准及行使之情況下，向本公司出售股份，或已承諾不會向本公司出售股份。

6. 承諾

董事已向聯交所承諾(以適用者為限)，彼等將按創業板上市規則、本公司之組織章程大綱及組織章程細則以及開曼群島適用法例行使購回授權。

倘購回授權獲股東通過，各董事或(經董事作出一切合理查詢後所知)彼等之緊密聯繫人士現時均無意根據購回授權向本公司出售任何股份。

倘購回授權獲股東通過，本公司並無接獲本公司其他核心關連人士通知，彼等現時有意向本公司出售股份，或承諾不會出售股份。

7. 收購守則

倘購回股份導致一名股東於本公司投票權權益比例增加，則就收購守則而言，有關增加將被視為一項收購事項。因此，一名股東或一群一致行動(定義見收購守則)之股東，視乎所增加之股東權益水平而定，可能因而取得或鞏固對本公司之控制權，而須根據收購守則規則26提出強制收購建議。

於最後可行日期，根據證券及期貨條例，Best Matrix Global Limited、李鑑雄先生、Orange Blossom International Limited、楊廣發先生、Leader Speed Limited、陸有志先生、陳碧珊女士、羅慧儀女士及黃素鳳女士(統稱「一致行動人士」)各自被視為於同一批349,200,000股股份中擁有權益，相當於當時已發行股份總數之約72.75%。

倘購回授權獲行使，一致行動人士根據證券及期貨條例被視為應佔股權之百分比，將增至已發行股份總數約80.8%。有關增加不會引致一致行動人士須根據收購守則規則26提出股份全面收購建議之責任。董事將不會於導致公眾持股量減少至低於本公司已發行資本25%之情況下行使購回授權。

8. 本公司所作出之股份購回

於緊接最後可行日期前六個月內，本公司並無在創業板或循其他途徑購回股份。

9. 股份價格

下表為股份於上市日期起至最後可行日期止各月之最高及最低成交價概要：

月份	最高價 (港元)	最低價 (港元)
二零一五年		
十二月	1.24	0.60
二零一六年		
一月	0.85	0.56
二月	0.74	0.63
三月	0.94	0.61
四月	0.90	0.79
五月(直至最後可行日期)	0.95	0.81

以下為擬於股東週年大會上重選之退任董事的資料。

陸有志先生，51歲，於二零一五年九月四日獲委任為執行董事。陸先生亦為薪酬委員會成員之一。陸先生自二零零九年七月起擔任World-Link Roadway System Company Limited及環宇貨業包裝有限公司的董事。自二零零九年起，陸先生一直為本集團商務總監，負責監督本集團的整體業務發展及本集團支援服務分部。

陸先生分別於一九八九年七月、二零零一年十一月及二零零三年五月取得英國威爾斯大學商業研究理學士學位、英國薩里大學工商管理碩士學位及香港城市大學中國商業專業管理持續教育文憑。

陸先生於食品與飲料、餐飲及物流業擁有逾15年經驗。於一九九七年九月至二零零四年五月，陸先生於食品供應商香港聯合利華食品有限公司(前稱CPC/AJI (Hong Kong) Limited)擔任銷售經理，負責制定銷售策略及掌管(i)香港及澳門的銷售團隊；及(ii)該公司的出口部門。於二零零四年六月至二零零七年二月，陸先生於HAVI Food Services (Hong Kong) Limited (現稱HAVI Logistics Services (Hong Kong) Limited)擔任高級經理，並在其後擔任副總監，該公司為一間主要從事向客戶提供全套供應鏈解決方案(例如運送食品及非食品物流貨品、提供貯存及裝卸服務、提供供應鏈品質管理以及供需規劃服務)的公司。於彼任職期間，陸先生負責處理該公司的客戶關係及業務發展，並為新客戶制訂營運程序流程。於二零一三年十二月至二零一四年十一月，陸先生於一間主要從事為商界提供滅蟲及衛生服務的公司擔任董事總經理，負責該公司的整體業務發展。

根據陸先生與本公司於二零一五年十二月十六日訂立之服務協議，陸先生之董事委任須於股東週年大會上輪值告退及重選連任。陸先生有權每年收取980,000港元之董事袍金，此乃由陸先生與本公司經參考陸先生之職務及職責、資歷及經驗、當時市況及本公司之薪酬政策後公平磋商釐定。董事會可根據本公司不時採納之任何購股權計劃酌情向彼授出可認購本公司股份之購股權。彼於過去三年並無於上市公司擔任任何其他董事職務。根據陸先生、楊廣發先生及李鑑雄先生於二零一五年八月二十四日訂立之確認契據，陸先生被視為於349,200,000股股份中擁有權益，佔已發行股份總數約72.75%。

潘家利先生，56歲，於二零一五年十二月十六日獲委任為獨立非執行董事。彼為審核委員會主席及提名委員會成員。

潘先生於一九八三年十一月取得香港理工學院(現稱香港理工大學)會計專業文憑，及於二零零二年十二月取得英國曼徹斯特大學工商管理碩士學位。彼目前為香港會計師公會的會員及英國特許公認會計師公會的會員。彼於審計、會計及財務方面擁有逾25年經驗。於二零一零年七月至二零一五年十一月，潘先生為聯交所主板上市公司中慧國際控股有限公司(股份代號：1143)(「中慧」)的執行董事、財務總監兼公司秘書，中慧主要從事電子製造服務、營銷及分銷品牌中小企電話系統、組裝及／或營銷與分銷品牌多媒體產品和電腦配件、遊戲及娛樂產品。潘先生負責制定及實施中慧的戰略目標及業務計劃。潘先生自二零一四年六月起擔任聯交所主板上市公司先達國際物流控股有限公司(股份代號：6123)的獨立非執行董事，該公司主要從事空運及海運業務，輔以一般銷售代理業務及其他服務，包括倉貯、配送、清關以及合約及配套物流服務。彼於二零零九年十月至二零一二年二月獲委任為聯交所主板上市公司科浪國際控股有限公司(股份代號：2336)的獨立非執行董事，該公司主要從事銷售半導體及相關產品業務以及開發及提供先進電子裝置解決方案業務。潘先生於科浪國際控股有限公司在二零零八年十二月提出清盤呈請後獲委任，該呈請隨後於二零一二年二月解除。

潘先生於二零一五年十二月十六日與本公司訂立服務合約，彼將繼續任職，自二零一五年十二月十六日起為期兩年，期滿後自動續期一年。儘管上文所述者，彼將按照本公司之組織章程細則於本公司之股東週年大會上輪值退任及重選連任。根據有關合約，潘先生有權每年收取201,600港元之董事袍金，此乃按當時市況及彼之角色及責任釐定。彼與本集團之任何董事、高級管理層、管理層股東、主要股東或控股股東概無關連。據董事所悉，於最後可行日期，潘先生並無擁有證券及期貨條例第XV部所界定之任何股份權益。

股東週年大會通告

WORLD-LINK LOGISTICS (ASIA) HOLDING LIMITED

環宇物流(亞洲)控股有限公司

(於開曼群島註冊成立之有限公司)

(股份代號：8012)

股東週年大會通告

茲通告環宇物流(亞洲)控股有限公司(「本公司」)謹訂於二零一六年六月十六日(星期四)下午三時假座新界荃灣德士古道150至164號聯合貨運中心3樓舉行股東週年大會(「股東週年大會」)或其續會，藉以處理下列事項：

1. 省覽及考慮本公司截至二零一五年十二月三十一日止年度之經審核綜合財務報表以及董事及核數師報告；
2. 重選陸有志先生為本公司之執行董事；
3. 重選潘家利先生為本公司之獨立非執行董事；
4. 授權本公司董事會釐定董事之酬金；
5. 續聘德勤•關黃陳方會計師行為本公司核數師，並授權本公司董事會釐定其酬金；
6. 作為特別事項，考慮並酌情通過(不論有否修訂)下列決議案為本公司之普通決議案：

「動議

- (a) 在下文第6(c)段之規限下，並遵照香港聯合交易所有限公司(「聯交所」)創業板證券上市規則(「創業板上市規則」)，一般及無條件地批准董事於有關期間(定義見下文)內行使本公司一切權力，以配發、發行或以其他方式處理本公司股本中之額外股份，以及作出或授出將會或可能須行使該等權力之要約、協議及購股權；
- (b) 上文第6(a)段之批准將授權董事可於有關期間內作出或授出將會或可能須於有關期間結束後行使該等權力之要約、協議及購股權；

股東週年大會通告

- (c) 董事根據上文第6(a)段之批准配發或同意有條件或無條件配發(不論是否根據購股權或其他方式配發者)及發行之股本面值總額,惟根據下列方式作出者則除外:
- (i) 供股(定義見下文);或
 - (ii) 根據向本公司及/或其任何附屬公司之高級職員及/或僱員及/或顧問發行本公司股份或授出可認購本公司股份之購股權或收購本公司股份之權利而當時採納之本公司任何購股權計劃或類似安排而行使或授出任何購股權;或
 - (iii) 任何以股代息或根據本公司不時生效之組織章程細則配發股份,以代替股份全部或部分股息之類似安排,不得超過本公司於本決議案獲通過當日之已發行股本面值總額之20%,而上述批准亦須受此數額限制;及
- (d) 就本決議案而言:
- (i) 「有關期間」乃指由本決議案獲通過當日起至下列三者中最早時限止之期間:
 - I. 本公司下屆股東週年大會結束時;
 - II. 依照本公司之組織章程細則或任何適用法例規定本公司須舉行下屆股東週年大會之期限屆滿時;或
 - III. 股東於股東大會上通過任何普通決議案撤銷或修訂本決議案所給予之授權時。

股東週年大會通告

- (ii) 「**供股**」指於董事指定期間內，向於某一指定記錄日期名列本公司股東名冊之股份持有人按彼等當時持有本公司股份之比例，向彼等提呈發售本公司股本中之股份，或提呈發售或發行認股權證、購股權或其他可認購本公司股本中股份之同類工具(惟董事有權就零碎股權，或考慮到適用於本公司之任何司法權區或適用於本公司之任何認可監管機構或任何證券交易所之法律或規定之任何限制或責任，或在釐定其法律或規定之任何限制或責任之存在或程度時可能涉及之費用或延誤，作出董事可能認為必要或權宜之有關豁免或其他安排)。」

7. 作為特別事項，考慮並酌情通過(不論有否修訂)下列決議案為本公司之普通決議案：

「動議

- (a) 在下文第7(b)段之規限下，一般及無條件地批准董事於有關期間內，受限於並遵照香港證券及期貨事務監察委員會、聯交所或任何其他證券交易所不時修訂之規則及規例以及所有有關之適用法例，行使本公司一切權力，以於聯交所創業板或本公司股份可能上市及就此獲香港證券及期貨事務監察委員會及聯交所認可之任何其他證券交易所上購回本公司股本中之已發行股份；
- (b) 在本公司根據上文第7(a)段之批准於有關期間內可購回之本公司已發行股份面值總額，不得超過本公司於本決議案獲通過當日之已發行股本面值總額之10%，而上述批准亦須受此數額限制；及
- (c) 就本決議案而言，「**有關期間**」與上文第6(d)(i)段所界定者具有相同涵義。」

股東週年大會通告

8. 作為特別事項，考慮並酌情通過(不論有否修訂)下列決議案為本公司之普通決議案：

「動議待本通告所載之第6項及第7項決議案獲通過後，擴大董事根據本通告所載之第6項決議案獲授予並在當時生效可行使本公司權力以配發、發行或以其他方式處理額外股份之一般授權，方法為在該一般授權加入相等於本公司根據本通告所載之第7項決議案獲授權購回股份面值總額之數額，惟該數額不得超過本公司於本決議案獲通過當日之已發行股本面值總額之10%。」

承董事會命
環宇物流(亞洲)控股有限公司
主席兼行政總裁
楊廣發

香港，二零一六年五月十八日

於本通告日期，執行董事為楊廣發先生、李鑑雄先生及陸有志先生，而獨立非執行董事則為潘家利先生、任嘉裕女士及侯思明先生。

附註：

1. 根據香港聯合交易所有限公司創業板證券上市規則，所有決議案均須於股東週年大會上以按股數投票方式表決。
2. 凡有權出席股東週年大會並於會上投票之股東，均有權委派一名或(倘彼為兩股或以上股份之持有人)多於一名受委代表代其出席及投票。受委代表毋須為本公司股東。倘委任超過一名受委代表，則有關代表委任表格須列明各受委代表所代表之股份數目及類別。
3. 代表委任表格連同簽署表格之授權書或其他授權文件(如有)，或經公證人簽署證明之授權書或授權文件副本，必須於股東週年大會或其任何續會指定舉行時間48小時前，送交本公司之香港股份過戶登記處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓，方為有效。
4. 交回代表委任文件後，股東仍可親身出席股東週年大會或其任何續會並於會上投票；在此情況下，代表委任文件將被視為已撤銷論。
5. 倘屬股份之聯名持有人，則任何一名聯名持有人可親身或委派受委代表就有關股份投票，猶如彼為唯一有權投票者；惟倘超過一名相關聯名持有人親身或委派受委代表出席股東週年大會，則排名較先之股東親身或委派受委代表作出之投票將獲接納，而其他聯名持有人一概不得投票。就此而言，排名先後將按本公司股東名冊內有關聯名持股之排名次序而定。

股東週年大會通告

6. 為釐定出席股東週年大會並於會上投票的資格，本公司將由二零一六年六月十四日(星期二)至二零一六年六月十六日(星期四)(包括首尾兩天)暫停辦理股份過戶登記手續，期間將不會進行本公司股份過戶登記。為出席股東週年大會並於會上投票，未登記為本公司股份持有人之人士應確保所有股份過戶文件連同有關股票，必須於二零一六年六月十三日(星期一)下午四時正前送交本公司之香港股份過戶登記處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓，以辦理登記手續。
7. 倘股東週年大會當日上午八時正後任何時間懸掛八號或以上熱帶氣旋警告信號或「黑色」暴雨警告信號生效，大會將會延期。本公司將於本公司網站<http://www.world-linkasia.com>及聯交所披露易網站www.hkexnews.hk刊發公佈，以通知股東有關重新安排之會議日期、時間及地點。