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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)**

### **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;
- (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.

(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.”

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.
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](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM”) of the Stock Exchange 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 notice 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 notice misleading.*

*This notice will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at [www.world-linkasia.com](http://www.world-linkasia.com).*

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告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本通告全部或任何部份內容而產生或因倚賴該等內容而引致的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)

### **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；
- (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。

(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。」

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。
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](http://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。

本通告之資料乃遵照聯交所創業板(「創業板」)證券上市規則之規定而刊載，旨在提供有關本公司之資料；各董事願就本通告之資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本通告所載資料在各重要方面均屬準確完備，並無誤導或欺詐成分，且並無遺漏任何事項，足以令致本通告或其所載任何陳述產生誤導。

本通告自公告日期起將在創業板網站[www.hkgem.com](http://www.hkgem.com)之「最新公司公告」網頁內登載最少七日及在本公司網站[www.world-linkasia.com](http://www.world-linkasia.com)內登載。