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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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **C-Link Squared Limited**, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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C-LINK SQUARED LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1463)

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES; RE-ELECTION OF THE RETIRING DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in the lower portion of this page and the cover inside page shall have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the 2025 AGM to be held at 10:00 a.m. on Friday, 27 June 2025 at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong is set out on pages 20 to 26 of this circular.

A form of proxy for use in connection with the 2025 AGM is also enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (www.clinksquared.com), respectively. If you do not intend to attend the 2025 AGM but wish to exercise your right as a Shareholder, you are required to complete and sign the form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the 2025 AGM (i.e., not later than 10:00 a.m. on Wednesday, 25 June 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the 2025 AGM or the adjournment thereof should you wish and in such event, the form of proxy shall be deemed to be revoked.

References to dates and time in this circular are to Hong Kong dates and time.

This circular is prepared in both English and Chinese. In the event of any inconsistency, the English version of this circular shall prevail over the Chinese version.

29 April 2025

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
Introduction	4
Issuing Mandate	5
Repurchase Mandate	5
Extension of the Issuing Mandate	6
Re-election of retiring Directors	6
Re-appointment of independent auditor	8
2025 AGM and closure of the register of members	8
Proxy arrangement	9
Voting by way of poll	9
Responsibility statement	9
Recommendation	10
APPENDIX I – EXPLANATORY STATEMENT	11
APPENDIX II – PARTICULARS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION	16
NOTICE OF 2025 AGM	20

DEFINITIONS

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

“2025 AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Friday, 27 June 2025 at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong or any adjournment thereof
“Articles of Association”	the third memorandum and articles of association of the Company currently in force, as amended, supplemented, restated or otherwise modified from time to time
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	C-Link Squared Limited, an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed and traded on the Main Board of the Stock Exchange (stock code: 1463)
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“ED(s)”	the executive Director(s)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Hong Kong Branch Share Registrar”	the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited
“INED(s)”	the independent non-executive Director(s)
“Issuing Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the 2025 AGM to allot, issue and deal with Shares and/or to sell or transfer Treasury Shares (if any) of not exceeding 20% of the aggregate number of the issued Shares (excluding Treasury Shares, if any) as at the date of passing the relevant resolution granting such mandate
“Latest Practicable Date”	22 April 2025, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Main Board”	the stock exchange (excluding the options market) operated by the Stock Exchange which is independent from and operating in parallel with GEM of the Stock Exchange
“Mandatory General Offer”	a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code
“NED(s)”	the non-executive Director(s)
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Board

DEFINITIONS

“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the 2025 AGM to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares (excluding Treasury Shares, if any) as at the date of passing the relevant resolution granting such mandate
“RM”	Ringgit Malaysia, the lawful currency of Malaysia
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of par value of one third Hong Kong cent each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-Backs, as amended, supplemented or otherwise modified from time to time and administered by the Securities and Futures Commission in Hong Kong
“Treasury Shares”	has the meaning ascribed thereto under the Listing Rules
“Year”	the year ended 31 December 2024
“%”	per cent

LETTER FROM THE BOARD

C-LINK SQUARED LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1463)

Executive Directors:

Mr. Ma Shengcong (*Chairman of the Board and
Chief Executive Officer*)
Ms. Zhang Ying

Non-executive Directors:

Mr. Ling Sheng Shyan
Dr. Wu Xianyi

Independent non-executive Directors:

Mr. Yang Junhui
Mr. Qian Jinaguang
Mr. Xie Yaozu

Registered office:

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Head office and principal place of
business in Malaysia:*

No. 1, Persiaran Sungai Buloh
Taman Industri Sungai Buloh
Kota Damansara
47810 Petaling Jaya
Selangor
Malaysia

Principal place of business in

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

29 April 2025

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
RE-ELECTION OF THE RETIRING DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Directors wish to seek the approval of the Shareholders at the 2025 AGM for, among other matters, the proposed grant of the Issuing Mandate and the Repurchase Mandate, the proposed extension of the Issuing Mandate, the proposed re-election of the retiring Directors, and the proposed re-appointment of the independent auditor of the Company.

The purpose of this circular is to give you information regarding the resolutions to be proposed at the 2025 AGM relating to the above matters and the notice of the 2025 AGM.

LETTER FROM THE BOARD

ISSUING MANDATE

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares and/or to sell or transfer Treasury Shares (if any), approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the Issuing Mandate to issue Shares and/or to sell or transfer Treasury Shares (if any). At the 2025 AGM, an ordinary resolution will be proposed to grant the Issuing Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Issuing Mandate and based on 2,874,251,497 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2025 AGM, the Directors, upon exercising all the powers of the Company, will be able to allot, issue and deal with Shares and/or to sell or transfer Treasury Shares (if any) up to a total of 574,850,299 Shares, being approximately 20% of the total number of the issued Shares (excluding Treasury Shares, if any) as at the date of the resolution in relation thereto. The Issuing Mandate, if granted at the 2025 AGM, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the passing of an ordinary resolution by the Shareholders at a general meeting of the Company revoking or varying the authority given to the Directors.

REPURCHASE MANDATE

In addition, an ordinary resolution will be proposed at the 2025 AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on the 2,874,251,497 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2025 AGM, the Directors, upon exercising all the powers of the Company, would be allowed to repurchase a maximum of 287,425,149 Shares, being approximately 10% of the total number of the issued Shares (excluding Treasury Shares, if any) as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the 2025 AGM, will be effective until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the passing of an ordinary resolution by the Shareholders at a general meeting of the Company revoking or varying the authority given to the Directors.

LETTER FROM THE BOARD

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

EXTENSION OF THE ISSUING MANDATE

An ordinary resolution will be proposed at the 2025 AGM, subject to the passing of the ordinary resolutions to grant the Issuing Mandate and the Repurchase Mandate, to extend the Issuing Mandate by the addition to the aggregate number of the Shares which may be allotted or agreed, conditionally or unconditionally, to be allotted (including Treasury Shares, if any, which may be sold or transferred or agreed, conditionally or unconditionally, to be sold or transferred) by the Directors pursuant to such general mandate of an amount representing the aggregate number of the Shares repurchased by the Company pursuant to the Repurchase Mandate provided that the extended amount shall not exceed 10% of the aggregate number of the issued Shares (excluding Treasury Shares, if any) as at the date of passing the resolution in relation thereto.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were two EDs, namely Mr. Ma Shengcong and Ms. Zhang Ying, two NEDs, namely Mr. Ling Sheng Shyan and Dr. Wu Xianyi, and three INEDs, namely Mr. Yang Junhui, Mr. Qian Jianguang and Mr. Xie Yaozu.

Article 108(a) of the Articles of Association provides that 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 at each annual general meeting provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years and shall be eligible for re-election.

Article 108(b) of the Articles of Association provides that the Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

In accordance with the abovementioned Articles, Ms. Zhang Ying, Mr. Ling Sheng Shyan and Mr. Qian Jianguang will retire from office and, being eligible, have offered themselves for re-election at the 2025 AGM.

LETTER FROM THE BOARD

The biographical details of each of the retiring Directors to be re-elected at the 2025 AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules. Under resolution no. 2, the re-election of Directors will be individually voted on by the Shareholders.

The Board selects INEDs based on their qualification and experience and hence their ability to contribute to the affairs of the Group, and of overriding importance is their possession of a mindset that is independent and constructively challenges management's views. Although some INEDs do not necessarily have a background in the provision of outsourced services, the distribution and sales of medical equipment and pharmaceutical products in the PRC, and the provision of internet hospital and brick-and-mortar clinical services in the PRC, their backgrounds in the finance and legal fields have enabled them to contribute to the management of the risks involved as well as add to the diversity of the skills and perspectives of the Board given their different educational backgrounds and diverse work experience.

The Nomination Committee has (i) reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's director nomination policy and board diversity policy; (ii) considered the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) set out in the board diversity policy of the Company in relation to the retiring Directors; and (iii) reviewed and assessed the independence of all INEDs.

In particular, the Nomination Committee and the Board are of view that Ms. Zhang Ying possesses extensive experience in the marketing and technology industry, which would enable her to oversee and manage the corporate strategic planning and business development of the Group. In addition, Mr. Ling Sheng Shyan possesses rich experience in the industry in which the Group is operating in and is able to continue providing valuable advice to the Company. Furthermore, Mr. Qian Jianguang represents qualification and industry backgrounds which are different from those of the other Directors. Mr. Qian Jianguang has over 14 years of working experience in the financial management and auditing industry. The Board believes that, with their experience and knowledge, they will bring professionalism and diverse perspectives to the Board, thus contributing to better corporate governance of the Company. With these perspectives, skills, experience and diversity that the retiring Directors can bring to the Board, the Nomination Committee and the Board have considered that the retiring Directors satisfy the selection criteria as set out in the Company's director nomination policy and the diversity aspects as set out in the Company's board diversity policy.

LETTER FROM THE BOARD

Mr. Qian Jianguang is not involved in the daily management of the Company nor has any relationships with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company which would interfere with the exercise of his independent judgment. In addition, Mr. Qian Jianguang has made a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee and the Board are of the view that after taking into account of the above factors, Mr. Qian Jianguang meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the provisions of the guidelines.

Having taken into account the above factors, the Nomination Committee has recommended to the Board the re-election of the retiring Directors, who are due to retire at the 2025 AGM. With the nomination of the Nomination Committee, the Board has recommended that the retiring Directors, namely Ms. Zhang Ying, Mr. Ling Sheng Shyan and Mr. Qian Jianguang, stand for re-election as Directors at the 2025 AGM. The retiring Directors had abstained from the discussion and voting at the meetings of the Nomination Committee and the Board regarding their respective nominations.

RE-APPOINTMENT OF INDEPENDENT AUDITOR

CCTH CPA Limited will retire as the auditor of the Company at the 2025 AGM and, being eligible, offer themselves for re-election. The Board, upon the recommendation of the Audit Committee, proposed to re-appoint CCTH CPA Limited at the 2025 AGM in accordance with Rule 13.88 of the Listing Rules as the independent auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration for the year ending 31 December 2025.

2025 AGM AND CLOSURE OF REGISTER OF MEMBERS

The notice convening the 2025 AGM is set out on pages 20 to 26 of this circular. At the 2025 AGM, resolutions will be proposed to approve, among others, the grant of the Issuing Mandate and the Repurchase Mandate, the extension of the Issuing Mandate, the re-election of the retiring Directors and the re-appointment of the independent auditor of the Company.

For determining the Shareholders' entitlement to attend and vote at the 2025 AGM, the register of members of the Company will be closed from Tuesday, 24 June 2025 to Friday, 27 June 2025 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the 2025 AGM, the unregistered holders of Shares must lodge all transfer documents, accompanied by the relevant share certificates and properly completed transfer forms, with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 23 June 2025.

LETTER FROM THE BOARD

PROXY ARRANGEMENT

A form of proxy for use in connection with the 2025 AGM is enclosed with this circular and such form of proxy is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.clinksquared.com). If you do not intend to attend the 2025 AGM but wish to exercise your right as a Shareholder, you are required to complete and sign the form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 48 hours before the time appointed for holding the 2025 AGM (i.e., not later than 10:00 a.m. on Wednesday, 25 June 2025) or the adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2025 AGM or the adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 72 of the Articles of Association, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting decides, in good faith, 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 2025 AGM will be voted by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all such votes in the same way.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the 2025 AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 believe that the proposals for the grant of the Issuing Mandate and the Repurchase Mandate, the extension of the Issuing Mandate, the re-election of the retiring Directors and the re-appointment of the independent auditor of the Company as set out in the notice convening the 2025 AGM are in the best interests of the Company and the Shareholders as a whole. Therefore, the Directors recommend the Shareholders voting in favour of the relevant resolutions to be proposed at the 2025 AGM as set out in the notice convening the 2025 AGM on pages 20 to 26 of this circular.

Yours faithfully,

By order of the Board

C-Link Squared Limited

Ma Shengcong

Chairman of the Board and executive Director

The appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the proposed grant of the Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

Under the Listing Rules, a company is prohibited from knowingly purchasing securities on the Stock Exchange from a “core connected person”, that is, any director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

As at the Latest Practicable Date, to the best knowledge of the Directors, having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 2,874,251,497 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and assuming that no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of the 2025 AGM, the Directors would be authorised to exercise all the powers of the Company to repurchase up to a maximum of 287,425,149 Shares, representing approximately 10% of the issued Shares (excluding Treasury Shares, if any) as at the date of the 2025 AGM up to the earliest of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders at a general meeting of the Company.

3. REASONS FOR SHARE BUY-BACK

The Company has no present intention to repurchase any Shares but the Directors consider that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time of repurchasing Shares, lead to the Directors resolving to cancel the Shares bought back following settlement of any such repurchased Shares or hold them as Treasury Shares. Shares repurchased for cancellation may lead to an enhancement of the net assets value per Share and/or earnings per Share. Shares repurchased and held by the Company as Treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles of Association, and the laws of the Cayman Islands. Repurchases of Shares will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASE

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the laws of the Cayman Islands, the Articles of Association and the Listing Rules for such purpose.

5. IMPACT OF REPURCHASE

An exercise of the Repurchase Mandate in full might have a material adverse impact on the working capital or gearing position of the Company when compared with the position as disclosed in the Company's latest published audited consolidated financial statements for the Year contained in the Company's annual report 2024. The Company does not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

6. SHARE PRICES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange in each of the previous twelve months immediately prior to the Latest Practicable Date were as follows:

Month	Price per Share (HK\$)	
	Highest	Lowest
2024		
April	1.710	1.090
May	1.630	1.100
June	1.200	0.800
July	0.950	0.285
August	1.390	0.275
September	0.910	0.390
October	1.100	0.260
November	0.650	0.350
December	0.470	0.290
2025		
January	0.330	0.201
February	0.295	0.200
March	0.250	0.200
April (<i>up to the Latest Practicable Date</i>)	0.275	0.151

7. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of their knowledge and having made all reasonable enquiries, their respective close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved by the Shareholders at the 2025 AGM.

8. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken that so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

The Directors confirm that the explanatory statement set out in this Appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the Repurchase Mandate has any unusual features.

9. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to buy-back Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could, depending on the level of increase of the interest of the Shareholder(s), obtain or consolidate control of the Company and become obliged to make a Mandatory General Offer. According to the register of interests and short positions in Shares maintained by the Company under Section 336 of the SFO, as at the Latest Practicable Date, the following Shareholders were interested or deemed to be interested in 5% or more of the issued Shares:

Name of Shareholders	Capacity/ Nature of interest	Number of issued Shares held	Position held	Approximate percentage of shareholding	Approximate percentage of shareholding if Repurchase Mandate is exercised in full
Mr. Wang Yaxian	Beneficial owner	522,000,000	Long position	18.16%	20.18%
Mr. Wu Xianlong*	Beneficial owner	360,000,000	Long position	12.53%	13.92%
Sun Join Capital Investment Limited	Beneficial owner	284,550,898	Long position	9.90%	11.00%
Ms. Zou Cheung	Interest of corporation	284,550,898	Long position	9.90%	11.00%
Mr. Li Lianbin	Interest of spouse	284,550,898	Long position	9.90%	11.00%
Sun Join Venture Management Limited	Beneficial owner	189,700,599	Long position	6.60%	7.33%
Ms. Le Xian	Interest of corporation	189,700,599	Long position	6.60%	7.33%
Mr. Wan Shifang	Beneficial owner	162,000,000	Long position	5.64%	6.26%
Mr. Liao Hui*	Beneficial owner	153,468,000	Long position	5.34%	5.93%

* For identification purpose only

Pursuant to the Takeovers Code, the requirement to make a Mandatory General Offer is triggered when any person holds not less than 30%, but not more than 50%, of the voting rights of a company and that person acquires additional voting rights and such acquisition has the effect of increasing that person's holding of voting rights of the company by more than 2% from the lowest percentage holding of that person in the 12 month period ending on and inclusive of the date of the relevant acquisition, and such rule applies to any immediately preceding 12 month period if at any time during such period a person, or group of persons acting in concert, holds 50% or less of the voting rights.

To the best knowledge and belief of the Directors, the Company's exercise of its powers to buy-back any Shares pursuant to the Repurchase Mandate will not result in any Shareholders becoming obliged to make a Mandatory General Offer under the Takeovers Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

10. SHARE REPURCHASE MADE BY THE COMPANY

The Company did not redeem any of its Shares listed and traded on the Main Board of the Stock Exchange nor did the Company or any of its subsidiaries purchase or sell any of such Shares in the six months preceding the Latest Practicable Date.

The particulars of the Directors retiring as required by the Articles of Association and the Listing Rules and proposed to be re-elected at the 2025 AGM are set out as follows.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules in respect of each of the following retiring Directors and there are no other matters that need to be brought to the attention of the Shareholders in respect of each of the following retiring Directors' re-election.

Ms. Zhang Ying (“Ms. Zhang”)

Position and Experience

Ms. Zhang, aged 44, was appointed as an ED with effect from 1 May 2023. Ms. Zhang is responsible for overseeing and monitoring the Group's daily operations and participating in formulating and assessing the Company's goals and objectives. She is also responsible for overseeing and managing the corporate strategic planning and the business development of the Group.

Ms. Zhang has approximately over 19 years of working experience in the marketing and technology industry. She has an in-depth understanding of emerging marketing technologies, especially in the artificial intelligence field. From January 2019 to May 2023, Ms. Zhang was the marketing director of the Emerging Innovative Business Division at Beijing SenseTime Technology Development Co., Ltd. (北京市商湯科技開發有限公司), a company engaged in artificial intelligence software innovation in the PRC, in which she was responsible for product incubation and business development of intelligent marketing products in new consumer areas. From May 2016 to December 2018, she worked as the assistant vice president and general manager of the business unit at OpSmart Technology Co., Ltd. (北京掌慧縱盈科技股份有限公司), a company engaged in the development and integration of intelligent hardware, data management platforms and precision marketing, commercial application of big data and global network services in the PRC. From September 2014 to December 2015, she worked as the vice president of BlueFocus Culture Communication Co., Ltd. (藍色天幕文化傳播有限公司), a marketing technology company of the BlueFocus Communication Group in the PRC. From October 2010 to April 2014, she worked as the senior sales manager at JCDecaux China, an outdoor advertising company in the PRC. From August 2008 to September 2010, she worked as the assistant to the chief executive officer at the PRC branch company of Neo Media Group, a digital marketing company. From May 2006 to August 2008, she worked as the assistant to the general manager of the Business Division at Avic Culture Co., Limited (中航文化股份有限公司), a company engaged in public relations, film and television, and media and outdoor advertising in the PRC.

In July 2003, Ms. Zhang graduated from Northeastern University in the PRC with a bachelor's degree in International Trade. In July 2007, she obtained a master's degree in International Media Research from the Communication University of China in the PRC.

Saved as disclosed above, Ms. Zhang (i) does not hold any other position within the Group; and (ii) has not held any directorship in any public company, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years.

Length of service and emoluments

Ms. Zhang has entered into a service agreement with the Company for a term of three years commencing from 1 May 2023 and shall be renewed and extended automatically by three years on the expiry of the term, unless terminated in accordance with the terms of the service agreement and is subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Ms. Zhang is presently entitled to a Director's fee of HK\$120,000 per annum as set out in her service agreement. Ms. Zhang's emolument has been reviewed by the Remuneration Committee and determined by the Board with reference to her responsibilities and duties within the Company and the prevailing market conditions. For the Year, she received a director's fee of HK\$120,000. The total amount of her emoluments for the Year was HK\$120,000.

Relationships

Ms. Zhang does not have any relationship with any Directors, senior management, or substantial shareholders or controlling shareholders of the Company.

Interest in Shares

As at the Latest Practicable Date, Ms. Zhang was not interested or deemed to be interested in any shares, underlying shares or debenture of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Ling Sheng Shyan ("Mr. Ling")

Position and Experience

Mr. Ling, aged 63, was appointed as a NED with effect from 15 February 2019. Mr. Ling is responsible for advising on the corporate and business strategies of the Group, and is also a director of a number of subsidiaries of the Company in Malaysia. Mr. Ling has been the managing director and chief executive officer of Compugraphic Forms Sdn. Bhd. (principally engaged in designing and printing computer forms) since 1985. He had been the executive director of Rafreq Maschinenbau Sdn. Bhd. (principally engaged in machinery design & fabrication) for nine years until July 2018. He has also been the director of Rejoice Home Sdn. Bhd. (principally engaged in investment holding) and Rejoice Homes Ltd (principally engaged in buying and selling of own real estate) since December 2005 and February 2017, respectively.

Mr. Ling obtained the Secondary School Honour Graduation Diploma from High Park School and the Ministry of Education, Ontario in Toronto, Canada in August 1979.

Saved as disclosed above, Mr. Ling (i) does not hold any other position within the Group; and (ii) has not held any directorship in any public company, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years.

Length of service and emoluments

Mr. Ling has entered into a letter of appointment with the Company for a term of three years commencing from 27 March 2020, and shall be renewed and extended automatically by three years on the expiry of the term, unless terminated in accordance with the terms of the service agreement and is subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Mr. Ling's remuneration is fixed at the rate of HK\$200,000 per annum under the letter of appointment, which has been reviewed by the Remuneration Committee and is determined by the Company with reference to his duties and level of responsibilities and the remuneration policy of the Company. For the Year, he received a director's fee of HK\$200,000. The total amount of his emoluments for the Year was HK\$200,000.

Relationships

Mr. Ling does not have any relationship with any Directors, senior management, or substantial shareholders or controlling shareholders of the Company.

Interest in Shares

As at the Latest Practicable Date, Mr. Ling was not interested or deemed to be interested in any shares, underlying shares or debenture of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Qian Jianguang (“Mr. Qian”)

Position and Experience

Mr. Qian, aged 41, was appointed as an INED with effect from 18 August 2022, a member of the Remuneration Committee and the Nomination Committee with effect from 25 October 2022 and a member of the Audit Committee with effect from 4 November 2022. Mr. Qian has over 14 years of working experience in the financial management and auditing industry. Mr. Qian has been a member of the Association of Chartered Certified Accountants (ACCA) since 2020 and a certified management accountant (CMA) since 2014. He also obtained the intermediate accountant qualification certificate issued by the Shanghai Municipal Human Resources and Social Security Bureau in 2014. From January 2022 to July 2023, he worked as the chief financial officer of Takung Art Co., Ltd. (ticker symbol: TKAT), an online trading platform operator of international art and collectibles listed on the NYSE American of the United States. From October 2020 to June 2021, he worked as the chief financial officer of Merit-link Group, a company engaged in investment consulting and corporate finance consulting. From June 2018 to June 2020, he was the financial

director of the shared service centre in Shanghai Joyu Culture Communication Co., Ltd.*, the holding company of the Lvmama Group, a business-to-consumer based e-tourism platform for DIY tour advisory and booking in the PRC, where he was responsible for budgeting, cost analysis, tax management and financial reporting of the company. From December 2014 to June 2018, he served as the financial director at ShopeX Group, an e-commerce software and service provider in the PRC, where he was responsible for budgeting, cost analysis, tax management and financial reporting of the group. From April 2013 to July 2014, he was the financial manager at Minmetals Condo (Shanghai) Construction Co., Ltd.*, a subsidiary of Minmetals Land Limited (stock code: 230), a company listed on the Main Board and engaged in design, fabrication and installation of curtain wall, cladding wall and roofing system, where he was responsible for implementing financial information systems and overseeing the financial reporting process for the business.

In June 2006, Mr. Qian graduated from Lanzhou University of Technology in the PRC with a bachelor's degree in finance. In June 2012, he received a master's degree in accounting from Shanghai University of Finance and Economics in the PRC.

Saved as disclosed above, Mr. Qian (i) does not hold any other position within the Group; and (ii) has not held any directorship in any public company, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years.

Length of service and emoluments

Mr. Qian has entered into a letter of appointment with the Company for a term of three years commencing on 18 August 2022, and shall be renewed and extended automatically by three years on the expiry of the term, unless terminated in accordance with the terms of the service agreement and is subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Mr. Qian is presently entitled to receive a director's fee of HK\$120,000 per annum. His emolument has been reviewed by the Remuneration Committee and determined by the Board with reference to his responsibilities and duties within the Company and the prevailing market conditions. For the Year, he received a director's fee of approximately HK\$120,000. The total amount of his emoluments for the Year was approximately HK\$120,000.

Relationships

Mr. Qian does not have any relationship with any Directors, senior management, or substantial shareholders or controlling shareholders of the Company.

Interest in Shares

As at the Latest Practicable Date, Mr. Qian was not interested or deemed to be interested in any shares, underlying shares or debenture of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

* For identification purpose only

NOTICE OF 2025 AGM

C-LINK SQUARED LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1463)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**2025 AGM**”) of C-Link Squared Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, 27 June 2025 at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong, for the following purposes:

As ordinary resolutions,

1. To consider and receive the audited consolidated financial statements of the Company and the reports of directors (the “**Directors**”) and independent auditor of the Company for the year ended 31 December 2024.
2. To consider and re-elect the following retiring Directors each as a separate resolution:
 - (i) To re-elect Ms. Zhang Ying as an executive Director;
 - (ii) To re-elect Mr. Ling Sheng Shyan as a non-executive Director; and
 - (iii) To re-elect Mr. Qian Jianguang as an independent non-executive Director.
3. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration for the year ending 31 December 2025.
4. To re-appoint CCTH CPA Limited as the independent auditor of the Company for the ensuing year and authorise the Board to fix its remuneration.
5. To consider as special business and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

“**THAT:**

- (a) subject to paragraph (c) of this resolution below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with shares of the Company (the “**Shares**”) or securities convertible into or exchange for Shares, or options or warrants, for similar rights to subscribe for any Shares and/or to sell or transfer treasury Shares, (the “**Treasury Shares**”) (if any) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF 2025 AGM

- (b) the approval in paragraph (a) of this resolution above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and Treasury Shares, if any, sold or transferred or agreed conditionally or unconditionally to be sold or transferred by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the memorandum and articles of association of the Company in force from time to time (the “**Articles of Association**”); or (iv) any issue of Shares upon the exercise of rights of subscription, conversion or exchange under the terms of any warrants of the Company or any securities which are convertible into or exchangeable for Shares, shall not exceed the aggregate of 20% of the aggregate number of the issued Shares (excluding Treasury Shares, if any) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution above shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any other applicable laws of the Cayman Islands; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking or varying the authority given to the Directors by this resolution.

NOTICE OF 2025 AGM

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).

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

“**THAT:**

- (a) subject to paragraph (b) of this resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange under the Hong Kong Code on Share Buy-backs issued by the Commission for such purpose, and otherwise in accordance with the rules and regulations of the Commission, the Stock Exchange and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares (excluding Treasury Shares, if any) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF 2025 AGM

(c) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any other applicable laws of the Cayman Islands; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

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

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

By order of the Board
C-Link Squared Limited
Ma Shengcong

Chairman of the Board and executive Director

Hong Kong, 29 April 2025

NOTICE OF 2025 AGM

Registered office:

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Headquarters and principal place of business in Malaysia:

No. 1, Persiaran Sungai Buloh
Taman Industri Sungai Buloh
Kota Damansara
47810 Petaling Jaya
Selangor
Malaysia

Principal place of business in Hong Kong:

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

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

Executive Directors:

Mr. Ma Shengcong (*Chairman of the Board and Chief Executive Officer*)
Ms. Zhang Ying

Non-executive Directors:

Mr. Ling Sheng Shyan
Dr. Wu Xianyi

Independent non-executive Directors:

Mr. Yang Junhui
Mr. Qian Jianguang
Mr. Xie Yaozu

NOTICE OF 2025 AGM

Notes:

1. Any member of the Company (the “**Member(s)**”) entitled to attend and vote at the 2025 AGM convened by this Notice or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares in the Company, more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the Articles of Association. A proxy need not be a Member but must be present in person at the 2025 AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number and class of such Shares in respect of which such proxy is so appointed.
2. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited located at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 48 hours before the time appointed for holding the 2025 AGM (i.e., not later than 10:00 a.m. on Wednesday, 25 June 2025) or its adjourned meeting. Completion and return of a form of proxy will not preclude a Member from subsequently attending in person and voting at the 2025 AGM or its adjourned meeting should he/she so wish.
3. For determining the Members’ entitlement to attend and vote at the 2025 AGM, the register of Members will be closed from Tuesday, 24 June 2025 to Friday, 27 June 2025 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the 2025 AGM, the unregistered holders of Shares must lodge all transfer documents and properly completed transfer forms, accompanied by the relevant share certificates, with the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Monday, 23 June 2025.
4. In relation to the proposed resolution no. 2 above, details of the retiring Directors standing for re-election are set out in Appendix II to the circular (the “**Circular**”) of the Company dated 29 April 2025.
5. In relation to the proposed resolution no. 4 above, the Board concurs with the views of the audit committee of the Board and has recommended that CCTH CPA Limited be re-appointed as independent auditor of the Company.
6. In relation to the proposed resolutions nos. 5 and 7 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares and/or the sale or transfer of Treasury Shares (if any) under the Listing Rules. The Directors wish to state that they have no immediate plans to issue any new Shares.
7. In relation to the proposed resolution no. 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Members. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the Circular.

NOTICE OF 2025 AGM

8. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this Notice will be taken by way of a poll.
9.
 - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the 2025 AGM, the 2025 AGM will be postponed and Members will be informed of the date, time and venue of the postponed 2025 AGM by a supplemental notice posted on the respective websites of the Company and the Stock Exchange.
 - (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled three hours or more before the appointed time of the 2025 AGM and where conditions permit, the 2025 AGM will be held as scheduled.
 - (c) The 2025 AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.
 - (d) After considering their own situations, Members should decide on their own whether or not they would attend the 2025 AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
10. Members attending the 2025 AGM in person or by proxy shall bear their own transportation and accommodation expenses, and shall produce their identity documents.
11. References to dates and time in this notice are to Hong Kong dates and time.
12. Shareholders should check the Company's website at www.clinksquared.com for future announcements and updates on the 2025 AGM arrangements.
13. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.