
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 licensed 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 Chinlink International Holdings Limited, you should at once hand this circular and the accompanying 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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CHINLINK INTERNATIONAL HOLDINGS LIMITED

普匯中金國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 0997)

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

A notice convening the annual general meeting of Chinlink International Holdings Limited to be held at Suites 5-6, 40/F., One Exchange Square, 8 Connaught Place, Central, Hong Kong on Monday, 16 September 2019 at 3:00 p.m. is set out on pages 14 to 18 of this circular. Whether or not you are able to attend the annual general meeting in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof (as the case may be) to the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof (as the case may be) should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

30 July 2019

* For identification purpose only

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Suites 5-6, 40/F., One Exchange Square, 8 Connaught Place, Central, Hong Kong on Monday, 16 September 2019 at 3:00 p.m., notice of which is set out on pages 14 to 18 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“Company”	Chinlink International Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“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 People’s Republic of China
“Issue Mandate”	as defined in paragraph 4 of the Letter from the Board
“Latest Practicable Date”	25 July 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	as defined in paragraph 3 of the Letter from the Board

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shares(s)”	the ordinary share(s) of nominal value of HK\$0.3125 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Share Option Scheme”	the share option scheme approved and adopted by the Company on 21 September 2012
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong
“%”	per cent.

In case of discrepancy between the original English version and the Chinese translation of this circular, the English version shall prevail.

LETTER FROM THE BOARD



CHINLINK INTERNATIONAL HOLDINGS LIMITED

普匯中金國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 0997)

Executive Directors:

Mr. Li Weibin (*Chairman and Managing Director*)

Mr. Siu Wai Yip

Mr. Lau Chi Kit

Non-executive Director:

Ms. Fung Sau Mui

Independent Non-executive Directors:

Dr. Ho Chung Tai, Raymond

Ms. Lai Ka Fung, May

Ms. Chan Sim Ling, Irene

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head Office and Principal Place of
Business in Hong Kong:*

Suites 5-6, 40/F

One Exchange Square

8 Connaught Place

Central, Hong Kong

30 July 2019

To the Shareholders

Dear Sir/Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the ordinary resolutions to be proposed at the AGM for the approval of (i) the re-election of retiring Directors; (ii) the granting of the Repurchase Mandate, the Issue Mandate and the extension of the Issue Mandate to the Directors; and (iii) notice of AGM.

* For identification purpose only

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 87 of the Bye-laws, Mr. Siu Wai Yip, Mr. Lau Chi Kit and Dr. Ho Chung Tai, Raymond shall retire by rotation at the AGM and, being eligible, offer themselves for re-election.

Brief biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

3. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 14 September 2018, a general mandate was given by the Company to the Directors to exercise the power of the Company to repurchase Shares. Under the Listing Rules, this general mandate will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to give a general and unconditional mandate to the Directors to exercise the power of the Company to repurchase at any time until the next annual general meeting of the Company following the passing of the ordinary resolution or such earlier period as stated in the ordinary resolution Shares up to a maximum of 10% of the total number of Shares in issue at the date of the passing of the such resolution (the “**Repurchase Mandate**”). As at the Latest Practicable Date, a total of 1,461,609,692 Shares were in issue. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased by the Company from the Latest Practicable Date to the AGM, the Company will be allowed to repurchase a maximum of 146,160,969 Shares under the Repurchase Mandate.

An explanatory statement as required by the Listing Rules to provide the requisite information is set out in Appendix II to this circular.

4. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 14 September 2018, a general mandate was given by the Company to the Directors to exercise the powers of the Company to issue Shares. Under the Listing Rules, this general mandate will lapse at the conclusion of the AGM.

LETTER FROM THE BOARD

At the AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to issue during the period up to the next annual general meeting of the Company following the passing of the ordinary resolution or such earlier period as stated in the ordinary resolution Shares representing up to 20% of the total number of Shares in issue at the date of passing such resolution (the “**Issue Mandate**”). As at the Latest Practicable Date, a total of 1,461,609,692 Shares were in issue. Subject to the passing of the ordinary resolution granting the Issue Mandate and on the basis that no further Shares will be issued or repurchased by the Company from the Latest Practicable Date to the AGM, the Company will be allowed to issue a maximum of 292,321,938 Shares under the Issue Mandate. In addition, an ordinary resolution will be proposed to authorise extension of the Issue Mandate which would increase the limit of the Issue Mandate by adding to it the number of Shares repurchased under the Repurchase Mandate.

5. AGM

The notice of the AGM is set out on pages 14 to 18 of this circular. A form of proxy for the AGM is enclosed herewith. Whether or not you are able to attend the AGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be) to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

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

6. TAKING BY POLL AT AGM

According to the Listing Rules, all votes at the AGM are required to be taken by poll except where the chairman of the meeting, 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, the chairman of the AGM will demand a poll regarding the voting for all the resolutions set out in the notice of AGM.

LETTER FROM THE BOARD

7. RECOMMENDATIONS

The Directors consider that the proposed re-election of retiring Directors, the granting of the Repurchase Mandate and the Issue Mandate and the extension of the Issue Mandate are in the best interests of the Company and the Shareholders as a whole and, accordingly, recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM. The Directors intend to do so themselves in respect of their own shareholdings in the Company.

8. 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.

9. GENERAL

Your attention is also drawn to the information set out in the Appendices to this circular.

By order of the Board
Chinlink International Holdings Limited
Li Weibin
Chairman

The biographical details of the Directors who will offer themselves for re-election at the AGM are set out below:

EXECUTIVE DIRECTORS**Mr. SIU Wai Yip**

Mr. SIU Wai Yip (“**Mr. Siu**”), aged 63, joined the Group as an executive Director since 27 January 2012. Mr. Siu holds a Bachelor of Arts degree from The University of Hong Kong. He has over 10 years’ of experience in banking and financing and previously held executive positions at various major international banks, with specialization in trade financing and corporate banking. Prior to joining the Group, he was appointed as an executive director of Matsunichi Communication Holdings Limited (now known as Goldin Properties Holdings Limited, stock code: 283) from January 2005 to February 2006. He was an executive director of Vincent Intertrans (Holdings) Limited (now known as Shanghai Industrial Urban Development Group Limited, stock code: 563) from July 1998 to May 1999. The shares of these two companies are listed on the Main Board of the Stock Exchange.

As at the Latest Practicable Date, Mr. Siu held 542,804 share options granted under the Share Option Scheme, which entitled him to subscribe for 542,804 Shares, representing approximately 0.037% of the total number of Shares in issue. Save as aforesaid, Mr. Siu did not have, and was not deemed to have, any interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Siu entered into a service agreement with the Company for no fixed term but will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws, which may be terminated by one month’s notice in writing by either party. According to the service agreement, Mr. Siu is entitled to receive a director’s remuneration of HK\$1,771,200 per annum, which is determined by reference to his qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

Mr. LAU Chi Kit

Mr. LAU Chi Kit (“**Mr. Lau**”), aged 74, joined the Group as an independent non-executive Director since 18 February 2012, and he was re-designated as an executive Director on 18 September 2013. Mr. Lau retired from The Hongkong and Shanghai Banking Corporation Limited (“**HSBC**”) in late December 2000 after more than 35 years’ of service. Amongst the major positions at HSBC, he served as Assistant General Manager and Head of Personal Banking Hong Kong and Assistant General Manager and Head of Strategic Implementation, Asia-Pacific Region. Mr. Lau is a Fellow of the Hong Kong Institute of Bankers (the “**Institute**”). He served as the Chairman of the Institute’s Executive Committee (from January 1999 to December 2000) and is currently the Honorary Advisor of the Institute’s Executive Committee. He has served as a Member on a number of committees appointed by the Government of Hong Kong Special Administrative Region, including the Advisory Council on the Environment (from October 1998 to December 2001), the Advisory Committee on Human Resources Development in the Financial Services Sector (from June 2000 to May 2001), the Corruption Prevention Advisory Committee of the Independent Commission Against Corruption (from January 2000 to December 2003), the Environment and Conservation Fund Committee (from August 2000 to October 2006), the Innovation and Technology Fund (Environment) Projects Vetting Committee (from January 2000 to December 2004) and the Law Reform Commission’s Privacy Sub-committee (from February 1990 to March 2006). Mr. Lau also served as a Chairman of Business Environment Council Limited (from September 1998 to December 2001). Currently, he is also an independent non-executive director of Century Sunshine Group Holdings Limited (stock code: 509), Royale Furniture Holdings Limited (stock code: 1198), Leoch International Technology Limited (stock code: 842), Hin Sang Group (International) Holding Co. Ltd. (stock code: 6893) and Janco Holdings Limited (Stock code: 8035), and was an independent non-executive director of Hang Pin Living Technology Company Limited (previously known as Hua Long Jin Kong Company Limited and Highlight China IoT International Limited and Ford Glory Group Holding Limited, stock code: 1682) from September 2010 to September 2017. Except for Janco Holdings Limited with its shares listed on the Growth Enterprise Market of the Stock Exchange, all the shares of the companies mentioned above are listed on the Main Board of the Stock Exchange.

As at the Latest Practicable Date, Mr. Lau was interested in 200,000 Shares, representing approximately 0.014% of the total number of Shares in issue. He also held 361,869 share options granted under the Share Option Scheme, which entitled him to subscribe for 361,869 Shares, representing approximately 0.025% of the total number of Shares in issue. Save as aforesaid, Mr. Lau did not have, and was not deemed to have, any interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Lau entered into a service agreement with the Company for no fixed term but will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws, which may be terminated by one month's notice in writing by either party. According to the service agreement, Mr. Lau is entitled to receive a director's remuneration of HK\$409,200 per annum, which is determined by reference to his qualifications, experience, duties and responsibilities with the Company and the prevailing market conditions.

INDEPENDENT NON-EXECUTIVE DIRECTOR**Dr. HO Chung Tai, Raymond**

Dr. HO Chung Tai, Raymond (“**Dr. Ho**”), aged 80, joined the Group as an independent non-executive Director since 17 December 2013. Dr. Ho is a former member of the Legislative Council (1996-2012), a former Hong Kong Deputy to the 10th & 11th National People's Congress and the past President of the Hong Kong Institution of Engineers (1987-1988). He holds a Doctorate in Civil Engineering from City University of London, United Kingdom; an Honorary Doctorate of Laws from The University of Manchester, United Kingdom; an Honorary Doctorate of Business Administration from City University of Hong Kong; a Bachelor of Science degree in Engineering from The University of Hong Kong; and a Postgraduate Diploma in Geotechnical Engineering from The University of Manchester, United Kingdom. Currently, Dr. Ho is the Chairman of the Advisory Committee for the Guangdong Daya Bay Nuclear Plant and LingAo Nuclear Plant Safety Consultative Committee (2005-present) and Professional Advisor to The Ombudsman of Hong Kong (Engineering and Surveying) (1995-2013, 2015-present). He has served as a Board Member of the Airport Authority Hong Kong (2008-2014), the former Chairman of the Hong Kong Trade Development Council Infrastructure Development Advisory Committee (2009-2013) and the Founding Council Chairman of City University of Hong Kong (1992-1994). He is also an independent non-executive director of GCL-Poly Energy Holdings Limited (stock code: 3800), Deson Development International Holdings Limited (stock code: 262) and AP Rentals Holdings Limited (stock code: 1496); and the chairman and non-executive director of SCUD Group Limited (stock code: 1399). He was also an independent non-executive director of China State Construction International Holdings Limited (stock code: 3311) from June 2005 to June 2019. The shares of these five companies mentioned above are listed on the Main Board of the Stock Exchange.

As at the Latest Practicable Date, Dr. Ho held 361,869 share options granted under the Share Option Scheme, which entitled him to subscribe for 361,869 Shares, representing approximately 0.025% of the total number of Shares in issue. Save as aforesaid, Dr. Ho did not have, and was not deemed to have, any interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Dr. Ho entered into a letter of appointment with the Company as an independent non-executive Director for a fixed term of three years commencing from 17 December 2016, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Dr. Ho is entitled to receive a director's remuneration of HK\$720,000 per annum as determined by the Board with regard to his qualifications, experience, duties and responsibilities with the Company and the prevailing market conditions.

General Information

Save as disclosed above, (i) each of the abovementioned Directors did not hold any directorship in public companies, the securities of which are listed on any securities market in Hong Kong and overseas in the last three years, nor he does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company, as defined in the Listing Rules, and (ii) each of the abovementioned Directors has confirmed that there is no information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders in connection with his re-election as Director.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration as to whether to vote for or against the ordinary resolution to be proposed at the AGM for granting the Repurchase Mandate.

1. THE LISTING RULES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 1,461,609,692 Shares.

Subject to the passing of the proposed ordinary resolution to approve the Repurchase Mandate and on the basis that no further Shares are issued, allotted or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 146,160,969 Shares, being 10% of the total number of Shares in issue as at the Latest Practicable Date.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase the Shares in the market. Repurchases of the Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases would be funded entirely from the Company's available cash flow or working capital facilities legally available for the purpose and in accordance with the memorandum of association of the Company and the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

There might be a material adverse effect on the working capital or gearing level of the Company (as compared with the position disclosed in the Company's latest published audited financial statement for the year ended 31 March 2019) in the event that the Repurchase Mandate is exercised in full at time. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstance, have a material adverse effect on the working capital or gearing level of the Company which, in the opinion of the Directors, are from time to time appropriate of the Company.

5. SHARE PRICES

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

	Highest Price <i>HK\$</i>	Lowest Price <i>HK\$</i>
2018		
July	1.04	0.86
August	1.00	0.88
September	1.00	0.85
October	0.90	0.83
November	0.98	0.83
December	0.90	0.80
2019		
January	0.97	0.80
February	0.86	0.67
March	0.94	0.77
April	1.02	0.79
May	1.00	0.88
June	1.00	0.88
July (up to the Latest Practicable Date)	1.00	0.90

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed resolution in accordance with the Listing Rules and all applicable laws of Bermuda and in accordance with the regulations set out in the memorandum of association of the Company and the Bye-laws.

7. DIRECTORS AND CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates, as defined in the Listing Rules, has any present intention to sell any Shares to the Company or its subsidiaries, as defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person, as defined in the Listing Rules, has notified the Company that he/she has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her to the Company, if in the event that the Company is authorised to make the repurchases of Shares.

8. EFFECT OF THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If, as a result of a securities repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code.

Accordingly, a Shareholder, or a group of the Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any such increase. As at the Latest Practicable Date, Mr. Li Weibin, the Chairman of the Company and an executive director was beneficially and interested in total of 891,443,800 Shares, representing approximately 60.99% of the total number of Shares in issue, which comprises (i) 66,680,600 Shares personally held by Mr. Li, representing approximately 4.56% of the total number of Shares in issue, and (ii) 824,763,200 Shares held by Wealth Keeper International Limited (a company wholly and beneficially owned by Mr. Li), representing approximately 56.43% of the total number of Shares in issue. The shareholding percentage of Mr. Li will be increased to approximately 67.77% if the Repurchase Mandate is exercise in full. On the basis of the current shareholding position of the Company, the Directors are not aware of any consequences which may arise under the Takeovers Code if the Repurchase Mandate is exercised. The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hand of public falling below the prescribed minimum percentage of 25%.

9. SHARE PURCHASES MADE BY THE COMPANY

No purchases of Shares had been made by the Company or any of its subsidiaries, whether on the Stock Exchange or otherwise, in the previous six months immediately preceding the Latest Practicable Date.

NOTICE OF AGM



CHINLINK INTERNATIONAL HOLDINGS LIMITED

普匯中金國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 0997)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of Chinlink International Holdings Limited (the “**Company**”) will be held at Suites 5-6, 40/F., One Exchange Square, 8 Connaught Place, Central, Hong Kong on Monday, 16 September 2019 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and the independent auditor of the Company for the year ended 31 March 2019.
2.
 - (a) To re-elect Mr. Siu Wai Yip as director of the Company.
 - (b) To re-elect Mr. Lau Chi Kit as director of the Company.
 - (c) To re-elect Dr. Ho Chung Tai, Raymond as director of the Company.
 - (d) To authorise the board of directors of the Company to fix the remuneration of the directors.
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as the Company’s auditor and to authorise the board of directors of the Company to fix its remuneration.

* For identification purpose only

NOTICE OF AGM

4. As special business, to consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on 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 this purpose, subject to and in accordance with all applicable laws of Bermuda and the Bye-laws of the Company (the “**Bye-laws**”) and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares in the Company which may be repurchased pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of shares in issue of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes 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 by the Bye-laws or any applicable law of Bermuda to be held; or
 - (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution.”

NOTICE OF AGM

5. As special business, to consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power, subject to and in accordance with all applicable laws of Bermuda and the Bye-laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares in the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any rights of subscription or conversion under any existing warrants, bonds, debentures, notes and other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company; or (iii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such schemes or similar arrangements of shares or rights to acquire shares of the Company; or (iv) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws, shall not exceed 20% of the total number of shares in issue of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF AGM

- (d) for the purposes 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 by the Bye-laws or any applicable law of Bermuda to be held; or
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution; and

“Rights Issue” means an offer of shares in the Company or issue of options, warrants or other securities giving the right to subscribe for shares in the Company, open for a period fixed by the directors of the Company to the holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares in the Company (or, where appropriate, such other securities), (subject in all cases to such exclusions or other arrangements as the directors of the Company 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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

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

ORDINARY RESOLUTION

“**THAT** subject to the passing of ordinary resolution nos. 4 and 5 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with any additional shares of the Company pursuant to ordinary resolution no. 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution no. 4 set out

NOTICE OF AGM

in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total number of shares in issue of the Company as at the date of the passing of this resolution.”

By order of the Board
Chinlink International Holdings Limited
Li Weibin
Chairman

Hong Kong, 30 July 2019

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*

Suites 5-6, 40/F
One Exchange Square
8 Connaught Place
Central, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and vote for him/her. A proxy need not be a member of the Company.
2. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority from notary public, must be completed, signed and deposited to the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for the meeting or any adjournment thereof (as the case may be).
3. The register of members of the Company will be closed from Tuesday, 10 September 2019 to Monday, 16 September 2019, both days inclusive. During this period, no transfer of shares will be effected. In order to qualify for the attendance and voting at the Annual General Meeting, shareholders must lodge all transfer documents accompanied by the relevant share certificates with the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. on Monday, 9 September 2019.
4. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the Annual General Meeting, the Annual General Meeting will not be held on that day and will be adjourned. The Company will publish an announcement on the website of Company at <http://www.chinlinkint.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 adjourned meeting.
5. With regard to resolution nos. 2 and 4 to 6 set out in this notice, a circular giving details of the proposed re-election of directors and the proposed general mandates to repurchase and issue shares together with this notice will be despatched to the shareholders of the Company.