

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in **Pan Asia Data Holdings Inc.**, you should at once hand this supplemental circular and the accompanying form of proxy and the 2020 Annual Report 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.



Pan Asia Data Holdings Inc.

聯洋智能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1561)

**SUPPLEMENTAL CIRCULAR
IN RELATION TO THE PROPOSED ADOPTION OF
THE SHARE OPTION SCHEME
AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 30 April 2021 and the notice dated 30 April 2021 convening an annual general meeting of the Company to be held at 3:00 p.m. on Wednesday, 30 June 2021 at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong. A supplemental notice of the Annual General Meeting is set out on pages 18 to 19 of this supplemental circular. The Second Proxy Form, which if completed and returned shall supersede the First Proxy Form, is also enclosed.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the Second Proxy Form and return it in accordance with the instructions printed thereon to the office of the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours (i.e. 3:00 p.m. on Monday, 28 June 2021) before the time appointed for holding the Annual General Meeting.

Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish.

28 May 2021

DEFINITIONS

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

“Adoption Date”	30 June 2021, being the date on which the Share Option Scheme is expected to be conditionally adopted by an ordinary resolution of the Shareholders;
“Annual General Meeting”	the annual general meeting of the Company to be held at 3:00 p.m. on Wednesday, 30 June 2021 at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong;
“associates”	the meaning ascribed to it in the Listing Rules;
“Board”	the board of Directors or a duly authorized committee thereof;
“Business Day”	a day on which the Stock Exchange is open for the business of dealing in securities;
“chief executive”	the meaning ascribed to it in the Listing Rules;
“close associates”	the meaning ascribed to it in the Listing Rules;
“Company”	Pan Asia Data Holdings Inc. 聯洋智能控股有限公司, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1561);
“connected persons”	the meaning ascribed to it in the Listing Rules;
“core connected persons”	the meaning ascribed to it in the Listing Rules;
“Directors”	the directors of the Company;
“First Proxy Form”	the form of proxy enclosed with the circular of the Company dated 30 April 2021;
“Grantee”	any Participant who accepts an Offer in accordance with the terms of the Share Option Scheme or (where the context so permits) a person entitled to any Option in consequence of the death of the original Grantee;
“Group”	the Company and all entities in which the Company directly or indirectly holds any equity interest;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	24 May 2021, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained in this supplemental circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;
“Offer”	an offer of the grant of an Option made by the Board to any Participant in accordance with the terms of the Share Option Scheme;
“Offer Date”	in respect of an Option, the date on which such Option is offered to a Participant, which must be a Business Day;
“Option”	a right granted by the Company to any Grantee to subscribe for Shares in accordance with the terms of the Share Option Scheme;
“Option Period”	the period for the exercise of an Option to be notified by the Board to the Grantee at the time of making the Offer, which shall not exceed ten (10) years from the Offer Date;
“Participant”	<p>(a) any full-time or part-time employee of any member of the Group;</p> <p>(b) any director (including executive, non-executive or independent non-executive directors) of any member of the Group;</p> <p>(c) any shareholder of any member of the Group;</p> <p>(d) any consultant or adviser of any member of the Group; or</p> <p>(e) any distributor, contractor, supplier, agent, customer, business partner or service provider of any member of the Group,</p> <p>who or which has contributed or will potentially contribute to the development and growth of the Group;</p>
“Second Proxy Form”	the form of proxy enclosed with this supplemental circular;
“Shareholders”	holders of the Shares;

DEFINITIONS

“Share Option Scheme”	the share option scheme proposed to be adopted by the Company at the Annual General Meeting, a summary of the principal terms of which is set out in Appendix I to this supplemental circular;
“Shares”	ordinary shares of HK\$0.01 each in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscription Price”	the price per Share at which a Grantee may subscribe for Shares on the exercise of any Option;
“substantial shareholders”	the meaning ascribed to it in the Listing Rules;
“Suspension Date”	the meaning ascribed to it in the section headed “RIGHTS ON COMPROMISE OR ARRANGEMENT” of Appendix I to this supplemental circular; and
“%”	per cent.



Pan Asia Data Holdings Inc.

聯洋智能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1561)

Executive Directors:

Dr. Li Zhong Yuan (*Chairman*)

Ms. Liu Rong Rong

Independent Non-Executive Directors:

Mr. Li Gong

Mr. Wang Jianping

Dr. Shi Ping

Registered Office:

4th Floor, Harbour Place

103 South Church Street

P.O. Box 10240

Grand Cayman KY1-1002

Cayman Islands

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

Room 1707-08, 17/F

New World Tower 1

16-18 Queen's Road Central

Hong Kong

28 May 2021

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
IN RELATION TO THE PROPOSED ADOPTION OF
THE SHARE OPTION SCHEME
AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

This supplemental circular should be read together with the circular of the Company and the notice of the Annual General Meeting both dated 30 April 2021. The purpose of this supplemental circular is to provide you with (a) information regarding the additional ordinary resolution to be proposed at the Annual General Meeting; (b) a supplemental notice of the Annual General Meeting; and (c) the Second Proxy Form.

LETTER FROM THE BOARD

2. PROPOSED ADOPTION OF THE SHARE OPTION SCHEME

The Company has not adopted any share option scheme. The Board proposes that the Company will adopt the Share Option Scheme at the Annual General Meeting. The Share Option Scheme will constitute a share option scheme under Chapter 17 of the Listing Rules if adopted.

As at the Latest Practicable Date, the Company had 677,376,770 Shares in issue. Assuming there will be no change in the total number of issued Shares from the Latest Practicable Date up to the Adoption Date, the total number of Shares which may be issued pursuant to the Share Option Scheme will be 67,737,677 Shares, representing 10% of the total number of Shares in issue as at the Adoption Date. The Company may at any time seek approval by the Shareholders in general meeting for refreshing the aforesaid 10% limit provided that the total number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company must not exceed 30% of the total number of Shares in issue from time to time.

(a) Conditions precedent of the Share Option Scheme

The proposed adoption of the Share Option Scheme is subject to:

- (i) the passing of the necessary resolution(s) by the Shareholders to approve and adopt the rules of the Share Option Scheme and to authorize the Board to grant Options under it and to allot and issue Shares pursuant to the exercise of any Options; and
- (ii) the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any Options which may be granted under the Share Option Scheme.

The Company will make an application to the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued upon the exercise of any Options which may be granted under the Share Option Scheme.

(b) Value of the Options

The Directors consider that it is not appropriate to state the value of the Options which may be granted under the Share Option Scheme as if they had been granted on the Latest Practicable Date since the calculation of such value is based on various crucial variables that are yet to be determined, including but not limited to the Subscription Price, any minimum holding period of any Options, any performance targets and other relevant variables. The Directors are of the view that any calculation of the value of the Options as at the Latest Practicable Date based on a number of assumptions would not be meaningful and might be misleading to the Shareholders.

LETTER FROM THE BOARD

(c) Principal terms of the Share Option Scheme

A summary of the principal terms of the Share Option Scheme is set out in Appendix I hereto. A copy of the rules of the Share Option Scheme is available for inspection at the principal place of business of the Company in Hong Kong at Room 1707–08, 17/F, New World Tower 1, 16–18 Queen’s Road Central, Hong Kong during normal business hours from the date of this supplemental circular up to and including the date of the Annual General Meeting.

The purposes of the Share Option Scheme are to attract and retain the best available personnel; to provide incentives to the Participants for their contributions to the Group; and to promote the success of the business of the Group. The Share Option Scheme will offer the Participants an opportunity to have a personal stake in the Company and will help align the interests of the Participants with those of the Group.

The Board intends that the Share Option Scheme will cover a wide range of Participants including, among others, any shareholders of any members of the Group. Any such shareholders may participate in the Share Option Scheme if, in the opinion of the Board, they have contributed or will contribute to the development and growth of the Group. In order to be eligible for the grant of any Options, any such shareholders are expected to benefit the Group in one or more of the following ways: (i) to provide capital and other resources for the business operations and development of the relevant member of the Group; (ii) to bring expertise, know-how and knowledge in areas which the Group lacks; and (iii) to leverage the business connections they may have with potential investors, customers, suppliers and service providers of the relevant member of the Group.

The Directors believe that by offering the eligible shareholders an opportunity to acquire an equity interest in the Company, the Group may motivate these shareholders to make contribution to the Group and may also foster long-lasting business relationships with these shareholders whose contribution is essential to the success and development of the Group’s business. Further, it is hoped that the Share Option Scheme will provide an additional incentive for potential investors or business partners to invest in any member of the Group or to form new joint ventures with the Group, thereby enabling the Group to strengthen its existing business and to exploit new market opportunities especially in these challenging times due to the global COVID-19 pandemic. In this respect, in the light of the Group’s recent developments in third-party payment business and big data business, the Board sees much room for contributions from the Group’s existing and potential shareholders in terms of, without limitation, technical knowledge and know-how, regulatory compliance expertise, access to big data and other resources, as well as business and professional connections in relation not only to digital payment platform services and big data mining, modelling and analytics but also to all kinds of artificial intelligence applications. In view of the aforesaid, the Board considers that the inclusion of any shareholders of any members of the Group as Participants could achieve the purposes of the Share Option Scheme and is in the interests of the Group and the Shareholders as a whole.

LETTER FROM THE BOARD

Pursuant to the terms of the Share Option Scheme, the Board may, at its sole discretion, make any Offer in respect of any number of Shares (which must not exceed the limits applicable to the Share Option Scheme and to each Participant) to any Participants subject to terms and conditions including the minimum period for which an Option must be held before it can be exercised and/or the performance targets which must be achieved before an Option can be exercised. The Subscription Price in respect of the Options to be granted shall also be solely determined by the Board subject to the restrictions set out in the rules of the Share Option Scheme and Chapter 17 of the Listing Rules. The Directors believe that by setting the Subscription Price in respect of each Option at the time of making the Offer and by imposing conditions for the exercise of each Option as appropriate, such as the minimum period for which the Option must be held or any performance targets which must be first satisfied, the Company and the Group as a whole will be able to motivate the Participants to optimise their performance and efficiency and to attract and retain the Participants whose contributions are important to the long-term growth and profitability of the Group.

The Share Option Scheme will be administered by the Directors. The Company does not intend to appoint any trustee for the purposes of the Share Option Scheme.

To the best knowledge, information and belief of the Directors, no Shareholder is required to abstain from voting on the resolution approving the adoption of the Share Option Scheme.

3. ANNUAL GENERAL MEETING

The content of the additional ordinary resolution to be proposed (with or without amendments) at the Annual General Meeting is set out in Appendix II hereto.

The Second Proxy Form is enclosed herewith, which if completed and returned shall supersede the First Proxy Form. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the Second Proxy Form and return it in accordance with the instructions printed thereon to the office of the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours (i.e. 3:00 p.m. on Monday, 28 June 2021) before the time appointed for holding of the Annual General Meeting. Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish.

If you have already properly completed and lodged the First Proxy Form with the branch share registrar and transfer office of the Company in Hong Kong:

- (a) subject to (b) below, the First Proxy Form shall be treated as a valid form of proxy lodged by you. The proxy so appointed by you shall vote in such manner as he may be directed under the First Proxy Form and shall be entitled to vote at his discretion or abstain from voting on the additional proposed ordinary resolution regarding the adoption of the Share Option Scheme; and

LETTER FROM THE BOARD

- (b) if you properly complete and lodge the Second Proxy Form with the branch share registrar and transfer office of the Company in Hong Kong, the Second Proxy Form so lodged shall revoke and supersede the First Proxy Form previously lodged by you. The proxy so appointed by you in a Second Proxy Form shall vote in such manner as he may be directed under the Second Proxy Form.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the results of the vote by poll will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

4. RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 supplemental circular misleading.

5. RECOMMENDATIONS

The Directors believe that the proposed additional ordinary resolution is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the proposed additional ordinary resolution at the Annual General Meeting.

Should there be any inconsistencies between the English texts and the Chinese texts of this supplemental circular, the supplemental notice of the Annual General Meeting or the Second Proxy Form, the English texts will prevail over the Chinese texts.

By Order of the Board
Pan Asia Data Holdings Inc.
Li Zhong Yuan
Chairman

The following is a summary of the principal terms of the Share Option Scheme proposed to be adopted at the Annual General Meeting. It does not and is not intended to form part of the Share Option Scheme and shall not be taken as affecting the interpretation of the Share Option Scheme.

1. PURPOSES

The purposes of the Share Option Scheme are:

- (a) to attract and retain best available personnel;
- (b) to provide incentives to the Participants for their contributions to the Group; and
- (c) to promote the success of the business of the Group.

2. PARTICIPANTS AND DETERMINATION OF ELIGIBILITY

The Board may, at its sole discretion, offer to grant any Options to the following classes of Participants:

- (a) any full-time or part-time employees of any member of the Group;
- (b) any directors (including executive, non-executive and independent non-executive directors) of any member of the Group;
- (c) any shareholders of any member of the Group;
- (d) any consultants or advisers of any member of the Group; and
- (e) any distributors, contractors, suppliers, agents, customers, business partners and service providers of any members of the Group.

The eligibility of any Participant to the grant of any Option shall be determined by the Board (or where required under the Listing Rules, by the independent non-executive Directors) from time to time on the basis of the Participant's contribution or potential contribution to the development and growth of the Group.

3. CONDITIONS

The Share Option Scheme shall take effect subject to and is conditional upon:

- (a) the passing of the necessary resolution by the Shareholders to approve and adopt the rules of the Share Option Scheme and to authorize the Board to grant Options under it and to allot and issue Shares pursuant to the exercise of any Options; and
- (b) the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any Options which may be granted under the Share Option Scheme.

4. DURATION AND ADMINISTRATION

The Company may by ordinary resolution in general meeting or the Board may at any time terminate the operation of the Share Option Scheme and in such event no further Options will be offered or granted but the Options granted prior to such termination shall continue to be valid and exercisable in accordance with the provisions of the Share Option Scheme. Save as aforesaid, the Share Option Scheme shall be valid and effective for a period of ten (10) years commencing on the Adoption Date and shall expire at the close of business on the Business Day immediately preceding the tenth anniversary thereof, after which no further Options shall be offered or granted but the provisions of the Share Option Scheme shall remain in full force and effect in all other respects to the extent necessary to give effect to the exercise of any Options granted prior thereto or otherwise as may be required in accordance with the provisions of the Share Option Scheme. Options granted during the life of the Share Option Scheme shall continue to be exercisable in accordance with the terms of the Share Option Scheme.

The Share Option Scheme shall be subject to the administration of the Board whose decision (save as otherwise provided in the rules of the Share Option Scheme) shall be final and binding on all parties to the Share Option Scheme.

5. GRANT OF OPTIONS

On and subject to the terms of the Share Option Scheme and the Listing Rules, the Board shall be entitled at any time within ten (10) years from the Adoption Date to make any Offer (subject to such conditions as the Board may think fit) to any Participant as the Board may in its absolute discretion select to take up an Option pursuant to which such Participant may, during the Option Period, subscribe for such number of Shares as the Board may determine at the Subscription Price.

The Directors may not grant any Option to any Participant during the periods or times which such Participant is prohibited from dealings in the Shares pursuant to Appendix 10 to the Listing Rules or any corresponding codes or securities dealing restrictions adopted by the Company.

No Offer may be made after any inside information has come to the knowledge of the Company until (and including) the Business Day after such inside information has been announced by the Company pursuant to the requirements of the Listing Rules and the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong). In particular, no Option may be granted during the period commencing one (1) month immediately before the earlier of:

- (a) the date of the meeting of the Board (as such date is first notified to the Stock Exchange under the Listing Rules) for approving the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and

- (b) the deadline for the Company to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules),

and ending on the date of the results announcement. No Option may be granted during any period of delay in publishing a results announcement.

Further to the aforesaid restrictions, no Option may be granted to a Director on any day on which financial results of the Company are published and:

- (a) during the period of sixty (60) days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and
- (b) during the period of thirty (30) days immediately preceding the publication date of the quarterly results (if any) and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results.

6. SUBSCRIPTION PRICE

The Subscription Price shall be a price solely determined by the Board and notified to the Participant and shall be at least the highest of:

- (a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the Offer Date, which must be a Business Day;
- (b) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five (5) Business Days immediately preceding the Offer Date; and
- (c) the nominal value of a Share.

7. ACCEPTANCE OF OFFERS

An Offer must be accepted within seven (7) days from and including the Offer Date or otherwise it shall be deemed declined by the Participant in question. The amount payable to the Company by a Participant on acceptance of an Offer is HK\$1.00.

8. MAXIMUM NUMBER OF SHARES

- (A) Subject to sub-sections (B) and (C) below, the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% of the Shares in issue as at the Adoption Date. Options lapsed in accordance with the terms of the Share Option Scheme or any other schemes of the Company will not be counted for the purpose of calculating the 10% limit.

- (B) The Company may at any time seek approval by the Shareholders in general meeting for refreshing the 10% limit mentioned in sub-section (A) above, provided that the total number of Shares which may be issued upon exercise of all options to be granted under all of the schemes of the Company under the refreshed limit must not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit. Options previously granted under the Share Option Scheme or any other schemes of the Company (including those outstanding, cancelled or lapsed in accordance with the terms of the Share Option Scheme or any other schemes of the Company or any exercised options) will not be counted for the purpose of calculating the refreshed 10% limit.
- (C) The Company may seek separate approval by the Shareholders in general meeting for granting Options beyond the 10% limit stated in sub-sections (A) and (B) provided that the Options in excess of the limit are granted only to Participants specifically identified by the Company before such approval is sought.
- (D) The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company shall not exceed 30% of the Shares in issue from time to time. No options for Shares may be granted under the Share Option Scheme or any other schemes of the Company if this will result in the limit being exceeded.

9. MAXIMUM ENTITLEMENT OF EACH PARTICIPANT

The total number of Shares issued and to be issued upon exercise of the Options granted to each Participant (including both exercised and outstanding Options) in any twelve (12) month period must not exceed 1% of the Shares in issue. Any further grant of Options to a Participant which would result in the aforesaid 1% limit being exceeded must be separately approved by the Shareholders in general meeting with such Participant and his close associates (or his associates if the Participant is a connected person) abstaining from voting. In seeking the Shareholders' approval, the Company must send a circular to the Shareholders disclosing the identity of the Participant, the number and terms of the Options to be granted (and the Options previously granted to such Participant) and all other information and the disclaimer required under the Listing Rules. The number and terms (including the Subscription Price) must be fixed before the Shareholders' approval.

10. GRANT OF OPTIONS TO CERTAIN CONNECTED PERSONS

Any grant of Options to a Director, a chief executive or a substantial shareholder of the Company or any of their respective associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the Grantee of the Options). Where any grant of Options to a substantial shareholder or an independent non-executive Director or any of their respective associates would result in the total number of Shares issued and to be issued upon exercise of all options already granted and to be granted to such person (including options exercised, cancelled and outstanding) under the Share Option

Scheme and any other schemes of the Company to such person in any twelve (12) month period up to and including the date of such grant:

- (a) representing in aggregate over 0.1% of the Shares in issue; and
- (b) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million,

such further grant of Options must be approved by the Shareholders in general meeting. The Company must send a circular to the Shareholders containing all information as required under the Listing Rules in this regard. The Grantee, his associates and all core connected persons of the Company must abstain from voting in favour at such general meeting. Any change in the terms of an Option granted to a substantial shareholder of the Company or an independent non-executive Director or any of their respective associates is also required to be approved by the Shareholders in the aforesaid manner.

11. EXERCISE OF OPTIONS

An Option may be exercised, in whole or in part, by the Grantee in accordance with the terms of the Share Option Scheme during the Option Period as determined by the Board, which shall not exceed ten (10) years from the Offer Date.

Unless otherwise determined by the Board, there is no minimum period for which an Option must be held before it can be exercised nor is there any performance targets that must be achieved before an Option can be exercised.

12. RANKING OF SHARES

The Shares to be allotted upon the exercise of any Option will be subject to the provisions of the memorandum and articles of association of the Company for the time being in force and will rank *pari passu* in all respects with the fully paid Shares in issue on the date of allotment and accordingly will entitle the holder to participate in all dividends or other distributions paid or made after the date of allotment other than any dividend or other distribution previously declared or recommended or resolved to be paid or made with respect to a record date which shall be on or before the date of allotment, save that the Shares allotted upon the exercise of any Option shall not carry any voting rights until the name of the Grantee has been duly entered on the register of members of the Company as the holder thereof.

13. TRANSFERABILITY OF OPTIONS

An Option shall not be transferable or assignable and shall be personal to the Grantee. No Grantee shall, or attempt to, in any way sell, transfer, charge, mortgage, encumber any Option or create any legal or beneficial interest in favour of any third party over or in relation to any Option.

14. DEATH OF GRANTEES

If a Grantee dies before exercising an Option in full, his legal personal representative may exercise the Option up to the Grantee's entitlement within the period of twelve (12) months following his death provided that where any of the events set out in sections 16, 17 and 18 below occurs prior to his death or within such period of twelve (12) months following his death, then his legal personal representative may so exercise the Option within such of the various periods respectively set out in such paragraphs and provided further that if within a period of three (3) years prior to the Grantee's death, the Grantee (being an employee of the Group) had committed any of the acts as specified in section 19(d) below which would have entitled the Company to terminate his employment prior to his death, the Board may at any time forthwith terminate the Option granted to the Grantee (to the extent not already exercised) by written notice to his legal personal representative.

15. TERMINATION OF EMPLOYMENT

- (A) In the event that a Grantee is an employee of the Group when an Offer is made to him and he subsequently ceases to be an employee of the Group for any reason other than his death or the termination of his employment on one or more of the grounds specified in section 19(d) below, the Option (to the extent not already exercised) shall lapse on the expiry of three (3) months after the date of cessation of his employment with the Group.
- (B) If a Grantee is an employee of the Group when an Offer is made to him and he subsequently ceases to be an employee by reason of a termination of his employment on one or more of the grounds specified in section 19(d) below and the Grantee has exercised any Option, in whole or in part, but the relevant number of Shares have not been allotted to him, the Grantee shall be deemed not to have so exercised the Option and the Company shall return to the Grantee the amount of the aggregate Subscription Price for the Shares in respect of the purported exercise of the Option.

16. RIGHTS ON A GENERAL OFFER

If a general offer (whether by way of takeover offer or scheme of arrangement or otherwise in like manner) is made to all the Shareholders (or all such Shareholders other than the offeror and/or any persons controlled by the offeror and/or any person acting in association or concert with the offeror) and such an offer becomes or is declared unconditional, the Grantees shall be entitled to exercise the Options granted in full (to the extent not already lapsed or exercised) at any time within one (1) month after the date on which the offer becomes or is declared unconditional.

17. RIGHTS ON COMPROMISE OR ARRANGEMENT

In the event of a compromise or arrangement between the Company and the Shareholders or its creditors being proposed in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies pursuant to the Companies Law (as revised) of the Cayman Islands, the Company shall give notice thereof to all the Grantees on the same day as it gives notice of the meeting to the Shareholders or its

creditors to consider such a compromise or arrangement and the Options (to the extent not already lapsed or exercised) shall be exercisable in whole or in part from such date until not later than two (2) Business Days prior to the date of the general meeting directed to be convened by the court for the purpose of considering such a compromise or arrangement (the “**Suspension Date**”). With effect from the Suspension Date, the rights of all Grantees to exercise their respective Options shall forthwith be suspended. Upon such a compromise or arrangement becoming effective, all Options shall, to the extent that they have not been exercised, lapse and determine. If for any reason such a compromise or arrangement is not approved by the court, the right of the Grantees to exercise their respective Options shall with effect from the date of the making of the order by the court be restored in full but only up to the extent not already exercised and shall thereupon become exercisable as if such a compromise or arrangement had not been proposed by the Company.

18. RIGHTS ON WINDING-UP

If a notice is given by the Company to its members to convene a general meeting for the purpose of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall on the same date or as soon as it despatches such a notice to each member of the Company give notice thereof to all the Grantees and thereupon, each Grantee shall be entitled to exercise all or any of his Options at any time not later than two (2) Business Days prior to the proposed general meeting of the Company.

19. LAPSE OF OPTIONS

An Option shall lapse automatically on the earliest of:

- (a) the expiry of the Option Period;
- (b) the expiry of any of the periods referred to in sections 14, 15, 16 and 18;
- (c) the date of commencement of the winding-up of the Company;
- (d) in the event that the Grantee is an employee of the Group when an Offer is made to him and he subsequently ceases to be an employee of the Group on any one or more of the grounds that he has been guilty of serious misconduct, or has committed an act of bankruptcy or has become insolvent or has made any arrangement or composition with his creditors generally, or has been convicted of any criminal offence involving his integrity or honesty or (if so determined by the Board) on any other ground on which an employer would be entitled to terminate his employment at common law or pursuant to any applicable laws or under the Grantee’s employment contract with the Group, the date of cessation of his employment with the Group;
- (e) the occurrence of any act of bankruptcy, insolvency or entering into of any arrangements or compositions with his creditors generally by the Grantee, or a conviction of the Grantee of any criminal offence involving his integrity or honesty;

- (f) the date on which the Grantee commits a breach of section 13 above; and
- (g) the date on which a compromise or arrangement referred to in section 17 above becomes effective.

20. CANCELLATION

The Board may effect the cancellation of any Options granted but not exercised as may be agreed by the relevant Grantee, as the Board may in its absolute discretion see fit and in a manner that complies with all applicable legal requirements for such cancellation. No compensation, damages, restitution or any other sums shall be payable to a Grantee for the cancellation of any Options granted but not exercised by that Grantee.

Where the Company cancels any Options granted to a Grantee and issues any new Options to the same Grantee, the issue of such new Options may only be made if there are available unissued Options (excluding the cancelled Options) under the Share Option Scheme within the 10% limit mentioned in section 8 above.

21. REORGANISATION OF SHARE CAPITAL STRUCTURE

In the event of any alteration in the share capital structure of the Company whilst any Option remains exercisable (other than an issue of Shares as consideration in respect of a transaction to which the Company is party), such corresponding adjustments (if any) shall be made in:

- (a) the number of Shares subject to the Options so far as unexercised; and/or
- (b) the Subscription Price of any unexercised Option;

as the auditors or an independent financial adviser of the Company shall certify or confirm in writing (as the case may be) to the Board to be in their or his opinion fair and reasonable and in compliance with the relevant provisions of the Listing Rules, or any guideline or supplemental guideline issued by the Stock Exchange from time to time (no such certification is required in case of adjustment made on a capitalisation issue), provided that any alteration shall give a Grantee, as near as possible, the same proportion of the issued share capital of the Company as that to which he was previously entitled, but no adjustment shall be made to the effect of which would be to enable a Share to be issued at less than its nominal value. The capacity of the auditors or the independent financial adviser (as the case may be) is that of experts and not of arbitrators and their certification shall be final and binding on the Company and the Grantees.

22. SHARE CAPITAL

The exercise of any Option shall be subject to the Shareholders approving in general meeting any necessary increase in the authorized share capital of the Company. Subject thereto, the Board shall make available sufficient authorized but unissued share capital of the Company to meet the subsisting requirements on the exercise of the Options.

23. ALTERATION

The Share Option Scheme may be altered in any respect by a resolution of the Board except that:

- (a) the provisions relating to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of the Grantees or the Participants unless with the prior approval of the Shareholders in general meeting;
- (b) any alteration to the terms and conditions of the Share Option Scheme which are of a material nature or any change to the terms of Options granted must be approved by the Shareholders, except where the alterations take effect automatically under the existing terms of the Share Option Scheme;
- (c) any change to the authority of the Directors in relation to any alteration to the terms of the Share Option Scheme must be approved by the Shareholders in general meeting;
- (d) the amended terms of the Share Option Scheme or the Options must still comply with the relevant requirements of Chapter 17 of the Listing Rules; and
- (e) no alteration shall operate to affect adversely the terms of issue of any Option granted or agreed to be granted prior to such alteration except with the consent or sanction of the Grantees in accordance with the terms of the Share Option Scheme.



Pan Asia Data Holdings Inc.

聯洋智能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1561)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “**Original Notice**”) of Pan Asia Data Holdings Inc. (the “**Company**”) dated 30 April 2021, by which the Company convened an annual general meeting to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 30 June 2021 at 3:00 p.m. (the “**Meeting**”). This supplemental notice shall be read together with the Original Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Meeting will be held as originally scheduled. In addition to the resolutions set out in the Original Notice, the Meeting will consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution of the Company:

4. (iv) “**THAT** conditional upon the Stock Exchange granting approval for the listing of, and permission to deal in the new ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”) to be allotted and issued pursuant to the exercise of any options which may be granted under the share option scheme referred to in the supplemental circular despatched to the shareholders of the Company on 28 May 2021, the terms of which are set out in the printed document marked “A” now produced to the Meeting and for the purpose of identification signed by the chairman hereof (the “**Share Option Scheme**”), the Share Option Scheme be and is hereby approved and adopted by the Company and that the Directors be and are authorized to do all such acts and to enter into all such transactions and arrangements on behalf of the Company as may be necessary and expedient in order to give full effect to the Share Option Scheme, including without limitation, to grant options under it and to allot and issue such number of Shares as may be required to be allotted and issued pursuant to the exercise of any options granted under the Share Option Scheme.”

By Order of the Board
Pan Asia Data Holdings Inc.
Li Zhong Yuan
Chairman

Hong Kong, 28 May 2021

Notes:

- (i) A second form of proxy for use at the Meeting (the “**Second Proxy Form**”) is enclosed with the supplemental circular of the Company dated 28 May 2021. Please refer to the section headed “Annual General Meeting” of the supplemental circular and the notes to the Second Proxy Form for arrangements in relation to the completion and submission of the Second Proxy Form.
- (ii) Please refer to the Original Notice for details of the other proposed resolutions to be considered at the Meeting, closure of the register of members of the Company and eligibility for attending the Meeting and other relevant matters.
- (iii) Completion and return of the Second Proxy Form will not preclude shareholders of the Company from attending and voting in person at the Meeting or any adjournment thereof if they so wish.
- (iv) At the date of this supplemental notice, the Board comprises

Executive Directors:

Dr. Li Zhong Yuan (*Chairman*)
Ms. Liu Rong Rong

Independent Non-Executive Directors:

Mr. Li Gong
Mr. Wang Jianping
Dr. Shi Ping

MEASURES TO MINIMISE RISK OF COMMUNITY SPREAD OF 2019 NOVEL CORONAVIRUS (“COVID-19”)

Taking into account the COVID-19 outbreak, the Company will implement the following prevention and control measures at the Meeting to protect the shareholders from the risk of infection:

- (i) compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.5 degrees Celsius will not be admitted to the venue;
- (ii) every shareholder or proxy is required to wear a surgical facial mask throughout the Meeting; and
- (iii) no refreshments will be served, and there will be no corporate gift.

Shareholders, particularly shareholders who are subject to quarantine in relation to COVID-19, are reminded that they may appoint any person or the chairman of the Meeting as a proxy to vote on the resolutions, instead of attending the Meeting in person.