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C-LINK SQUARED LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1463)

PROPOSED ADOPTION OF THE NEW AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

This announcement is made by C-Link Squared Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

In view of the recent changes to Appendix 3 to the Listing Rules, the board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the current amended and restated memorandum and articles of association (the “**Existing Articles**”) of the Company.

The proposed amendments to the Existing Articles (the “**Proposed Amendments**”) set out certain changes pursuant to the Companies Act (as revised) of the Cayman Islands and Appendix 3 to the Listing Rules. In addition, other house-keeping amendments have also been incorporated to reflect consequential update changes in conjunction with the Proposed Amendments.

A summary of the major Proposed Amendments is set forth below:

- (i) to provide that the necessary quorum for general meetings to approve the variation of rights, including adjourned meetings, shall be two persons holding or representing by proxy not less than one-third in nominal value of the issued shares of that class;

- (ii) to remove the restriction that where the Company purchases for redemption any redeemable share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all the shareholders of the Company (the “**Shareholders**”) alike;
- (iii) to provide that any Shareholder who seeks to inspect the register of Shareholders (the “**Register**”) when it is closed may request the Company to issue a certificate signed by the company secretary of the Company stating the period for which, and by whose authority, it is closed;
- (iv) to provide that the Register may be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine upon giving notice in accordance with the Listing Rules, and such period of 30 days may be extended in respect of any year by ordinary resolution and must not be extended for a further period or periods exceeding 30 days in the whole in respect of that year;
- (v) to hold an annual general meeting for each financial year and such annual general meeting must be held within six months after the end of the Company’s financial year;
- (vi) to allow any one or more Shareholders holding a minority stake of not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings on a one vote per share basis to be able to convene an extraordinary general meeting and add resolutions to the agenda of the general meeting so convened;
- (vii) to provide that all eligible Shareholders have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
- (viii) to allow a duly authorised representative of any corporation which is a Shareholder to attend and vote at any meeting of the Company;
- (ix) to clarify that the rights and powers an authorised representative of the Hong Kong Securities Clearing Company Limited as a Shareholder could exercise include the right to speak;

- (x) to clarify that any person appointed by the Directors to fill a casual vacancy on or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election;
- (xi) to provide the financial year end of the Company;
- (xii) to clarify that the appointment, removal and remuneration of auditors must be approved by the Shareholders by ordinary resolution; and
- (xiii) any other consequential and housekeeping changes.

The Proposed Amendments were prepared in the English language. In the event of any discrepancy between the English version and the Chinese translation of the Proposed Amendments, the English version shall prevail.

In view of the number of amendments proposed to be made to the Existing Articles, the Board further proposes that the Company adopts a new set of amended and restated memorandum and articles of association (the “**New Articles**”) incorporating the Proposed Amendments in substitution for, and to the exclusion of, the Existing Articles.

The proposed adoption of the New Articles is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company to be held on 27 June 2022 (the “**AGM**”), and will become effective upon the approval by the Shareholders at the AGM.

A circular containing, among other things, details of the Proposed Amendments and the proposed adoption of the New Articles, together with a notice of the AGM will be despatched to the Shareholders in due course.

By Order of the Board
C-Link Squared Limited
Ling Sheng Hwang
Chairman of the Board and executive Director

Hong Kong, 30 March 2022

As at the date of this announcement, the executive Directors are Mr. Ling Sheng Hwang and Mr. Ling Sheng Chung, the non-executive Directors are Mr. Ling Sheng Shyan and Dr. Wu Xianyi, and the independent non-executive Directors are Mr. Lee Yan Kit, Dr. Zeng Jianhua, Mr. Ma Shengcong and Mr. Yang Junhui.