
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 securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Newlink Technology Inc., you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities 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 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 circular.



NEWLINK TECHNOLOGY INC.

新紐科技有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9600)

**(1) PROPOSED GRANTING OF GENERAL MANDATES TO
ISSUE SHARES AND REPURCHASE SHARES
(2) PROPOSED DECLARATION AND PAYMENT OF
FINAL DIVIDEND
(3) PROPOSED RE-ELECTION OF DIRECTORS
(4) PROPOSED RE-APPOINTMENT OF AUDITORS
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

Resolutions will be proposed at the AGM of the Company to approve, inter alia, matters referred to in this circular. A notice convening the AGM of the Company to be held at Conference Room, 5/F, Tower A, Xueqing Jiachuang Building, Xueqing Road, Haidian District, Beijing, the PRC on Friday, June 9, 2023 at 10:00 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange at www.hkexnews.hk and the website of the Company at www.xnewtech.com.

Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited ("**Share Registrar**"), at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. 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 should you so wish.

* *For identification purposes only*

April 26, 2023

DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened at Conference Room, 5/F, Tower A, Xueqing Jiachuang Building, Xueqing Road, Haidian District, Beijing, the PRC on Friday, June 9, 2023 at 10:00 a.m., or where the context so admits, any adjournment thereof
“Articles”	the second amended and restated memorandum and articles of association of the Company adopted by special resolution passed on June 10, 2022
“associates”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of directors of the Company
“Companies Act”	the Companies Act (As Revised) of the Cayman Islands, as amended from time to time
“Company”	Newlink Technology Inc. (新紐科技有限公司*), an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Final Dividend”	the proposed final dividend of HK0.04 per ordinary share of the Company for the year ended December 31, 2022 to Shareholders whose names appear on the register of members of the Company at the close of business on June 20, 2023 as recommended by the Board
“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

* For identification purposes only

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to allot, issue and deal with Shares up to 20% of the total number of the issued Shares at the date of passing such resolution
“Latest Practicable Date”	April 20, 2023, being the latest practicable date prior to the printing 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
“PRC”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase up to 10% of the total number of the issued Shares at the date of passing such resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended and supplemented from time to time
“Share(s)”	ordinary share(s) of US\$0.000001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent

LETTER FROM THE BOARD



NEWLINK TECHNOLOGY INC.

新紐科技有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9600)

Executive Directors

Mr. Zhai Shuchun (*Chairman of the Board and
Chief Executive Officer*)

Ms. Qin Yi

Mr. Li Xiaodong

Registered Office

PO Box 309 Uglan House

Grand Cayman

KY1-1104

Cayman Islands

Independent Non-executive Directors

Mr. Tang Baoqi

Ms. Yang Juan

Mr. Ye Jinfu

***Headquarters and principal
place of business in the PRC***

5/F, Tower A

Xueqing Jiachuang Building

Xueqing Road, Haidian District

Beijing, the PRC

***Principal place of business
in Hong Kong***

46/F, Hopewell Centre

183 Queen's Road East

Wan Chai, Hong Kong

April 26, 2023

To the Shareholders

Dear Sirs or Madam,

- (1) PROPOSED GRANTING OF GENERAL MANDATES TO
ISSUE SHARES AND REPURCHASE SHARES**
**(2) PROPOSED DECLARATION AND PAYMENT OF
FINAL DIVIDEND**
(3) PROPOSED RE-ELECTION OF DIRECTORS
**(4) PROPOSED RE-APPOINTMENT OF AUDITORS
AND**
(5) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM for the approval of, *inter alia*:

- (a) the granting of the Repurchase Mandate, the Issue Mandate and the extension of the Issue Mandate to the Directors;

* *For identification purposes only*

LETTER FROM THE BOARD

- (b) declaration and payment of the Final Dividend;
- (c) re-election of the Directors; and
- (d) re-appointment of the auditors.

2. GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

The Issue Mandate and the Repurchase Mandate shall be effective until whichever is the earlier of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) revocation or variation by an ordinary resolution of the Shareholders in a general meeting of the Company; or
- (c) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held.

Issue Mandate

At the AGM, two ordinary resolutions relating to the Issue Mandate will be proposed, namely (1) the Directors be granted the Issue Mandate, being a general and unconditional mandate to exercise the powers of the Company to allot, issue and deal with additional Shares up to 20% of the total number of the issued Shares at the date of passing such resolution; and (2) the limit to the number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors under the Issue Mandate, if granted to the Directors, be extended to include the number of the Shares repurchased by the Company under the Repurchase Mandate provided that the number of Shares to be allotted and issued under the extended Issue Mandate will not exceed 10% of the total number of the Shares in issue on the date of passing such resolution.

As at the Latest Practicable Date, a total of 786,514,400 Shares were in issue. Subject to the passing of the proposed ordinary resolution approving the Issue Mandate and assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date to the date of passing the abovementioned resolution in respect of the Issue Mandate, the maximum number of Shares that may be issued by the Directors pursuant to the Issue Mandate is 157,302,880 Shares.

Repurchase Mandate

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Repurchase Mandate, being a general and unconditional mandate to the Directors to exercise the powers of the Company to repurchase, in the terms as stated in such ordinary resolution, Shares up to 10% of the total number of the issued Shares at the date of passing such resolution.

LETTER FROM THE BOARD

An explanatory statement, as required under the Listing Rules, regarding the repurchase by companies with primary listings on the Stock Exchange of their own securities to provide the requisite information on the Repurchase Mandate, is set out in the Appendix I to this circular.

3. FINAL DIVIDEND

On Friday, March 31, 2023, the Board recommends the payment of a final dividend of HK\$0.04 per ordinary share of the Company for the year ended December 31, 2022. The Final Dividend will be paid on or about July 13, 2023 to shareholders whose names appear on the Company's share register at the close of business on June 20, 2023.

A resolution will be proposed at the AGM to approve the proposed declaration and payment of the Final Dividend.

4. RE-ELECTION OF DIRECTORS

The Board currently consists of six Directors, namely Mr. Zhai Shuchun, Ms. Qin Yi and Mr. Li Xiaodong being the executive Directors; and Mr. Tang Baoqi, Ms. Yang Juan and Mr. Ye Jinfu being the independent non-executive Directors.

In accordance with Article 16.19 of the Articles, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Directors who are subject to re-election under Article 16.2 shall not be taken into account when determining Directors who are subject to retirement by rotation. Accordingly, Mr. Zhai Shuchun and Ms. Qin Yi have consented that they shall retire from office at the AGM and have offered themselves for re-election at the AGM.

Pursuant to Rule 13.74 of the Listing Rules, brief biographical details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

5. RE-APPOINTMENT OF AUDITORS

In accordance with the Articles, CCTH CPA Limited will retire as the auditors of the Company at the AGM. CCTH CPA Limited has indicated their willingness to be re-appointed as the auditors of the Company for the year following the close of the AGM.

A resolution will be proposed at the AGM to approve the re-appointment of CCTH CPA Limited as the auditors of the Company.

LETTER FROM THE BOARD

6. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register will be closed from Tuesday, June 6, 2023 to Friday, June 9, 2023, both days inclusive, during which period no transfer of Shares shall be effected. In order to qualify for the entitlement to attend and vote at the forthcoming AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar for registration no later than 4:30 p.m. on Monday, June 5, 2023.

The expected timetable for the AGM is as follows:

Events	Date
Latest time for the Shareholders to lodge transfer documents to the Share Registrar in order to qualify for attending and voting at the AGM	4:30 p.m. on Monday, June 5, 2023 (all transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar for registration)
Closure of the register (to qualify for attending and voting at the AGM)	Tuesday, June 6, 2023 to Friday, June 9, 2023
Record date for determining the eligibility to attend and vote at the AGM	Friday, June 9, 2023
AGM	Friday, June 9, 2023

For determining the entitlement to receive the proposed Final Dividend, the register of members of the Company will be closed from Friday, June 16, 2023 to Tuesday, June 20, 2023 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for the Final Dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. Thursday, June 15, 2023. Shareholders whose names appear on the register of members of the Company on Tuesday, June 20, 2023 shall be entitled to receive the Final Dividend.

LETTER FROM THE BOARD

The expected timetable for the Final Dividend, subject to the approval of the Shareholders, is as follows:

Events	Date
Latest time for the Shareholders to lodge transfer documents to the Share Registrar in order to qualify for the Final Dividend	4:30 p.m. on Thursday, June 15, 2023 (all transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar for registration)
Closure of the register (to qualify for the Final Dividend)	Friday, June 16, 2023 to Tuesday, June 20, 2023
Record date for determining the entitlement to receive the proposed Final Dividend	Tuesday, June 20, 2023
Final Dividend payment date	on or about Thursday, July 13, 2023

7. ANNUAL GENERAL MEETING

Set out on pages 15 to 19 of this circular is a notice convening the AGM to consider and, if thought fit, to approve the resolutions relating to, among other matters, the Issue Mandate, the extension of the Issue Mandate, the Repurchase Mandate, the Final Dividend, the re-election of the Directors and the re-appointment of auditors.

A form of proxy for use at the AGM is enclosed. Such form of proxy can also be downloaded from the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.xnewtech.com). If you are not able to attend at the AGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. 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 should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, 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. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of poll by the Shareholders. The results of the poll will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.xnewtech.com as soon as possible after the conclusion of the AGM.

LETTER FROM THE BOARD

8. RECOMMENDATIONS

The Board considers that the resolutions to be proposed at the AGM and as set out in the notice of the AGM for approving, among others, the proposed granting of the Issue Mandate, the extension of the Issue Mandate, the Repurchase Mandate, the Final Dividend, the proposed re-election of Directors and the proposed re-appointment of CCTH CPA Limited as the auditors of the Company are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

9. RESPONSIBILITY OF DIRECTORS

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.

Yours faithfully,
For and on behalf of the Board of
Newlink Technology Inc.
ZHAI Shuchun
Chairman

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their own shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below.

SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue comprised of 786,514,400 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares is to be issued or repurchased by the Company after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 78,651,440 fully paid Shares, representing 10% of the total number of the issued share capital of the Company as at the date of passing the resolution granting the Repurchase Mandate.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in the past twelve months, and up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2022		
April	2.26	0.82
May	2.70	1.87
June	2.93	2.09
July	2.78	2.09
August	2.69	2.09
September	2.53	2.18
October	2.51	1.90
November	2.33	1.57
December	1.99	1.69
2023		
January	2.34	1.76
February	2.58	2.00
March	2.52	1.80
April (up to the Latest Practicable Date)	2.00	1.60

REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchases Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASES

Repurchases of Shares by the Company must be made out of funds which are legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

The Company shall not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Subject to the above, any repurchase of the Shares by the Company may only be made out of profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase, or, subject to the Companies Act, out of capital, provided that on the day immediately following the date of repurchase of the Shares, the Company is able to pay its debts as they fall due in the ordinary course of business.

Based on the financial position disclosed in the latest published audited consolidated accounts of the Company for the year ended December 31, 2022, the Directors consider that there will not be any material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. Nevertheless, the Directors do not intend to exercise the Repurchase Mandate to such extent as this would, in the circumstances, have a material adverse effect on the working capital requirements or gearing levels of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

DIRECTORS' DEALING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined under the Listing Rules) have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the AGM.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

EFFECT OF THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

Pursuant to Rule 32 of the Takeovers Code, if as a result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for the Shares under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Nebula SC Holdings Limited, which is controlled by Mr. Zhai Shuchun, was interested in 300,600,000 Shares, representing approximately 38.22% of the total number of issued Shares, Earnest Kai Holdings Limited, which is controlled by Mr. Yuan Yukai, was interested in 138,400,000 Shares, representing approximately 17.59% of the total number of issued Shares, and Mr. Guo Hao and Ms. Wong Shumin were interested in 80,000,000 Shares, representing approximately 10.17% of the total number of issued Shares, Mr. Guo Hao and Ms. Wong Shumin are spouse. In the event that the Board exercised its powers to repurchase Shares pursuant to the Repurchase Mandate in full, the shareholding of Nebula SC Holdings Limited, Earnest Kai Holdings Limited and Mr. Guo Hao/Ms. Wong Shumin in the Company would be increased to approximately 42.47%, 19.55% and 11.30% of the total number of issued Shares respectively. The increase of the proportionate interest of Nebula SC Holdings Limited in the Company will be treated as an acquisition for the purpose of the Takeovers Code. Such increase may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed herein, the Directors are not aware of any consequences which may arise under the Takeovers Code if the Share Repurchase Mandate is exercised. The Directors have no present intention to exercise the Share Repurchase Mandate to such an extent as would trigger the application of the Takeovers Code in the manner described above.

The Directors will not exercise the Repurchase Mandate to such an extent that would result in the total number of issued Shares held by the public being reduced to less than 25% or such other minimum percentage as prescribed by Rule 8.08 of the Listing Rules from time to time.

SHARE REPURCHASE MADE BY THE COMPANY

The Company has not purchased, sold or redeemed any of its Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

REPURCHASE OF THE SHARES FROM CONNECTED PERSONS

No core connected person (as defined under the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has any such core connected person undertaken not to sell any Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

The biographical details of the Directors eligible for re-election at the AGM are set out below:

Mr. Zhai Shuchun (翟曙春) (“Mr. Zhai”)

Mr. Zhai Shuchun (翟曙春), aged 57, is an executive Director, the chairman of the Board and chief executive officer, and directors of several subsidiaries of the Company. He is primarily responsible for the overall management of business, strategy, research and development of our Group. Mr. Zhai joined our Group in December 2016 and has been in charge of the overall management of Beijing Newlink since then. He was appointed as an executive Director in November 2019 and as our chief executive officer and chairman of the Board in December 2019. Mr. Zhai has over 27 years of experience in information technology and software development industry.

Mr. Zhai has been the executive director and general manager of Beijing Yunwang Wanwei Technology Co., Ltd. (北京雲網萬維科技有限公司) since December 2017, and the chairman of the board of directors and general manager of Beijing Guanruitong E-commerce Technology Co., Ltd. (北京冠瑞通電子商務科技股份有限公司) since March 2017. From May 2001 to December 2016, Mr. Zhai was the president and chairman of the board of directors at Beijing UFC Co., Ltd. (北京聯銀通科技有限公司). He also served as a director of DHC Software Co., Ltd. (東華軟件股份公司), a company listed on the Shenzhen Stock Exchange (stock code: 002065), from May 2008 to December 2010. From October 1995 to May 2001, Mr. Zhai served as the general manager of Vanda Systems & Communications Holdings Limited (中聯系統控股有限公司).

Mr. Zhai obtained a bachelor’s degree in computer science from Beijing Jiaotong University (北京交通大學) in July 1989, and a master’s degree in satellite remote sensing from University of Chinese Academy of Sciences (中國科學院大學) in July 1995.

As at the Latest Practicable Date, there was a service agreement between the Company and Mr. Zhai for a term of three years commencing from December 5, 2020. If Mr. Zhai is approved for re-election as a director of the Company at the AGM, his service agreement will be renewed (if necessary) for a term of approximately three years upon expiry of the current term. The total remuneration paid to Mr. Zhai for the year ended December 31, 2022 was approximately RMB1,042,000. His remuneration package was determined by the Board as recommended by the remuneration committee of the Company with reference to his experience and qualification. He is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of the Company.

As at the Latest Practicable Date, Mr. Zhai was interested in 300,600,000 Shares within the meaning of Part XV of the SFO through the controlled corporation Nebula SC Holdings Limited.

Mr. Zhai Guanhua is appointed as the chief financial officer of the Company with effect from September 5, 2022, who is the son of Mr. Zhai Shuchun.

Ms. Qin Yi (秦禕) (“Ms. Qin”)

Ms. Qin Yi (秦禕), aged 45, is our executive Director and deputy general manager. She is primarily responsible for the sales and marketing of our Group. Ms. Qin joined our Group in June 2012 and was appointed as an executive Director in December 2019. She was the head of sales and marketing department at Beijing Newlink from June 2012 to December 2016 and has served as a deputy general manager at Beijing Newlink since December 2016. Ms. Qin has over 12 years of experience in sales and marketing. Prior to joining us, Ms. Qin served as a client manager at Digital China Group Co., Ltd. (神州數碼集團股份有限公司), a company listed on the Stock Exchange (stock code: 0861) and Shenzhen Stock Exchange (stock code: 000034), from August 2007 to June 2012.

Ms. Qin obtained a college degree in modern public relations from China University of Mining and Technology (中國礦業大學) in July 2000, and a bachelor’s degree in journalism from Communication University of China (中國傳媒大學) in July 2012.

As at the Latest Practicable Date, there was a service agreement between the Company and Ms. Qin for a term of three years commencing from December 5, 2020. If Ms. Qin is approved for re-election as a director of the Company at the AGM, her service agreement will be renewed (if necessary) for a term of approximately three years upon expiry of the current term. The total emoluments paid to Ms. Qin for the year ended December 31, 2022 was approximately RMB703,000. Her remuneration package was determined by the Board as recommended by the remuneration committee of the Company with reference to her experience and qualification. She is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of the Company.

As at the Latest Practicable Date, Ms. Qin was beneficially interested in 1,604,800 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, the above Directors (i) did not hold any directorship in any public listed company in the past three years or had any other positions within the Company and its subsidiaries; (ii) did not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company; and (iii) had no interests in the shares of the Company or its associated corporation within the meaning of Part XV of the SFO.

The Board is not aware of any other matters or information that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules in relation to the proposed re-election of the aforesaid retiring Directors.

NOTICE OF ANNUAL GENERAL MEETING



NEWLINK TECHNOLOGY INC.

新紐科技有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9600)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Newlink Technology Inc. (the “**Company**”) for the year ended December 31, 2022 will be held at Conference Room, 5/F, Tower A, Xueqing Jiachuang Building, Xueqing Road, Haidian District, Beijing, the PRC on Friday, June 9, 2023 at 10:00 a.m. to transact the following business:

As ordinary business,

1. To consider and approve the audited consolidated financial statements, together with the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended December 31, 2022.
2. To declare and pay a final dividend (the “**Final Dividend**”) of HK\$0.04 per ordinary share of the Company for the year ended December 31, 2022.
3.
 - (a) To re-elect Mr. Zhai Shuchun as an executive Director;
 - (b) To re-elect Ms. Qin Yi as an executive Director;
 - (c) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors’ of the Company.
4. To re-appoint CCTH CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration.

To consider and, if thought fit, to pass the following resolutions, with or without amendments, as ordinary resolutions:

5. “**THAT:**
 - (a) subject to paragraph (c) below, the general mandate unconditionally given to the Directors to allot, issue and deal with additional shares (the “**Shares**”) in the share capital of the Company, and to make or grant offers, agreements and options in respect thereof including warrants to subscribe Shares, which would

NOTICE OF ANNUAL GENERAL MEETING

or might require the exercise of such powers, be and it is hereby generally and unconditionally approved in substitution for and to the exclusion of any existing authority previously granted;

- (b) the mandate shall not extend beyond the Relevant Period (as defined below), except that the Directors might during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) 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 the subscription rights attaching to any warrant in the Company or (iii) the exercise of any options granted under any option scheme adopted by the Company, shall not exceed 20% of the total number of the Shares in issue at the date of passing of this resolution and the approval pursuant to paragraph (a) of this resolution 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 earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the mandate given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; or
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law of the Cayman Islands or any other applicable law to be held; and

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

6. **“THAT:**

(a) the general mandate be and is hereby unconditionally given to the Directors, in substitution for and to the exclusion of any existing authority previously granted, to exercise all powers of the Company, to repurchase Shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the Shares may be listed and recognised by The Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act of the Cayman Islands and all other applicable laws in this regard, provided that:

(i) the mandate shall not extend beyond the Relevant Period (as defined below);

(ii) the total number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10% of the total number of the Shares in issue at the date of passing of this resolution and the approval pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(b) for the purposes of this resolution,

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

(i) the conclusion of the next annual general meeting of the Company;

(ii) the revocation or variation of the mandate given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; or

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Act of the Cayman Islands or any other applicable law to be held.”

7. **“THAT**

Conditional upon the passing of the resolutions No. 5 and No. 6 above, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares pursuant to the resolution No. 5 above be and is hereby extended by the addition thereto of the number

NOTICE OF ANNUAL GENERAL MEETING

representing the total number of the Shares repurchased by the Company under the authority granted pursuant to the resolution No. 6 provided that such number shall not exceed 10% of the total number of the Shares in issue at the date of the passing of this resolution.”

By Order of the Board
Newlink Technology Inc.
ZHAI Shuchun
Chairman

Beijing, the PRC, April 26, 2023

Registered Office
PO Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

*Headquarters and principal
place of business in the PRC*
5/F, Tower A
Xueqing Jiachuang Building
Xueqing Road, Haidian District
Beijing, the PRC

*Principal place of business
in Hong Kong*
46/F, Hopewell Centre
183 Queen's Road East
Wan Chai, Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder of the Company who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
- (2) All resolutions at the annual general meeting will be taken by way of poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
- (3) In order to be valid, a form of proxy and the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited with the Company's Hong Kong share registrar, 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 fixed for holding the AGM or any adjournment thereof.
- (4) For determining the entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Tuesday, June 6, 2023 to Friday, June 9, 2023, both days inclusive, during which period no transfer of shares in the Company will be effected. In order to qualify for the right to attend and vote at the AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, June 5, 2023. Shareholders whose names appeared on the register of members on June 9, 2023 are eligible to attend and vote at the AGM.

For determining the entitlement to receive the proposed Final Dividend, the register of members of the Company will be closed from Friday, June 16, 2023 to Tuesday, June 20, 2023 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for the Final Dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. Thursday, June 15, 2023. Shareholders whose names appear on the register of members of the Company on Tuesday, June 20, 2023 shall be entitled to receive the Final Dividend.

- (5) Delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the AGM convened and in such event, the form of proxy shall be deemed to be revoked.
- (6) In the case of joint registered holders of any Share, any one of such joint registered holders may vote at the AGM, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the AGM, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (7) References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board of Directors of the Company comprises Mr. Zhai Shuchun, Ms. Qin Yi and Mr. Li Xiaodong as the executive Directors; and Mr. Tang Baoqi, Ms. Yang Juan and Mr. Ye Jinfu as the independent non-executive Directors.