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MEDIALINK GROUP LIMITED
羚邦集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2230)

VOLUNTARY ANNOUNCEMENT
EXEMPTED CONNECTED TRANSACTION RELATING TO GRANT
OF SHARE AWARDS TO A DIRECTOR
GRANT OF SHARE AWARDS TO STAFF AND SHARE PURCHASE
PURSUANT TO SHARE AWARD SCHEME

Reference is made to the announcement of Medialink Group Limited (the “**Company**”) dated 6 February 2020 in relation to the adoption of the Share Award Scheme.

EXEMPTED CONNECTED TRANSACTION RELATING TO GRANT OF
SHARE AWARDS TO A DIRECTOR

The Board has resolved to grant a total of 4,980,000 Director Award Shares at nil consideration to Ms. Noletta Chiu, who is an executive Director and a connected person of the Company. Such Director Award Shares are vested to Ms. Noletta Chiu effective on 28 March 2024. There is no specific condition or lock up restriction attached to the Director Award Shares.

The Director Award Shares granted represent 0.25% of the Company’s total number of issued Shares on 28 March 2024. The Director Award Shares represent the value of HK\$926,280, taking into account of the closing price of HK\$0.186 per Share as quoted on the Stock Exchange on 28 March 2024.

The Director Award Shares were granted by way of acquisition of existing Shares through on-market transactions by the Trustee and the previous share contribution by the controlling Shareholders on 6 October 2020. The grant of the Director Award Shares will not result in any issue of new Shares or any dilution effect on the shareholdings of existing Shareholders.

REASONS FOR AND BENEFITS OF THE GRANT

The purposes of the Share Award Scheme are to reward the eligible persons for their past, present or expected contribution and loyalty to the Group and align their interests with those of the Shareholders through grant of award.

Ms. Noletta Chiu is an executive Director. She is primarily responsible for the overall strategic planning and supervision of the Brand Licensing Business of the Group. Under the leadership of Ms. Noletta Chiu, revenue derived from Brand Licensing Business increased by approximately 9.7% from approximately HK\$74.9 million (for the six months ended 30 September 2022) to approximately HK\$82.2 million (for the six months ended 30 September 2023). The number of active brands available in the Group has increased from 260 (as of 31 March 2023) to 316 (as of 30 September 2023). Ms. Noletta Chiu's extensive knowledge and expertise is instrumental in driving the Group's brand licensing business.

In assessing the fairness and reasonableness of the grant of Director Award Shares to Ms. Noletta Chiu, the Directors (including the independent non-executive Directors) have taken into consideration the role, past performance and the period of service of Ms. Noletta Chiu in the Group. The grant of the Director Award Shares to Ms. Noletta Chiu recognises her past contributions to the Group's business performance and encourages her to provide continuous support to the Group.

The Directors (including the independent non-executive Directors) are of the view that the grant of 4,980,000 Director Award Shares to Ms. Noletta Chiu is on normal commercial terms, in the ordinary and usual course of business of the Group, is fair and reasonable taking into account of her contributions already made to the Group, and in the interests of the Company and the Shareholders as a whole.

GRANT OF SHARE AWARDS TO STAFF

The Board has also resolved to grant a total of 4,346,000 award shares (the “**Staff Award Shares**”) to 23 Eligible Persons, who are staff of the Company. None of them is a director, chief executive or substantial shareholder of the Company, nor an associate (as defined under the Listing Rules) of any of them, nor a Connected Person of the Company. Such Staff Award Shares are vested to the 23 staff effective on 28 March 2024. There is no specific condition or lock up restriction attached to the Award Shares.

The Staff Award Shares granted represent approximately 0.2182% of the Company's total number of issued Shares on 28 March 2024. The Staff Award Shares represent the value of HK\$808,356, taking into account of the closing price of HK\$0.186 per Share as quoted on the Stock Exchange on 28 March 2024.

The Staff Award Shares were granted by way of acquisition of existing Shares through on-market transactions by the Trustee and the previous share contribution by the controlling Shareholders on 6 October 2020. The grant of the Staff Award Shares will not result in any issue of new Shares or any dilution effect on the shareholdings of existing Shareholders.

LISTING RULES IMPLICATION

The grant of the Director Award Shares to Ms. Noletta Chiu has been endorsed by the Remuneration Committee and approved by the Board (including the independent non-executive Directors), except that Ms. Noletta Chiu has abstained from voting on the board resolution to approve the grant of Director Award Shares as she has a material interest in the grant.

As Ms. Noletta Chiu is an executive Director, she is a connected person of the Company and the grant of the Director Award Shares constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As all of the applicable percentage ratios are less than 5% with the total consideration less than HK\$3,000,000, and the grant of the Director Award Shares to Ms. Noletta Chiu is on normal commercial terms, the grant of the Director Award Shares is fully exempted from the reporting, announcement and shareholders' approval requirements under Chapter 14A of the Listing Rules.

The grant of the Staff Award Shares to the 23 staff has been endorsed by the Remuneration Committee and approved by the Board (including the independent non-executive Directors).

SHARE PURCHASE PURSUANT TO SHARE AWARD SCHEME

During the period from 1 December 2023 to 28 March 2024, the Trustee purchased an aggregate of 9,155,000 Shares (the “**Shares Purchased**”) on the market for the purpose of the Share Award Scheme and the grant of the Award Shares. Details of the Shares Purchased and the latest information about the Shares held by the Trustee are as follows:

Trade dates:	1 December 2023 to 28 March 2024
Settlement dates:	5 December 2023 to 3 April 2024
Total number of Shares Purchased:	9,155,000 Shares
Percentage of the Shares Purchased to the total number of issued Shares of the Company as at the date of this announcement:	Approximately 0.46%
Average consideration per Share (excluding all related expenses, transaction levy, brokerage, tax, duties and levies):	Approximately HK\$0.1846
Total consideration of Shares Purchased (excluding all related expenses, transaction levy, brokerage, tax, duties and levies):	Approximately HK\$1,690,326
Balance of number of Shares held by the Trustee after the purchase and vesting on 28 March 2024:	72,224,000 Shares

After the granting and vesting of 4,980,000 Director Award Shares to Ms. Noletta Chiu and 4,346,000 Staff Award Shares to 23 staff on 28 March 2024, as well as the Share Purchased, the remaining 72,224,000 Shares held by the Trustee shall be regarded as being held by the public under the Listing Rules.

DEFINITIONS

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

“Board”	the board of the Directors
“Brand Licensing Business”	the brand licensing business of the Group
“Company”	MEDIALINK GROUP LIMITED, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Director Award Shares”	the 4,980,000 award shares which are granted to Ms. Noletta Chiu
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ms. Noletta Chiu”	Ms. Chiu Siu Fung Noletta, an executive Director
“Remuneration Committee”	the remuneration committee of the Board
“Share(s)”	ordinary share(s) of the Company
“Share Award Scheme”	the share award scheme as adopted by the Company on 6 February 2020
“Shareholder(s)”	holder(s) of the Share(s)
“Staff Award Shares”	the 4,346,000 award shares which are granted to 23 staff
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Trustee”

the professional trustee for the Share Award Scheme

“%”

per cent

By order of the Board
MEDIALINK GROUP LIMITED
Ma Ching Fung
Company Secretary

Hong Kong, 2 April 2024

As at the date of this announcement, the executive directors of the Company are Ms. Chiu Siu Yin Lovinia, Ms. Chiu Siu Fung Noletta and Mr. Ma Ching Fung; the non-executive director of the Company is Ms. Wong Hang Yee, JP; and the independent non-executive directors of the Company are Mr. Fung Ying Wai Wilson, MH, Ms. Leung Chan Che Ming Miranda and Mr. Wong Kam Pui, BBS, JP.

Note: If there is any inconsistency between English and Chinese versions of this document, the English version shall prevail.