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

If you have sold or transferred all your shares in **Linekong Interactive Co., Ltd.** (the “Company”), you should at once hand this circular together with enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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LINEKONG

藍港互動

Linekong Interactive Co., Ltd.

藍港互動有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8267)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES
EXTENSION OF ISSUE MANDATE TO ISSUE SHARES
RETIREMENT OF DIRECTORS
RE-ELECTION OF RETIRING DIRECTORS
APPOINTMENT OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company (“AGM”) to be held at 5/F, Qiming International Mansion, Wangjing North Road, Chaoyang District, Beijing, the People’s Republic of China on Thursday, June 11, 2015 at 10 a.m. is set out on pages 19 to 25 of this circular. A form of proxy for use at the AGM is also enclosed. Whether or not you are able to attend the meeting, 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 in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting (or any adjournment thereof) if they so wish and in such event, the form of proxy shall be deemed to be revoked.

This circular will remain on the “Latest Company Announcements” page of the Growth Enterprise Market of the Stock Exchange website at www.hkgem.com for at least 7 days from the date of its publication and on the website of the Company at www.linekong.com.

March 31, 2015

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CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 5/F, Qiming International Mansion, Wangjing North Road, Chaoyang District, Beijing, the PRC on Thursday, June 11, 2015 at 10 a.m. or any adjournment thereof, the notice of which is set out on pages 19 to 25 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Linekong Interactive Co., Ltd. (藍港互動有限公司), an exempted company incorporated under the laws of the Cayman Islands on May 24, 2007 with limited liability, the Shares of which are listed on GEM
“Cayman Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency for the time being of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting the Issue Mandate
“Latest Practicable Date”	March 25, 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	December 30, 2014, the date on which dealings in the Shares commenced on the Stock Exchange
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting the repurchase mandate
“RSU Scheme”	the restricted share unit scheme of the Company approved and adopted by the then shareholders of the Company on March 21, 2014 and as amended on August 22, 2014
“RSU(s)”	restricted share unit(s) award granted to a participant under the RSU Scheme
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of US\$0.000025 each in the capital of the Company
“Shareholder(s)”	the registered holder(s) of the Share(s)

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“US\$”	United States dollars, the lawful currency for the time being of the United States
“%”	per cent

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藍港互動

Linekong Interactive Co., Ltd.

藍港互動有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8267)

Executive Directors

Mr. WANG Feng (*Chairman and
chief executive officer*)

Mr. LIAO Mingxiang (*President*)

Mr. MAO Zhihai (*Chief financial officer and
joint company secretary*)

Registered office:

Floor 4, Willow House

Cricket Square

P.O. Box 2804

Grand Cayman KY1-1112

Cayman Islands

Non-executive Director

Mr. QIAN Zhonghua

Principal place of business

in Hong Kong:

18/F, Tesbury Centre

28 Queen's Road East

Wanchai

Hong Kong

Independent Non-executive Directors

Mr. MA Ji

Mr. CHEN Tong

Mr. ZHANG Xiangdong

March 31, 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES
EXTENSION OF ISSUE MANDATE TO ISSUE SHARES
RETIREMENT OF DIRECTORS
RE-ELECTION OF RETIRING DIRECTORS
APPOINTMENT OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide Shareholders with the notice of AGM and the following proposals to be put forward at the AGM: (i) the grant to the Directors of Issue Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the Extension Mandate, (ii) the re-election of the retiring Directors; and (iii) the appointment of new Directors.

GENERAL MANDATE TO ISSUE SHARES AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by the Shareholders on November 20, 2014.

In order to ensure greater flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue new Shares, approval is to be sought for the Shareholders, pursuant to the GEM Listing Rules, for the Issue Mandate to issue Shares. An ordinary resolution no. 5(A) will be proposed at the AGM to grant to the Directors the Issue Mandate to exercise the powers of the Company to allot, issue and deal with new shares in the share capital of the Company up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the resolution in relation to the Issue Mandate. As at the Latest Practicable Date, the total issued share capital of the Company comprised 369,838,464 Shares. Subject to the passing of the above ordinary resolution and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the AGM, the Company will be allowed to issue a maximum of 73,967,692 Shares.

In addition, subject to a separate approval of the ordinary resolution no. 5(C), the number of Shares purchased by the Company under ordinary resolution no. 5(B), if approved by the Shareholders at the AGM, will also be added to extend the 20% limit of the Issue Mandate as mentioned in the ordinary resolution no. 5(A) provided that such additional amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the Issue Mandate and Repurchase Mandate. The Directors have no immediate plans to issue any new shares of the Company pursuant to the Issue Mandate.

LETTER FROM THE BOARD

An ordinary resolution no. 5(B) will also be proposed at the AGM to approve the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the resolution in relation to the Repurchase Mandate. As at the Latest Practicable Date, the total issued share capital of the Company comprised 369,838,464 Shares. Subject to the passing of the above ordinary resolution and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the AGM, the Company will be allowed to repurchase a maximum of 36,983,846 Shares.

An explanatory statement required by the GEM Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular.

The Issue Mandate (including the Extension Mandate) and the Repurchase Mandate, if granted, shall continue to be in force during the period from the date of passing of the resolutions for the approval of the same up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Articles of Association to be held; or (iii) the revocation or variation of the Issue Mandate (including the Extension Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

PROPOSED RETIREMENT AND RE-ELECTION OF DIRECTORS

Mr. Mao Zhihai was appointed as an executive Director on January 10, 2014 and Mr. Qian Zhonghua was appointed as a non-executive Director on January 27, 2014. Mr. Chen Tong was appointed as an independent non-executive Director on April 24, 2014.

Each of Mr. Mao Zhihai, Mr. Qian Zhonghua and Mr. Chen Tong will retire from office as Directors at the AGM pursuant to article 16.18 of the Articles of Association. Each of Mr. Mao Zhihai and Mr. Qian Zhonghua, being eligible, will offer themselves for re-election, while Mr. Chen Tong will not offer himself for re-election as he would like to devote more time to his other business commitment.

Mr. Chen Tong confirms that he does not have any disagreement with the Board and there is nothing to be brought to the attention of the Shareholders in relation to his proposed retirement.

Biographical details of Mr. Mao Zhihai and Mr. Qian Zhonghua, being the retiring Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF DIRECTORS

At the AGM, separate ordinary resolutions will be put forward to the Shareholders in relation to the proposed election of Mr. Mei Song as an executive Director, Mr. Zhao Jun as an executive Director, Mr. Wang Xiaodong as an independent non-executive Director, and Ms. Zhao Yifang as an independent non-executive Director, all for a term commencing from the date of the AGM which approves their appointments and ending at the conclusion of the 2017 annual general meeting of the Company to be held in 2018.

Biographical details of the above-mentioned Directors proposed to be appointed at the AGM are set out in Appendix I to this circular.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, June 9, 2015 to Thursday, June 11, 2015, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, June 8, 2015.

NOTICE OF AGM

Set out on pages 19 to 25 of this circular is the notice of AGM at which, inter alia, ordinary resolutions will be proposed to the Shareholders to consider and approve (i) the grant to the Directors of Issue Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the Extension Mandate, (ii) the re-election of the retiring Directors, and (iii) the appointment of new Directors.

FORM OF PROXY

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the AGM or any adjournment thereof.

Completion and delivery of the form of proxy will not preclude from attending and voting at the AGM or any adjournment thereof if they so wish.

LETTER FROM THE BOARD

VOTING BY WAY OF POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules and Article 13.6 of the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of AGM will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for each share registered in his/her/its name in the register. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

An announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the Issue Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the Extension Mandate, the re-election of the retiring Directors, and the appointment of new Directors are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,
By order of the Board
Linekong Interactive Co., Ltd.
WANG Feng
Chairman

The following are the particulars of the Directors proposed to be re-elected at the AGM.

Executive Director**Mr. MAO Zhihai**

Mr. MAO Zhihai, age 39, is an executive Director, the chief financial officer, a joint company secretary and the compliance officer of the Company. Mr. Mao is primarily responsible for overseeing the management of finance and investment of the Group. He joined the Group as the chief financial officer on January 10, 2014 and was appointed as an executive Director on January 27, 2014. Mr. Mao has over 11 years of experience in accounting and corporate finance. Prior to joining the Group, Mr. Mao worked at Deloitte & Touche LLP, USA, in Washington DC from July 2003 to March 2006, and Deloitte & Touche Tohmatsu CPA, Ltd., Beijing Branch, as a senior auditor from August 2006 to December 2007. From January 2008 to October 2010, Mr. Mao served at China TransInfo Technology Corp., a company previously listed on Nasdaq Stock Market (NASDAQ: CTFO) before its privatisation in November 2012, as the chief financial officer. From December 2010 to December 2013, Mr. Mao worked for two other investment companies and was mainly responsible for financial and investment related matters. From November 2010 to August 2014, he served as an independent director at China Shengda Packaging Group, Inc., a company listed on Nasdaq Stock Market (NASDAQ: CPGI). Mr. Mao is a U.S. certified public accountant, licensed in the State of Virginia since February 2006. Mr. Mao graduated from University of North Carolina at Chapel Hill with a master degree in accounting in May 2003.

As at the Latest Practicable Date, Mr. Mao is interested in 2,811,769 RSUs granted to him under the RSU Scheme entitling him to receive 2,811,769 Shares subject to vesting.

Save as disclosed above, Mr. Mao does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Mao does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company, and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Mao has entered into a director's service contract with the Company for a term of three years commencing from August 22, 2014, which may be terminated by either party thereto giving to the other 3 months' prior notice in writing or otherwise in accordance with the terms of the service agreement, and subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Mao is entitled to receive an annual remuneration of RMB1,000,000 per annum excluding discretionary bonuses, which is determined with reference to his roles and responsibilities with the Group and the prevailing market conditions.

Save as disclosed above, there are no other matters relating to Mr. Mao's appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

Non-executive Director

Mr. QIAN Zhonghua

Mr. QIAN Zhonghua, age 50, joined the Board as a non-executive Director on January 27, 2014. He is also a member of the nomination committee of the Board. Mr. Qian has over 20 years of management and investment experience and also has extensive experience in the Internet industry, including the fields of vertical portals, e-commerce, online games, cross-platform applications, convergence of telecommunications, cable and Internet networks and digital publishing. Mr. Qian is currently a managing director of Fosun Equity Investment Management Ltd ("Fosun"). Prior to joining Fosun, Mr. Qian served as the chief executive officer of Ourgame.com from May 2000 to January 2003. Mr. Qian also served as the president for Yanhuangxinxing Group from January 2003 to January 2004 where he was primarily engaged in managing its online game and telecommunication value-added services. From June 2004 to March 2006, Mr. Qian worked at Shanda Interactive Entertainment Limited, a company previously listed on Nasdaq Stock Market (NASDAQ: SNDA) before its privatisation in February 2012, as the general manager of its Beijing Branch and mainly focused on the entertainment product management. Mr. Qian was also the member of the Evaluation Committee of Senior Economic (Accounting) Professionals of the Press and Publication Administration from November 2009 to October 2011. Mr. Qian obtained his bachelor's degree in engineering from Tsinghua University in July 1986 and graduated from Guanghua School of Management of Peking University with a master degree of business administration in June 2005.

As at the Latest Practicable Date, Mr. Qian is beneficially interested in 5,000 Shares.

Save as disclosed above, Mr. Qian does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Qian does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Qian has entered into a letter of appointment with the Company for a term of three years commencing from January 27, 2014, which may be terminated by either party thereto giving to the other 3 months' prior notice in writing or otherwise in accordance with the terms of the letter of appointment, and subject to retirement by rotation and re-election in accordance with the Articles of Association. For the year ended December 31, 2014, Mr. Qian is not entitled to any remuneration as a non-executive Director.

Save as disclosed above, there are no other matters relating to Mr. Qian's appointment that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

The following are the particulars of the Directors proposed to be appointed at the AGM.

Executive Directors

Mr. MEI Song

Mr. MEI Song, age 34, is a vice president of the Group. Mr. Mei is primarily responsible for game development and operation of the Group. Mr. Mei joined the Group on 9 April 2007 as a manager of our research and development centre, and is mainly responsible for platform development. Since December 2011, he started to serve as the general manager of our mobile games department and is primarily in charge of the development of our mobile games and Excalibur. Mr. Mei has over eight years of experience in the Internet and online game industry. Prior to joining our Group, Mr. Mei worked at Beijing Kingsoft Software Co., Ltd. ("**Beijing Kingsoft**") as a development engineer responsible for the development of the online games operating platform from March 2006 to April 2007. Mr. Mei received a bachelor's degree in inorganic non-metal material engineering in July 2003 and a master degree in computer software and theory in April 2006 from Harbin University of Science and Technology.

As at the Latest Practicable Date, Mr. Mei is interested in 4,217,154 RSUs granted to him under the RSU Scheme entitling him to receive 4,217,154 Shares subject to vesting.

Save as disclosed above, Mr. Mei does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Mei does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

If elected, Mr. Mei will enter into a director's service agreement with the Company as an executive Director for a term commencing from the date of the annual general meeting which approves his appointment and ending at the conclusion of the 2017 annual general meeting to be held in 2018, which may be terminated by either the Company or Mr. Mei by giving 3 month's written notice or otherwise in accordance with the terms of the director's service agreement. Mr. Mei's remuneration will be determined with reference to his roles and responsibilities with the Group and the prevailing market conditions.

Save as disclosed above, there are no other matters relating to Mr. Mei's appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. ZHAO Jun

Mr. ZHAO Jun, age 35, is a vice president of the Group. Mr. Zhao is primarily responsible for game development and operation of the Group. Mr. Zhao joined us in our platform development team on March 2007. In January 2008, Mr. Zhao served as the major programming engineer of our development project for Journey to the West and was promoted to the position of project manager in June 2009 and subsequently to project director in October 2010. Mr. Zhao is also responsible for overseeing the management and licensing of the overseas versions (including Taiwan, Vietnamese and Indonesian versions) of our Journey to the West. Since January 2012, Mr. Zhao served as the producer of our Sword of Heaven. Mr. Zhao has over eight years of experience in the Internet industry. Prior to joining the Group, Mr. Zhao worked as a software engineer for AsialInfo Technologies (China) Inc. from August 2004 to August 2006 and served as a software engineer at Beijing Kingsoft from September 2006 to March 2007. Mr. Zhao received a bachelor's degree in mechanical and electronic engineering and a master degree in electromagnetic fields and microwave technology from Beijing University of Posts and Telecommunications in July 2002 and April 2005, respectively.

As at the Latest Practicable Date, Mr. Zhao is interested in 2,811,769 RSUs granted to him under the RSU Scheme entitling him to receive 2,811,769 Shares subject to vesting.

Save as disclosed above, Mr. Zhao does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Zhao does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

If elected, Mr. Zhao will enter into a director's service agreement with the Company as an executive Director for a term commencing from date of the annual general meeting which approves his appointment and ending at the conclusion of the 2017 annual general meeting to be held in 2018, which may be terminated by either the Company or Mr. Zhao by giving 3 month's written notice or otherwise in accordance with the terms of the director's service agreement. Mr. Zhao's remuneration will be determined with reference to his roles and responsibilities with the Group and the prevailing market conditions.

Save as disclosed above, there are no other matters relating to Mr. Zhao's appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

Independent non-executive Directors

Mr. WANG Xiaodong

Mr. WANG Xiaodong, aged 47, has various working experience in information technology companies. He previously served as senior director of Aruba Networks Inc. from August 2010 to November 2011. Mr. Wang is the founder of DewMobile Inc. and currently serving as chairman and chief executive officer. He is also the founder of Lindong Internet Technology (Beijing) Co., Ltd. and has been serving as chairman and chief executive officer since January 2012. He is also the chairman and chief executive officer and legal representative of Lindong (Beijing) Technology Co., Ltd.. Mr. Wang obtained a bachelor's degree in engineering specialising in radio technology and information system from Tsinghua University in July 1989 and a master degree in electrical engineering from Colorado State University in May 1993. He obtained a degree of master of science in management science and engineering from The Leland Stanford Junior University in September 2002.

Save as disclosed above, Mr. Wang does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Wang does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

If elected, Mr. Wang will enter into a letter of appointment with the Company as an independent non-executive Director for a term commencing from the date of the annual general meeting which approves his appointment and ending at the conclusion of the 2017 annual general meeting to be held in 2018, which may be terminated by either the Company or Mr. Wang by giving 3 month's written notice or otherwise in accordance with the terms of the letter of appointment. Mr. Wang's remuneration will be determined with reference to his roles and responsibilities with the Group and the prevailing market conditions.

Save as disclosed above, there are no other matters relating to Mr. Wang's appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

Ms. ZHAO Yifang

Ms. ZHAO Yifang, aged 56, is currently serving as director and general manager of Zhejiang Huace Film & Tv Co., Ltd., the shares of which are listed on the Shenzhen Stock Exchange (stock code: 300133). Ms. Zhao is currently the vice chairman of China Television Drama Production Industry Association. Ms. Zhao completed a postgraduate programme in modern and contemporary literature offered by Hangzhou University in September 1998.

Save as disclosed above, Ms. Zhao does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Ms. Zhao does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and she has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

If elected, Ms. Zhao will enter into a letter of appointment with the Company as an independent non-executive Director for a term commencing from the date of the annual general meeting which approves her appointment and ending at the conclusion of the 2017 annual general meeting to be held in 2018, which may be terminated by either the Company or Ms. Zhao by giving 3 month's written notice or otherwise in accordance with the terms of the letter of appointment. Ms. Zhao's remuneration will be determined with reference to her roles and responsibilities with the Group and the prevailing market conditions.

Save as disclosed above, there are no other matters relating to Ms. Zhao's appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

The following is an explanatory statement required to be sent to the Shareholders under the GEM Listing Rules in connection with the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 369,838,464 Shares of nominal value of US\$0.000025 each. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date up to the date of the AGM, the Company will be allowed to repurchase a maximum of 36,983,846 Shares which represent 10% of the issued share capital of the Company during the period ending on the earliest of i) the conclusion of the next annual general meeting of the Company; or ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Articles of Association; or iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting prior to the next annual general meeting of the Company.

REASONS AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share 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.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the applicable laws of the Cayman Islands and the GEM Listing Rules. The Cayman Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Cayman Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or from sums standing to the credit of the share premium account of the Company.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the Repurchase Mandate was to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and/or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2014, being the date to which the latest published audited consolidated financial statements of the Company were made

up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates, as defined in the GEM Listing Rules, currently intend to sell any Shares to the Company or its subsidiaries, in the event that the Repurchase Mandate is approved by the Shareholders.

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

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar the Directors are aware of, the controlling Shareholders were (i) Wangfeng Management Limited which owned 66,576,160 Shares (representing approximately 18.00% of the issued share capital of the Company); (ii) Liaomingxiang Holdings Limited which owned 12,168,720 Shares (representing approximately 3.29% of the issued share capital of the Company); and (iii) Brisk Century Limited which owned 10,390,960 Shares (representing approximately 2.81% of the issued share capital of the Company). For the purpose of the SFO, (i) Mr. Wang Feng is deemed or taken to be interested in all the Shares held by Wangfeng Management Limited; (ii) Ms. Liao Mingxiang is deemed or taken to be interested in all the Shares held by Liaomingxiang Holdings Limited; and (iii) Mr. Zhang Yuyu is deemed or taken to be interested in all the Shares held by Brisk Century Limited. In the event that the Directors exercise in full the Repurchase Mandate, the shareholding of the controlling Shareholders in the Company will be increased to approximately 26.78%.

On the basis of the aforesaid increase in shareholding, the Directors are not aware of any consequences of such repurchases of Shares would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The GEM Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company from the Listing Date to the Latest Practicable Date.

SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange during the period from the Listing Date to the Latest Practicable Date were as follows:

Month	Highest traded prices <i>HK\$</i>	Lowest traded prices <i>HK\$</i>
2014		
December (from the Listing Date)	10.02	9.75
2015		
January	10.40	9.00
February	9.82	9.26
March (up to the Latest Practicable Date)	9.8	7.39

LINEKONG

藍港互動

Linekong Interactive Co., Ltd.

藍港互動有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8267)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Linekong Interactive Co., Ltd. (the “Company”) will be held at 5/F, Qiming International Mansion, Wangjing North Road, Chaoyang District, Beijing, the People’s Republic of China on Thursday, June 11, 2015 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended December 31, 2014.
2. a. To re-elect the following retiring directors of the Company:
 - i. Mr. Mao Zhihai as an executive director of the Company;
 - ii. Mr. Qian Zhonghua as a non-executive director of the Company.
- b. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.

NOTICE OF THE AGM

3. a. To appoint the following persons as directors of the Company:
 - i. Mr. Mei Song as an executive director of the Company;
 - ii. Mr. Zhao Jun as an executive director of the Company;
 - iii. Mr. Wang Xiaodong as an independent non-executive director of the Company;
 - iv. Ms. Zhao Yifang as an independent non-executive director of the Company.
- b. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and authorise the board of directors of the Company to fix its remuneration.
5. To consider and, if thought fit, to pass (with or without amendments) the following resolutions as ordinary resolutions:

(A) “That:

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;

NOTICE OF THE AGM

- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined) or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% of the aggregate nominal amount of share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly;
- (iv) for the purpose of this resolution:-
- (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:-
- (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

NOTICE OF THE AGM

(b) “Rights Issue” means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) “That:

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**GEM**”) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and GEM under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of the shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and

NOTICE OF THE AGM

(iv) for the purpose of this resolution:-

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or
- (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**That** conditional upon the resolutions numbered 5(A) and 5(B) set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 5(A) set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the directors of the Company pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 5(B) set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of the said resolutions.”

By order of the board of the directors

Linekong Interactive Co., Ltd.

WANG Feng

Chairman

Beijing, PRC, March 31, 2015

NOTICE OF THE AGM

Registered office:

Floor 4, Willow House
Cricket Square
P.O. Box 2804
Grand Cayman KY1-1112
Cayman Islands

Principal place of business in Hong Kong:

18/F, Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

Notes:

- (i) Resolution numbered 5(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 5(A) and 5(B) are passed by the shareholders of the Company.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.
- (iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, a form of proxy must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) The register of members will be closed from Tuesday, June 9, 2015 to Thursday, June 11, 2015, both days inclusive to determine the entitlement of the shareholders to attend the above meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, June 8, 2015.
- (vi) In respect of ordinary resolutions numbered 2(a)(i) and 2(a)(ii) above, details of each of Mr. Mao Zhihai and Mr. Qian Zhonghua, who are proposed to be re-elected as a director of the Company at the meeting are set out in Appendix I to the accompanied circular dated March 31, 2015.
- (vii) In respect of the ordinary resolutions numbered 3(a)(i), 3(a)(ii), 3(a)(iii) and 3(a)(iv) above, details of Mr. Mei Song, Mr. Zhao Jun, Mr. Wang Xiaodong and Ms. Zhao Yifang, who are proposed to be appointed as directors of the Company at the meeting are set out in Appendix I to the accompanied circular dated March 31, 2015.

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- (viii) In respect of the ordinary resolution numbered 5(A) above, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders as a general mandate for the purposes of the GEM Listing Rules.

- (ix) In respect of ordinary resolution numbered 5(B) above, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances where they consider that the repurchase would be in the best interest of the Company. The Explanatory Statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the general mandate to repurchase shares of the Company, as required by the GEM Listing Rules, is set out in Appendix II to the accompanied circular dated March 31, 2015.