# 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 a 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 Group Co., Ltd., you should at once hand this circular with the accompanying 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 Interactive Group Co., Ltd. 藍港互動集團有限公司

(Incorporated in the Cayman Islands with limited liability) (Stock Code: 8267)

# (1) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES (2) EXTENSION OF ISSUE MANDATE TO ISSUE SHARES (3) RE-ELECTION OF DIRECTORS (4) PROPOSED APPOINTMENT OF AUDITOR (5) PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of the Company to be held at 17/F, Block 5, Chengying Center, Yard No. 5, Laiguangying West Road, Chaoyang District, Beijing, the PRC on Friday, June 30, 2023, 2023 at 10:30 a.m. is set out on pages 22 to 27 of this circular. A form of proxy for the Annual General Meeting 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 Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M 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 (i.e. before 10:30 a.m. on Wednesday, June 28, 2023) 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 Listed Company Information" page of the HKEXnews website at www.hkexnews.hk for at least 7 days from the date of publication and on the website of the Company at www.linekong.com.

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# **CHARACTERISTICS OF GEM**

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, 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. In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"Annual General Meeting"	the annual general meeting of the Company to be held at 17/F, Block 5, Chengying Center, Yard No. 5, Laiguangying West Road, Chaoyang District, Beijing, the PRC on Friday, June 30, 2023 at 10:30 a.m. or any adjournment thereof, the notice of which is set out on pages 22 to 27 of this circular
"Articles of Association"	the articles of association of the Company
"Board"	the board of Directors
"Board Diversity Policy"	the Board diversity policy of the Company
"Cayman Companies Act"	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
"Company"	Linekong Interactive Group Co., Ltd. (藍港互動集團有限 公司), an exempted company incorporated under the laws of the Cayman Islands on May 24, 2007 with limited liability
"Director(s)"	the director(s) of the Company
"GEM"	the GEM of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM 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
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China

# DEFINITIONS

"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to allot, issue and deal with new Shares not exceeding 20 per cent of the number of issued Shares as at the date of passing of the resolution granting such mandate
"Latest Practicable Date"	June 1, 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Nomination Committee"	nomination committee of the Board
"Nomination Policy"	the nomination policy of the Company in relation to nomination of Directors
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10 per cent of the number of issued Shares as at the date of passing of the resolution granting such mandate
"RMB"	Renminbi, the lawful currency for the time being of the People's Republic of China
"RSU(s)"	restricted share unit(s) under the RSU Scheme, each entitling its holder to receive one Share per restricted share unit upon exercise, subject to vesting
"RSU Scheme"	the restricted share unit scheme of the Company adopted on March 21, 2014
"Securities and Futures Ordinance"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"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 published by the Securities and Futures Commission of Hong Kong	
"US\$"	United States dollars, the lawful currency for the time being of the United States	



# Linekong Interactive Group Co., Ltd. 藍港互動集團有限公司

(Incorporated in the Cayman Islands with limited liability) (Stock Code: 8267)

Executive Directors: Mr. WANG Feng (Chairman and Chief Executive Officer) Mr. CHEN Hao Mr. WANG Jin (also known as YAN Yusong)

Independent Non-executive Directors: Mr. ZHANG Xiangdong Ms. WU Yueqin Mr. FU Frank Kan 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:
40th Floor
Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai, Hong Kong

June 6, 2023

To the Shareholders

Dear Sir or Madam,

 (1) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

 (2) EXTENSION OF ISSUE MANDATE TO ISSUE SHARES
 (3) RE-ELECTION OF DIRECTORS
 (4) PROPOSED APPOINTMENT OF AUDITOR
 (5) PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION AND
 NOTICE OF ANNUAL GENERAL MEETING

#### **INTRODUCTION**

The purpose of this circular is to provide Shareholders with the notice of Annual General Meeting and information regarding the following resolutions to be put forward at the Annual General Meeting: (i) the grant to the Directors of the Issue Mandate to issue Shares and the Repurchase Mandate to repurchase Shares and the extension of the Issue Mandate; (ii) the re-election of Directors; (iii) proposed appointment of auditor; and (iv) proposed amendment to the Articles of Association.

#### GENERAL MANDATE TO ISSUE SHARES AND REPURCHASE SHARES

The existing mandates given to the Directors to issue and repurchase Shares were approved by the Shareholders on June 24, 2022 and will expire upon the conclusion of the Annual General Meeting unless revoked or varied earlier.

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 from the Shareholders, in accordance with the GEM Listing Rules, for the Issue Mandate to issue Shares. An ordinary resolution no. 4(A) will be proposed at the Annual General Meeting to approve the grant of Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares up to 20 per cent of the number of issued Shares as at the date of passing of such resolution. As at the Latest Practicable Date, there were 367,974,964 Shares in issue. Subject to the passing of the above resolution and on the basis that no Share is issued or repurchased after the Latest Practicable Date up to the date of the Annual General Meeting, the Directors will be allowed to issue a maximum of 73,594,992 Shares under the Issue Mandate.

In addition, subject to a separate approval of ordinary resolution no. 4(C), the number of Shares purchased by the Company pursuant to the Repurchase Mandate under ordinary resolution no. 4(B) (if approved by the Shareholders at the Annual General Meeting) will also be added to extend the 20 per cent limit under the Issue Mandate in ordinary resolution no. 4(A), provided that such additional number shall not exceed 10 per cent of the number of issued Shares as at the date of passing of such resolution. Nevertheless, the Directors have no immediate plan to issue any new Share pursuant to the Issue Mandate.

An ordinary resolution no. 4(B) will also be proposed at the Annual General Meeting to approve the grant of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10 per cent of the number of issued Shares as at the date of passing of such resolution. As at the Latest Practicable Date, there were 367,974,964 Shares in issue. Subject to the passing of the above resolution and on the basis that no Share is

issued or repurchased after the Latest Practicable Date up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 36,797,496 Shares under the Repurchase Mandate.

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

The Issue Mandate (including the extension mandate thereof) and the Repurchase Mandate, if granted, shall continue to be in force during the period from the date of passing of the relevant resolution up to the earliest of (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 any applicable law or the Articles of Association to be held; or (iii) the revocation or variation of such mandate by ordinary resolution of the Shareholders in a general meeting.

## **RE-ELECTION OF DIRECTORS**

In accordance with Article 16.18 of the Articles of Association, Mr. ZHANG Xiangdong and Ms. WU Yueqin shall retire by rotation at the close of the Annual General Meeting and, being eligible, have offered themselves for re-election as Directors thereat. In addition, in accordance with Article 16.2 of the Articles of Association, Mr. FU Frank Kan shall hold office only until the Annual General Meeting and, being eligible, has also offered himself for re-election as Director thereat.

Biography and other information of the Directors who have offered themselves for re-election at the Annual General Meeting are set out in Appendix II to this circular in accordance with the relevant requirements of the GEM Listing Rules.

#### **Confirmation of Independence**

Each of Mr. ZHANG, Ms. WU and Mr. FU has provided the annual confirmation of independence to the Company pursuant to Rule 5.09 of the GEM Listing Rules. None of them has any relationship with any substantial Shareholder, fellow Directors and management of the Company which would interfere with the exercise of independent judgment. The Company is therefore of the view that all of Mr. ZHANG, Ms. WU and Mr. FU meet the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and are independent in accordance with the terms of the guidelines.

#### Process for the selection and re-election of the independent non-executive Directors

The Board is responsible for recommending Directors for re-election by the Shareholders at annual general meetings. It has delegated the relevant screening and evaluation process to the Nomination Committee, which identifies suitably qualified Director candidates and recommends them to the Board.

The Nomination Committee was delegated with the responsibility in making recommendations to the Board for the re-election of Directors at the Annual General Meeting. At a meeting held on March 31, 2023, the Nomination Committee noted that each of Mr. ZHANG Xiangdong, Ms. WU Yueqin and Mr. FU Frank Kan is eligible and willing to offer himself/herself for re-election at the Annual General Meeting and advised the Board to recommend the Shareholders to vote in favour of each of the resolutions in relation to the re-election of the Directors. As Mr. ZHANG Xiangdong, Ms. WU Yueqin and Mr. FU Frank Kan are members of the Nomination Committee, each of Mr. ZHANG Xiangdong, Ms. WU Yueqin and Mr. FU Frank Kan are members of the sabstained from voting on the resolution in relation to his/her own nomination when it was being considered.

When considering the recommendation, the Nomination Committee has followed the Nomination Policy and took into account the diversity aspects (including but not limited to gender, race, age, language, cultural and educational background, industry experience, technical and professional skills and/or qualifications, knowledge, length of services and time to be devoted as a Director) as set out in the Board Diversity Policy, with due regards to the business model and specific needs of the Group. For details of the Nomination Policy and the Board Diversity Policy, please refer to the 2022 annual report of the Company.

As further described the biographies of the re-electing independent non-executive Directors in Appendix II to this circular, each of Mr. ZHANG, Ms. WU and Mr. FU contributes to the diversity of the Board and brings valuable contribution and insight through their skills and experience.

#### Mr. ZHANG Xiangdong

Mr. ZHANG is a founder of a NASDAQ-listed company and a city bike and cycling business, to which his experience in the strategic development of a technology, consumer-related and listed companies would enlighten the diversity of the Board, such as corporate governance practices.

Pursuant to code provision B.2.3 of the Corporate Governance Code set out in Appendix 15 of the GEM Listing Rules, as Mr. ZHANG has served as an independent non-executive Director for more than 9 years, his re-election will be subject to a separate resolution to be approved by the Shareholders. Separate resolution will be proposed for his re-election at the Annual General

Meeting. Mr. ZHANG does not have any management role in the Company and its subsidiaries and he has clearly demonstrated diligence, willingness to exercise independent judgment and have been giving objective views to the Company. There is no evidence that length of tenure is having an adverse impact on his independence. The Board is satisfied that, as well proven by the valuable independent judgement and advice given by Mr. ZHANG over the years, he has the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director. The Board is not aware of any circumstances that might influence Mr. ZHANG in exercising his independent judgement.

## Ms. WU Yueqin

Ms. WU is an experienced professional in financial management, she held various senior accounting, financial and management positions in sizeable corporations. Her relevant expertise, qualification and knowledge of financial and regulatory development contributes to independent and constructive advice to the Board, while providing independence and balance to the accounting, internal control, management of the Company.

#### Mr. FU Frank Kan

Mr. FU is experienced in business development in the technology industry, and will bring vision to the development of the Group's Web3.0 business. In particular, Mr. FU's business background will also provide useful insights to the Board for its Web3.0 business direction, strategies, operations, advice and other corporate transactions. The experience that Mr. FU acquired from his various senior positions across global operations as described in his biography in Appendix II to this circular may also provide a different perspective and input from an investor's perspective which can further enhance the diversity of the Board.

Having due regard to the Board Diversity Policy, the business model and specific needs of the Group, the Nomination Committee considers and the Board concurs that the re-election of each of Mr. ZHANG Xiangdong, Ms. WU Yueqin and Mr. FU Frank Kan is in the best interest of the Company and Shareholders as a whole, taking into account their familiarity with the business of the Group, their experience and skills and their contributions during their terms of office.

#### **PROPOSED APPOINTMENT OF AUDITOR**

Reference is made to the announcement of the Company dated May 30, 2023, in relation to the proposed change of auditor. Upon expiry of the term of PricewaterhouseCoopers upon the conclusion of the forthcoming Annual General Meeting of the Company, PricewaterhouseCoopers will retire as the auditor of the Company and will not be re-appointed as the Company believes that changing its auditor from time to time is a good practice of corporate governance and the Company could not reach a consensus with PricewaterhouseCoopers on the audit fee for the financial year ending 31 December 2023. With the recommendation of the audit committee of the Company, the Board has resolved to appoint Baker Tilly Hong Kong Limited as the new auditor of the Company upon the retirement of PricewaterhouseCoopers. Such proposed appointment is subject to the approval of shareholders of the Company in the forthcoming Annual General Meeting.

The Company is incorporated in the Cayman Islands and to the knowledge of the Board, there is no requirement under the laws of the Cayman Islands for the retiring auditor to confirm whether or not there is any matter regarding their retirement which shall be brought to the attention of the Company's shareholders or creditors. PricewaterhouseCoopers has therefore not issued such confirmation.

An ordinary resolution will be proposed at the Annual General Meeting, for consideration and approval of appointment of auditor for 2023 and to authorise the Board to fix its renumeration.

#### PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

Pursuant to the latest requirements regarding the core shareholders protection under Appendix 3 to the GEM Listing Rules and other relevant laws, regulations and regulatory requirements, and taking into account the actual situation of the Company, resolution(s) regarding the proposed amendments to certain provisions of the Articles of Association was approved at the Board meeting held on May 15, 2023. Details of the proposed amendments are set out in Appendix III of this circular.

A special resolution will be proposed at the Annual General Meeting for considering and, if thought fit, approving the proposed amendments by shareholders of the Company.

#### **CLOSURE OF REGISTER OF MEMBERS**

The transfer books and register of members of the Company will be closed from Tuesday, June 27, 2023 to Friday, June 30, 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, 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 26, 2023.

#### ANNUAL GENERAL MEETING

Set out on pages 22 to 27 of this circular is the notice of Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve, among others, (i) the grant to the Directors of the Issue Mandate to issue Shares and the Repurchase Mandate to repurchase Shares and the extension of the Issue Mandate; (ii) the re-election of Directors; and (iii) the appointment of auditor; and a special resolution will be proposed to the Shareholders for consideration and approval for the amendments to the Articles of Association.

#### FORM OF PROXY

A form of proxy for the Annual General Meeting is enclosed with this circular. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M 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 Annual General Meeting (i.e. before 10:30 a.m. on Wednesday, June 28, 2023) or any adjournment thereof.

Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.

#### **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, decides to 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 Annual General Meeting 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, its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes in the same way.

An announcement on the results of the vote by poll will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 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 set out in the notice of the Annual General Meeting 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 aforementioned resolutions.

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

## APPENDIX I EXPLANATORY STATEMENT IN RELATION TO THE REPURCHASE MANDATE

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 total number of Shares in issue were 367,974,964 Shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares is issued or repurchased after the Latest Practicable Date up to the date of passing of such resolution, the Company will be allowed to repurchase a maximum of 36,797,496 Shares (subject to share consolidation or subdivision) which represent 10 per cent of the number of the issued Shares, during the period from the date of passing of such resolution up to 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 any applicable law or the Articles of Association to be held; or (iii) the revocation of variation of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

## **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 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 such purpose and in accordance with the Articles of Association, the Cayman Companies Act and the GEM Listing Rules. The Cayman Companies Act 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 Act. 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, based on the current prevailing market price, even if the Repurchase Mandate is to be exercised in full, it would not have a material adverse impact on the working capital and the gearing position of the Company as compared with the positions disclosed in the audited consolidated financial statements of the

# APPENDIX I EXPLANATORY STATEMENT IN RELATION TO THE REPURCHASE MANDATE

Company for the year ended December 31, 2022, 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 nor any of their close associates, as defined in the GEM Listing Rules, currently intend to sell any Share to the Company or its subsidiaries, in the event that the Repurchase Mandate is granted 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 and the applicable laws of the Cayman Islands.

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 Share to the Company, or has undertaken not to do so, if the Repurchase Mandate is granted.

If as a result of a repurchase of Shares by the Company 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 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, Mr. Wang Feng is the largest Shareholder of the Company and interested in 79,216,540 Shares (including (i) 66,576,160 Shares held through his wholly-owned company, Wangfeng Management Limited; (ii) 4,207,072 Shares held directly by him; and (iii) 8,433,308 RSUs granted to him under the RSU Scheme entitling him to receive 8,433,308 Shares upon exercise). In the event that the Directors exercise the Repurchase Mandate in full and Mr. Wang Feng fully exercises his RSUs, the shareholding of Mr. Wang Feng will increase from 21.53% to approximately 23.92%. Based on the aforesaid increase in shareholding, the Directors are not aware of any obligation for Mr. Wang Feng to make any general offer under Rule 26 of the Takeovers Code even if the Repurchase Mandate is exercised in full.

# APPENDIX I EXPLANATORY STATEMENT IN RELATION TO THE REPURCHASE MANDATE

The GEM Listing Rules prohibit a company from making repurchase on the Stock Exchange if the repurchase would result in less than 25 per cent (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued shares being 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 in the six months preceding the Latest Practicable Date.

# **SHARE PRICES**

The highest and lowest traded prices for Shares recorded on GEM during the twelve months preceding the Latest Practicable Date were as follows:

	Highest	Lowest
Month	traded price	traded price
	HK\$	HK\$
2022		
May	0.300	0.260
June	0.255	0.255
July	0.255	0.230
August	0.280	0.238
September	0.238	0.204
October	0.204	0.160
November	0.160	0.131
December	0.150	0.136
2023		
January	0.210	0.136
February	0.238	0.190
March	0.200	0.182
April	0.200	0.180
May	0.260	0.180
June (up to the Latest Practicable Date)	0.203	0.200

# APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the Directors (as required by the GEM Listing Rules) proposed to be re-elected at the Annual General Meeting.

Save as disclosed herein, as at the Latest Practicable Date, each the following Directors (i) does not have any other relationship with any other director, senior management or substantial or controlling shareholders (if any) of the Company (within the definition of the GEM Listing Rules); (ii) does not have any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (iii) does not hold any other position with any member of the Group; (iv) has not held any other directorships in any other listed public companies in the last three years; (v) has no other major appointments or professional qualification; and (vi) has no information to be disclosed pursuant to any of the requirements under Rule 17.50(2)(v) of the Listing Rules nor any other matter that need to be brought to the attention of the shareholders of the Company.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Zhang Xiangdong**, aged 45, has been an independent non-executive Director, chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee since April 24, 2014. Mr. Zhang has over 20 years of experience in the internet industry. In July 2003, Mr. Zhang founded Sungy Mobile Limited, a company listed on Nasdaq Stock Market (Nasdaq: GOMO), and served as a director and its president from 2003 to October 2014. In October 2014, Mr. Zhang resigned his positions as director and president. In November 2014, he officially started to pursue his entrepreneurial endeavours in cycling business. Mr. Zhang joined 700Bike as a co-founder and the chief executive officer, devoting himself to promote the development of city bike and cycling culture in China. Mr. Zhang obtained a bachelor's degree in information management from Peking University in July 1999.

Mr. Zhang has entered into a letter of appointment with the Company for a term of 3 years commencing from April 24, 2014 and have been renewed for another term of three years on April 23, 2017 and subsequently on April 23, 2020, and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Pursuant to the letter of appointment, Mr. Zhang is entitled to a director's remuneration of RMB286,000, which has been determined by the remuneration committee of the Company and the Board with reference to his performance, duties and responsibilities with the Company and prevailing market condition.

**Ms. Wu Yueqin**, aged 46, has been an independent non-executive Director, chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee since May 29, 2018. Ms. Wu has around 19 years of financial management experience. From June 2002 to December 2004, Ms. Wu was the accounting supervisor at Zhongchu Logistics Online Co., Ltd. From December 2004 to June 2006, she was a financial manager at Kingsoft Corporation Ltd.

# APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

From July 2006 to January 2011, she was the financial head of Kingsoft Corporation Ltd. From January 2011 to January 2012, she was Kingsoft Corporation Ltd.'s assistant president. From January 2012 to June 2015, she was the vice president of finance at Kingsoft Corporation Ltd. From July 2015 to August 2020, she has been the vice president of finance at Cheetah Mobile Inc., she has been the co-founder of Beijing Xiaoyaozhi Technology Company Limited (北京逍遙志科 技有限公司) from March 2021 to December 2022. She has been the chief financial officer of Think Beyond Pte. Ltd. since December 2022. Ms. Wu graduated from Xi'an Jiaotong University with a bachelor's degree in management science and engineering in July 2002. Ms. Wu is qualified as a Chinese Certified Public Accountant and has passed the Hong Kong Institute of Certified Public Accountants qualification exams.

Ms. Wu has entered into a letter of appointment with the Company for a term of 3 years commencing from May 29, 2018 and renewed for another three years on May 29, 2021, and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Pursuant to the letter of appointment, Ms. Wu is entitled to a director's remuneration of RMB286,000, which has been determined by the remuneration committee of the Company and the Board with reference to her performance, duties and responsibilities with the Company and prevailing market condition.

Mr. FU Frank Kan, aged 53, has been an independent non-executive Director and a member of the Audit Committee, the Remuneration Committee and the Nomination Committee since February 26, 2023. Mr. Fu has approximately 30 years of experience in business development in the technology industry. From 1997 to 1998, Mr. Fu was a product marketing and global channel development manager of Fujitsu Electronics America, Inc. From 1998 to 2000, Mr. Fu was a director of business development and product marketing of Samsung Telecommunications America, LLC. From 2000 to 2002, Mr. Fu was a director of business development of AboveNet Inc., (listed on the New York Stock Exchange, stock code: ABVT). From October 2002 to October 2004, Mr. Fu was a vice president of sales and marketing at Innopath Software, Inc. From October 2004 to March 2007, Mr. Fu was a vice president and general manager of Asia Pacific of Bitfone Corporation. From April 2007 to June 2013, Mr. Fu was a managing director of Citirich International., Ltd. From July 2013 to January 2016, Mr. Fu was global executive vice president of Beijing Kingsoft Office Software, Inc. (北京金山辦公軟件股份有限公司) (listed on the Shanghai Stock Exchange, stock code: 688111). From January 2016 to March 2018, Mr. Fu was successively a managing director of global operation and international investment, respectively, of Meitu Inc. (listed on the Stock Exchange, stock code: 1357). From June 2018 to August 2019, Mr. Fu was the chief executive officer of HBUS Holdco Inc. From August 2019 to October 2020, Mr. Fu was a managing director of Fenbushi Investment Management Co., Ltd. and had been a venture partner of the same company since October 2020. Mr. Fu is also currently the co-founder and chief

# APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

marketing officer of Math Global Foundation.,Ltd. Mr. Fu graduated from Midland University in July 1992 with a bachelor degree in business administration. He also graduated from San Jose State University in May 1999 with a master degree in business administration.

Mr. FU has entered into a letter of appointment with the Company for a term of 3 years commencing from February 26, 2023 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Pursuant to the letter of appointment, Mr. FU is entitled to a director's remuneration of RMB286,000, which has been determined by the remuneration committee of the Company and the Board with reference to his performance, duties and responsibilities with the Company and prevailing market condition.

# APPENDIX III PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

	Original articles	Amended articles
1.	Article 2.2	Article 2.2
	In these Articles, unless there be something in the subject or context inconsistent therewith:	In these Articles, unless there be something in the subject or context inconsistent therewith:
	"Companies Law"	"Companies <u>Law Act</u> "
	the Cayman Islands and any amendments thereto or	shall mean the Companies Law (2013 Revision) Act (As Revised), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
		Note: all subsequent references to "Companies Law" be changed to "Companies Act" throughout the Articles.

The details of the proposed amendments are as follows:

	Original articles	Amended articles
2.	Article 12.3	Article 12.3
	extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members deposited at the principal office of the Company in	The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two-one or more members deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up_voting rights (on a one share one vote basis) in the capital of the Company. General meetings may also be convened on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up-voting rights (on a one share one vote basis) in the capital of the Company which carries the right of voting at general meetings the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the company which carries the right of voting at general meetings of the Company.

	Original articles	Amended articles
3.	Article 14.1	Article 14.1
	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.	voting for the time being attached to any class or classes of shares, and except where any member is required under the rules of the Exchange to abstain from voting in relation to the matter under consideration, at any general meeting where a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, including a recognized clearing house (or its nominee(s)), by its duly authorised represent in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for
4.	Article 14.14	Article 14.14
	directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of members of any class of shares and the person so authorised shall be entitled to exercise the same powers on behalf of the	authorise such person as it thinks fit to act as its representative at any meeting of the Company or of members of any class of shares and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member and where a

	Original articles	Amended articles
5.	Article 14.15	Article 14.15
	If a recognised clearing house (or its nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.	If a recognised clearing house (or its nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company, or at any general meeting of any class of members or at any creditors meeting of the Company, provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including, the right to speak and vote and where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.
6.	Article 16.2	Article 16.2
	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following <u>annual</u> general meeting of the Company and shall then be eligible for re-election at that meeting.
7.	/	Article 32.4
		Subject to the Companies Act, a resolution that the Company be wound up by the court or be wound up voluntarily shall be passed by way of a special resolution.



# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Linekong Interactive Group Co., Ltd. (the "**Company**") will be held at 17/F, Block 5, Chengying Center, Yard No. 5, Laiguangying West Road, Chaoyang District, Beijing, the PRC on Friday, June 30, 2023 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

# **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 independent auditors for the year ended December 31, 2022.
- 2. (A) To re-elect the following persons as directors of the Company by separate resolutions:
  - (i) Mr. ZHANG Xiangdong as an independent non-executive director of the Company.
  - (ii) Ms. WU Yueqin as an independent non-executive director of the Company.
  - (iii) Mr. FU Frank Kan 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.
- 3. To consider and approve the appointment of Baker Tilly Hong Kong Limited as independent auditors of the Company and to authorise the board of directors of the Company to fix its remuneration.

4. 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 and warrants 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;
- (iii) the aggregate number of shares 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 security 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 20 per cent of the number of issued shares of the

Company (subject to proportional adjustment as a result of share consolidation or subdivision) 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
  - (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 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 restriction 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 GEM of The Stock Exchange of Hong Kong Limited 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 of Hong Kong 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 GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"), be and is hereby generally and unconditionally approved;

- (ii) the aggregate number of shares of the Company which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the number of issued shares of the Company (subject to proportional adjustment as a result of share consolidation or subdivision) as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of this resolution, any prior approvals of the kind referred to in paragraphs (i) of this resolution granted to the directors of the Company and which are still in effect be and are hereby revoked; and
- (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 4(A) and 4(B) set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company under resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted, issued or otherwise dealt with by the directors of the Company pursuant to such general mandate an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted under resolution numbered 4(B) set out in the notice convening this meeting, provided that such amount of shares of the

Company shall not exceed 10 per cent of the number of issued shares of the Company (subject to proportional adjustment as a result of share consolidation or subdivision) as at the date of passing of this resolution."

## **Special Resolution**

5. To consider and approve the proposed amendments to the Articles of Association.

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

Beijing, the PRC June 6, 2023

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:
40th Floor
Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai, Hong Kong

Notes:

- (i) 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.
- (ii) 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 by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (iii) In order to be valid, the form of proxy must be deposited at the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M 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 (i.e. before 10:30 a.m. on Wednesday, June 28, 2023) or any adjournment thereof. 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 and in such event, the form of proxy shall be deemed to be revoked.

- (iv) The transfer books and register of members of the Company will be closed from Tuesday, June 27, 2023 to Friday, June 30, 2023, both days inclusive, to determine the entitlement of the shareholders to attend and vote at the above meeting, during which period no share transfer can be registered. In order to qualify for attending and voting at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, 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 26, 2023.
- (v) In respect of ordinary resolution numbered 2(A) above, details of the named persons are set out in Appendix II to the circular of the Company dated June 6, 2023.
- (vi) In respect of ordinary resolution numbered 4(B) above, an explanatory statement containing the information as required by the GEM Listing Rules, is set out in Appendix I to the circular of the Company dated June 6, 2023.
- (vii) In respect of special resolution numbered 5 above, the aforementioned amendments to the articles of association is set out in Appendix III to the circular of the Company dated June 6, 2023.

As at the date of this notice, the executive Directors of the Company are Mr. WANG Feng, Mr. CHEN Hao and Mr. WANG Jin (also known as YAN Yusong); and the independent non-executive Directors of the Company are Mr. ZHANG Xiangdong, Ms. WU Yueqin and Mr. FU Frank Kan.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this notice 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 notice misleading.

This notice will remain on the "Latest Listed Company Information" page of the HKEXnews website at www.hkexnews.hk for at least 7 days from the date of its posting and be posted on the website of the Company at www.linekong.com.