
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, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in GL-Carlink Technology Holding Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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GL-Carlink Technology Holding Limited

廣聯科技控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 2531)

PROPOSALS FOR
(1) GENERAL MANDATES TO
REPURCHASE SHARES AND ISSUE NEW SHARES
(2) RE-ELECTION AND APPOINTMENT OF DIRECTORS
(3) RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF THE ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the “**Annual General Meeting**”) of GL-Carlink Technology Holding Limited to be held at 2:00 p.m. on Thursday, 18 June 2026 at 14/F, Building 1, Chongwen Garden, Nanshan District, Shenzhen, Guangdong Province, PRC is set out on pages 18 to 22 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed, and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.glshuke.com).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, as soon as possible, but in any event not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 2:00 p.m. on 16 June 2026) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

Reference to time and dates in this circular are to Hong Kong time and dates.

27 May 2026

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DEFINITIONS

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

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| “Annual General Meeting” or “AGM” | the annual general meeting of the Company to be held at 2:00 p.m. on Thursday, 18 June 2026 at 14/F, Building 1, Chongwen Garden, Nanshan District, Shenzhen, Guangdong Province, PRC, or any adjournment thereof |
| “Articles of Association” | the amended and restated articles of association of the Company, as amended from time to time |
| “Auditor” | the auditor of the Company |
| “Board” | the board of Directors of the Company |
| “close associate(s)” | has the meaning ascribed thereto under the Listing Rules |
| “Company” | GL-Carlink Technology Holding Limited (廣聯科技控股有限公司) (formerly known as Carlink International Limited and GL-Carlink Technology International Holding Limited (廣聯科技國際控股有限公司)), an exempted company incorporated in the Cayman Islands on 12 January 2022 with limited liability |
| “Controlling Shareholders Group” | has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. Zhu Lei, Mr. Zhu Hui, Future Expectations, Future Tendency, ZH-tendency and ZL-expectations |
| “Director(s)” | the director(s) of the Company |
| “Future Expectations” | Future expectations Inc., a BVI business company incorporated under the laws of the BVI with liability limited by shares on 5 January 2022, which is wholly-owned by Mr. Zhu Lei and is one of the members of the Controlling Shareholders Group |

DEFINITIONS

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| “Future Tendency” | Future tendency Inc., a BVI business company incorporated under the laws of the BVI with liability limited by shares on 5 January 2022, which is wholly-owned by Mr. Zhu Hui and is one of the members of the Controlling Shareholders Group |
| “Group” | the Company and its subsidiaries from time to time |
| “Guanglian Saixun” | Shenzhen Guanglian Saixun Co., Ltd. (深圳廣聯賽訊股份有限公司), a joint stock company established under the laws of the PRC on 4 May 2012, and is deemed as wholly-owned subsidiary of our Company |
| “Guanglian Shuke” | Shenzhen Guanglian Shuke Technology Company Limited (深圳廣聯數科科技有限公司) (formerly known as Shenzhen City Weien Technology Co., Limited (深圳市唯恩科技有限公司)), a limited company established under the laws of the PRC on 28 November 2012, and is indirectly wholly-owned subsidiary of our Company |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “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 Annual General Meeting to allot, issue and deal with new Shares (including any sale or transfer of treasury Shares) not exceeding 20% of the total number of the issued Shares (excluding treasury Shares) as at the date of passing the ordinary resolution approving such mandate |
| “Latest Practicable Date” | 26 May 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular |
| “Listing Date” | 15 July 2024, the date on which the Shares were initially listed on the Stock Exchange |

DEFINITIONS

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| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time |
| “Nomination Committee” | the nomination committee of the Board |
| “PRC” | the People’s Republic of China |
| “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% of the total number of the issued Shares (excluding treasury Shares) as at the date of passing the ordinary resolution approving such mandate |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “SFO” | the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time |
| “Share(s)” | ordinary share(s) of US\$0.0001 each in the share capital of the Company |
| “Shareholder(s)” | holder(s) of Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | the Code on Takeovers and Mergers issued by the Securities and Futures Commission |
| “treasury shares” | has the meaning ascribed thereto under the Listing Rules (as applicable) |
| “US\$” | United States dollars, the lawful currency of the United States of America |

DEFINITIONS

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| “ZH-tendency” | ZH-tendency Inc., a BVI business company incorporated under the laws of the BVI with liability limited by shares on 15 March 2023, which is indirectly wholly-owned by Mr. Zhu Hui and one of the members of the Controlling Shareholders Group |
| “ZL-expectations” | ZL-expectations Inc., a BVI business company incorporated under the laws of the BVI with liability limited by shares on 15 March 2023, which is indirectly wholly-owned by Mr. Zhu Lei and one of the members of our Controlling Shareholders Group |
| “%” | per cent |

LETTER FROM THE BOARD



GL-Carlink Technology Holding Limited

廣聯科技控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 2531)

Executive Directors:

Mr. Zhu Lei (*Chairman*)
Mr. Zhao Zhan (*Chief executive officer*)
Mr. Zhang Yong
Ms. Yin Fang

Registered Office:

71 Fort Street
PO Box 500, George Town
Grand Cayman, KY1-1106
Cayman Islands

Independent Non-executive Directors:

Mr. Feng Yuan
Ms. Wei Chunlan
Ms. Ci Ying

Headquarters:

14/F, Building 1
Chongwen Garden
Nanshan iPark
3370 Liuxian Avenue
Nanshan District
Shenzhen
Guangdong Province
PRC

Principal Place of Business in Hong Kong:

Room 1207, 12/F
China Resources Building,
26 Harbour Road
Wan Chai
Hong Kong

27 May 2026

To the Shareholders

Dear Sir/Madam

**PROPOSALS FOR
(1) GENERAL MANDATES TO
REPURCHASE SHARES AND ISSUE NEW SHARES
(2) RE-ELECTION AND APPOINTMENT OF DIRECTORS
(3) RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM. These include, inter alia, ordinary resolutions relating to the grant to the Directors the Repurchase Mandate and the Issue Mandate and the re-election of Directors.

2. GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE NEW SHARES (INCLUDING SALE OR TRANSFER OF TREASURY SHARES)

At the annual general meeting of the Company held on 18 June 2025, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase, allot, issue, and deal with additional Shares. Such mandate will lapse at the conclusion of the AGM.

Therefore, an ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, grant the Directors the Repurchase Mandate to exercise all the powers of the Company to repurchase Shares on the Stock Exchange or any other approved stock exchange on which the Shares may be listed, up to a maximum of 10% of the total issued Shares as at the date of passing of the relevant resolution (subject to adjustment in the case of consolidation or subdivision of Shares, details of which are set out in resolution no. 7 in the AGM Notice).

An ordinary resolution will also be proposed at the AGM that the Directors be granted the Issue Mandate to exercise all the powers of the Company to issue, allot and deal with unissued Shares up to a maximum of 20% of the total issued Shares (excluding treasury Shares) as at the date of passing of the relevant resolution (subject to adjustment in the case of consolidation or subdivision of Shares, details of which are set out in resolution no. 8 in the AGM Notice) provided that where Shares are issued, they shall not be issued at a discount of more than 10% to the average closing price of the Shares in the 5 consecutive trading days immediately prior to the earlier of (i) the date of announcement of the proposed issue of Shares; and (ii) the date of the agreement involving the proposed issue of Shares.

As at the Latest Practicable Date, there were a total of 366,600,000 Shares in issue. Subject to the passing of the resolution granting the Issue Mandate and on the basis that no further Shares are issued or repurchased before the AGM and the Company does not have any treasury Shares on such date, the Company will be allowed under the Issue Mandate to issue up to a maximum of 73,320,000 Shares.

LETTER FROM THE BOARD

The Repurchase Mandate and the Issue Mandate, if approved, will continue in force until (i) the conclusion of the next annual general meeting of the Company unless it is renewed at such meeting, or (ii) revoked or varied by an ordinary resolution of the Shareholders in general meeting held prior to the next annual general meeting of the Company, or (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held, whichever is the earliest.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

3. RE-ELECTION AND APPOINTMENT OF THE RETIRING DIRECTORS

Pursuant to Article 108 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment. In accordance with Articles 108(a) and 108(b) of the Articles of Association, Ms. Wei Chunlan, Ms. Ci Ying and Mr. Feng Yuan, each being an independent non-executive Director of the Company, will retire from their offices at the AGM, and being eligible, offer themselves for re-election.

The Nomination Committee has also reviewed and considered each retiring Director's respective experience, skills and knowledge, and recommended to the Board that the re-election of all retiring Directors be proposed for Shareholders' approval at the AGM.

Details of the Directors who are proposed to be re-elected and appointed at the AGM, as required to be disclosed under the Listing Rules, are set out in Appendix I to this circular. The biographies of these Directors, contained therein, indicate the perspectives, skills, and experience each individual can bring to the Board, contributing to its diversity.

LETTER FROM THE BOARD

4. RE-APPOINTMENT OF AUDITOR

Deloitte Touche Tohmatsu will retire as the Auditor at the Annual General Meeting and, being eligible, offer themselves for re-appointment. The Board, upon the recommendation of the Audit Committee of the Company, proposed to re-appoint Deloitte Touche Tohmatsu as the Auditor and to hold office until the conclusion of the next annual general meeting of the Company; and the Board proposed it be authorized to fix the remuneration of the Auditor. The estimated audit fee agreed with Deloitte Touche Tohmatsu for the audit services for the year ending 31 December 2026 was within the range of RMB1.6 million to RMB2.0 million, which was estimated based on the Company's business complexity and business plan, expected audit scope, audit timetable and audit resources and on the assumption that there is no material change to the Company's business.

5. ANNUAL GENERAL MEETING

The notice of AGM is set out on pages 18 to 22 of this circular. A proxy form for use at the AGM is enclosed with this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.glshuke.com). Whether or not you intend to attend the AGM in person, you are requested to complete the proxy form in accordance with the instructions stated thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM and at any adjournment thereof if you so wish. In such event, the proxy form shall be deemed to be revoked.

6. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the record date will be 18 June 2026 and the register of members of the Company will be closed from 15 June 2026 to 18 June 2026, both days inclusive, during which period no share transfer will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant shares certificates must be lodged with the Company's share registrar in Hong Kong (i.e. Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong), for registration no later than 4:30 p.m., on 12 June 2026.

LETTER FROM THE BOARD

7. VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Pursuant to Articles 72 of the Articles of Association, a resolution put to the vote of a general meeting shall be decided by way of a poll. An announcement on the results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.glshuke.com) after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters, the omission of which would make any statement herein or this circular misleading.

9. RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the Repurchase Mandate and the Issue Mandate; approving the re-election and appointment of the retiring Directors are in the best 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 Annual General Meeting.

Yours faithfully,

By order of the Board

GL-Carlink Technology Holding Limited

Zhu Lei

Chairman and Executive Director

The following sets out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Articles of Association:

(1) MS. WEI CHUNLAN**Position and experience**

Ms. Wei Chunlan (魏春蘭女士), aged 51, was appointed as our independent non-executive Director on 18 June 2024. She is also the Chairlady of our Audit Committee and a member of our Nomination Committee and Remuneration Committee. She is primarily responsible for supervising and providing independent judgement and opinion to our Board.

Ms. Wei has over 25 years of experience in financial management and corporate management. She was the financial manager of Shenzhen Yongjun Industrial Co., Ltd. (深圳市永駿實業有限公司), a company that primarily engages in import and export of crude oil, from April 1997 to March 2004. She had successively been the general manager of the finance department, the regional general manager (Hainan), the procurement controller and the chief human resources officer of China Resources Cement Holdings Limited (a company listed on Hong Kong Stock Exchange, stock code: 01313) from August 2004 to April 2016. She served as executive vice president of Shenzhen Jushenghua Industrial Development Co., Ltd. (深圳市鉅盛華股份有限公司), a company that primarily engages in investment in industrial projects, from May 2016 to December 2017. She has been the chairlady of Lanpu Holdings (Shenzhen) Co., Ltd. (藍譜控股(深圳)有限公司), a company that primarily engages in investment consulting, since December 2018. She has also been the executive director and general manager of Shenzhen City Wanliu Technology Co., Ltd. (深圳市萬流科技有限公司), a company that primarily engages in corporate management and investment consultation since March 2019.

Ms. Wei obtained her master's degree in economics from Jinan University (暨南大學) in June 2005. She was accredited as Accountant and Certified Public Accountant by the MOF in April 1998 and May 1998, respectively.

Length of service

Ms. Wei entered into a service contract with our Company on 18 June 2024. The term of appointment shall be for an initial term of three years from the Listing Date. The appointment shall, subject to re-election as and when required under the Articles of Association, be automatically renewed for successive periods of three years until terminated in accordance with the

letter of appointment (subject to retirement as and when required under the Articles of Association). Either party may terminate the agreement by giving not less than one month's written notice.

Relationships

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Wei does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

Ms. Wei was not interested or deemed to be interested in any Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the service contract, as an independent non-executive Director, Ms. Wei will receive a director's emoluments of RMB120,000 (tax inclusive) per annum from the Company.

(2) MS. CI YING**Position and experience**

Ms. Ci Ying (慈瑩女士), aged 57, was appointed as our independent non-executive Director on 18 June 2024. She is also a member of our Audit Committee and Nomination Committee. She is primarily responsible for supervising and providing independent judgement and opinion to our Board.

Ms. Ci has over 20 years of experience in business development and client relationships. She worked at JPMorgan Chase Bank, where her last position was executive director of corporate & investment bank, from February 2003 to April 2008. Ms. Ci served Computershare Hong Kong Investor Services Limited with her last position as managing director in corporate proxy solicitation from May 2008 to October 2020. She was also the president of Shenzhen Mingda Asset Management Co., Ltd. (深圳市明達資產管理有限公司), a company that primarily engages in asset management, from November 2020 to November 2022. Since March 2023, she has served as a senior advisor in Sodali & Co (formerly known as Morrow Sodali Limited), which primarily engages in corporate governance advisory services and business consultancy.

Ms. Ci obtained her bachelor's degree in pharmaceutical science from Shenyang Pharmaceutical College (瀋陽藥學院) (currently known as Shenyang Pharmaceutical University (瀋陽藥科大學)) in July 1990 and her degree of master of business administration from Fordham University in May 1999. She was admitted as fellow of the Hong Kong Chartered Governance Institute in March 2022.

Length of service

Ms. Ci entered into a service contract with our Company on 18 June 2024. The term of appointment shall be for an initial term of three years from the Listing Date. The appointment shall, subject to re-election as and when required under the Articles of Association, be automatically renewed for successive periods of three years until terminated in accordance with the letter of appointment (subject to retirement as and when required under the Articles of Association). Either party may terminate the agreement by giving not less than one month's written notice.

Relationships

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Ci does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

Ms. Ci was not interested or deemed to be interested in any Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the service contract, as an independent non-executive Director, Ms. Ci will receive a director's emoluments of RMB120,000 (tax inclusive) per annum from the Company.

(3) MR. FENG YUAN**Position and experience**

Mr. Feng Yuan (馮轅先生), aged 56, was appointed as our independent non-executive Director on 18 June 2024. He is also a member of our Audit Committee, and the Chairman of our Remuneration Committee. He is primarily responsible for supervising and providing independent judgement and opinion to our Board. He joined our Group as an independent director of Guanglian Saixun in December 2020.

Mr. Feng has approximately 25 years of experience in the legal industry. He started working as a lawyer of Jiangsu Suyuan Law Firm (江蘇蘇源律師事務所) from September 1994 to March 2012. He was an independent director of Jiangsu Phoenix Publishing & Media Inc. (江蘇鳳凰出版傳媒股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 601928), a company that primarily engages in editing, publication and issuing of books, newspapers and periodicals, electronic publications and audio-visual products, from September 2011 to March 2016, an independent director of Estun Automation Co., Ltd. (南京埃斯頓自動化股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002747), a company that primarily engages in automation components, motion control system, and industrial robot and intelligent manufacturing system, from June 2011 to July 2014, an independent director of Nanjing Sciyon Wisdom Technology Group Co., Ltd. (南京科遠智慧科技集團股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002380), a company that primarily engages in providing products and solutions of industrial automation and information technology, from March 2015 to May 2021, and an independent director of Nanjing Chervon Auto Precision Technology Co., Ltd. (南京泉峰汽車精密技術股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 603982), a company that primarily engages in research and development, production and sales of aluminum alloy and ferrous metal automobile parts, from February 2017 to November 2022.

He was also a partner of Grandall (Nanjing) Law Firm (國浩律師(南京)事務所) from March 2012 to April 2019. Mr. Feng was a lawyer of Grandall (Shanghai) Law Firm (國浩律師(上海)事務所) from April 2019 to August 2023. He was a lawyer of Grandall (Nanjing) Law Firm (國浩律師(南京)事務所) from November 2023 to December 2024. He has been a partner of Grandall (Beijing) Law Firm (國浩律師(北京)事務所) since December 2024. He has also served as an independent director of Easy Click Worldwide Network Technology Co., Ltd. (易點天下網絡科技股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 301171), a company that primarily engages in intelligent marketing services, Jiangsu Yuanli Digital Technology Co., Ltd. (江蘇原力數字科技股份有限公司), a company that primarily engages in production of cartoon films and TV series, and Efort Intelligent Equipment Co., Ltd. (埃夫特智能

裝備股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 688165), a company that primarily engages in research and development, production and sales of industrial robot and its core parts and system integration, since September 2017, March 2018 and April 2019, respectively.

Mr. Feng received a bachelor' s degree and a master' s degree in law both from Nanjing University (南京大學) in July 1991 and December 2005, respectively. He obtained the PRC Legal Professional Qualification Certificate issued by Jiangsu Provincial Department of Justice (江蘇省司法廳) in December 1994. He was also granted the qualification of lawyer for engaging in securities law business (律師從事證券法律業務資格證書) by the Ministry of Justice and CSRC in February 2000.

Length of service

Mr. Feng entered into a service contract with our Company on 18 June 2024. The term of appointment shall be for an initial term of three years from the Listing Date. The appointment shall, subject to re-election as and when required under the Articles of Association, be automatically renewed for successive periods of three years until terminated in accordance with the letter of appointment (subject to retirement as and when required under the Articles of Association). Either party may terminate the agreement by giving not less than one month's written notice.

Relationships

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Feng does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

Mr. Feng was not interested or deemed to be interested in any Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the service contract, as an independent non-executive Director, Mr. Feng will receive a director's emoluments of RMB120,000 (tax inclusive) per annum from the Company.

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

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 366,600,000 Shares in issue. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or bought back before the AGM and the Company does not have any treasury Shares on such date, the Company will be allowed to buy back up to a maximum of 36,660,000 Shares, being 10% of the total issued Shares as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

2. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to have a general authority from its Shareholders to enable the Directors to repurchase the Shares in the market.

Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share attributable to the Shareholders and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASE

Repurchases of Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and all applicable laws and regulations of the Cayman Islands, including profits of the Company or the proceeds of a fresh issue of the Shares made for the purpose of the repurchase.

In the event that the Repurchase Mandate was to be exercised in full at any time during the proposed period within which the Repurchase Mandate may be exercised, there might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position of the Company as disclosed in the audited financial statements for the year ended 31 December 2025 contained in the 2025 annual report of the Company. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital and/or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. MARKET PRICES OF SHARES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during the period of 12 months prior to the Latest Practicable Date were as follows:

| Month | Price per Share | |
|---|------------------------|---------------|
| | Highest | Lowest |
| | <i>HK\$</i> | <i>HK\$</i> |
| 2025 | | |
| May | 13.80 | 11.04 |
| June | 18.76 | 11.26 |
| July | 20.20 | 9.85 |
| August | 12.50 | 8.79 |
| September | 12.80 | 10.47 |
| October | 15.13 | 13.68 |
| November | 14.30 | 12.88 |
| December | 14.43 | 4.48 |
| 2026 | | |
| January | 7.20 | 5.92 |
| February | 6.97 | 5.52 |
| March | 6.83 | 6.00 |
| April | 6.28 | 5.10 |
| May (up to the Latest Practicable Date) | 5.00 | 3.50 |

5. GENERAL

The Directors will, so far as the same may be applicable, exercise the power of the Company to make repurchases pursuant to the ordinary resolution in agenda item No. 7 of the Notice of AGM in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, their close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the Repurchase Mandate is approved by the Shareholders.

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

Neither this explanatory statement nor the proposed Repurchase Mandate has any unusual features.

6. TAKEOVERS CODE

If, on exercise of the power to repurchase 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 26 and Rule 32 of the Takeovers Code.

As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, the Company had 366,600,000 Shares in issue. According to the register kept by the Company pursuant to Section 336 of the SFO, Mr. Zhu Lei had deemed interests in 112,168,195 Shares, representing approximately 30.60% of the issued share capital of the Company.

On the assumption that the issued share capital of the Company remains the same, in the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the shareholding of Mr. Zhu Lei in the Company would be increased from approximately 30.60% to approximately 34.00% of the issued share capital of the Company. As such, an obligation to make a mandatory offer to the Shareholders under the Takeovers Code may potentially arise. The Directors have no present intention to exercise the Repurchase Mandate to such extent which would otherwise result in takeover obligations or the number of Shares being held by the public falling below the minimum requirement as prescribed by the Stock Exchange, which is currently 25% of the entire issued share capital of the Company.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise) during the period from the Listing Date and up to the Latest Practicable Date.

NOTICE OF THE ANNUAL GENERAL MEETING



GL-Carlink Technology Holding Limited

廣聯科技控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 2531)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of GL-Carlink Technology Holding Limited (the “**Company**”) will be held at 14/F, Building 1, Chongwen Garden, Nanshan District, Shenzhen, Guangdong Province, PRC on Thursday, 18 June 2026 at 2:00 p.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements and the report of the directors of the Company (the “**Director(s)**”) and independent auditor’s report for the year ended 31 December 2025.
2. To re-elect Ms. Wei Chunlan as an independent non-executive Director.
3. To re-elect Ms. Ci Ying as an independent non-executive Director.
4. To re-elect Mr. Feng Yuan as an independent non-executive Director.
5. To authorize the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration.
6. To re-appoint Deloitte Touche Tohmatsu as Auditor of the Company and to authorize the Board to fix its remuneration.

NOTICE OF THE ANNUAL GENERAL MEETING

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

7. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the maximum number of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed ten per cent. of the total number of shares of the Company in issue at the date of the passing of this Resolution (excluding any treasury shares and such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this Resolution), and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next AGM of the Company;
 - (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; and
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF THE ANNUAL GENERAL MEETING

8. “THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot and deal with the unissued shares of the Company, or to sell or transfer treasury Shares of the Company, and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved and authorised;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period of all the powers of the Company to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers both during and after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of rights of subscription or conversion under the terms of any bonds, warrants, debentures, notes and other securities of the Company; or (iii) the exercise of options granted or to be granted under any share option scheme or any similar arrangement; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company implemented in accordance with the Articles of Association of the Company; or (v) a specific authority granted or to be granted by the shareholders of the Company, shall not exceed 20 per cent of the total issued shares (excluding treasury Shares) of the Company as at the date of passing of this resolution, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be issued pursuant to the approval in paragraph (a) of this resolution as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly, and where such shares are issued, they shall not be issued at a discount of more than 10 per cent to the average closing price of such shares in the 5 consecutive trading days immediately prior to the earlier of the date of announcement of the proposed

NOTICE OF THE ANNUAL GENERAL MEETING

issue of shares of the Company and the date of the agreement involving the proposed issue of shares of the Company and the approval in paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next AGM of the Company;
 - (ii) 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
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and

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

9. **“THAT:**

conditional upon the passing of the resolutions set out in items 7 and 8 of the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to the resolution set out in item 8 of the notice convening this meeting be and is hereby extended by the addition thereto an amount of shares representing the aggregate nominal amount of shares of the Company purchased or otherwise acquired by the Company pursuant to the authority granted to the directors of the Company under

NOTICE OF THE ANNUAL GENERAL MEETING

the resolution set out in item 7 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

By order of the Board
GL-Carlink Technology Holding Limited
Zhu Lei
Chairman and Executive Director

Hong Kong, 27 May 2026

Notes:

- a. The AGM will be held in the form of a physical meeting. All resolutions at the AGM will be taken by poll pursuant to the requirement of the Articles of Association of the Company and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Rules Governing the Listing of Securities on the Stock Exchange.
- b. A member of the Company entitled to attend and vote at the AGM is entitled to appoint one or (if he is a holder of two or more shares) more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- c. Whether or not you intend to attend the AGM in person, you are requested to complete and return the proxy form in accordance with the instructions stated thereon.
- d. To be valid, the completed proxy form together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM and at any adjournment thereof if you so wish. In such event, the proxy form shall be deemed to be revoked.
- e. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, 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. Several executors or administrators of a deceased Shareholder, and several trustees in bankruptcy or liquidators of a Shareholder in whose name any Share stands shall for the purposes of this Article be deemed joint holders thereof.
- f. To ascertain shareholders' eligibility to attend and vote at this meeting, the register of members of the Company will be closed from 15 June 2026 to 18 June 2026 (both days inclusive) during which period no share transfer will be effected. In order to qualify for attending and voting at the annual general meeting, unregistered holders of shares of the Company should ensure that all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong (i.e. Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong), for registration no later than 4:30 p.m., on 12 June 2026.
- g. Regarding items 2 to 4 of this notice, details of the retiring Directors proposed to be re-elected are set out in Appendix I to the circular of the Company dated 27 May 2026.
- h. References to time and dates in this Notice are to Hong Kong time and dates.