WORLD-LINK LOGISTICS (ASIA) HOLDING LIMITED
環宇物流(亞洲)控股有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 6083)

Executive Directors:
Mr. Yeung Kwong Fat *(Chairman and CEO)*
Mr. Lee Kam Hung
Mr. Luk Yau Chi, Desmond

Independent Non-executive Directors:
Ms. Lai, Bibiana Wing Ying
Mr. Jung Chi Pan, Peter
Mr. Mak Tung Sang

Registered Office:
Windward 3
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P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Head Office and Principal Place of Business:
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150-164 Texaco Road
Tsuen Wan
New Territories
Hong Kong

7 August 2026

To the Independent Shareholders

Dear Sir or Madam,

MANDATORY UNCONDITIONAL CASH OFFER BY GET NICE SECURITIES LIMITED FOR AND ON BEHALF OF LIA INVESTMENT LIMITED TO ACQUIRE ALL THE ISSUED SHARES OF WORLD-LINK LOGISTICS (ASIA) HOLDING LIMITED (OTHER THAN THOSE SHARES ALREADY OWNED BY AND/OR AGREED TO BE ACQUIRED BY LIA INVESTMENT LIMITED AND PARTIES ACTING IN CONCERT WITH IT)

INTRODUCTION

Reference is made to the Joint Announcement in relation to, among other matters, the Sale and Purchase Agreement and the Offer. Terms used in this letter have the same meanings as defined in this Composite Document unless the context otherwise requires.

As disclosed in the Joint Announcement, on 9 July 2026 (after trading hours), the Offeror and Purchaser B (as purchasers) and the Vendors (as vendors) entered into the Sale and Purchase Agreement, pursuant to which the Vendors agreed to sell and transfer, and the Purchasers agreed to purchase, 326,876,000 Shares in aggregate, representing approximately 65.14% of the total issued share capital of the Company as at the date of the Joint Announcement and as at the Latest Practicable Date, for a total cash Consideration of HK$244,241,747.20, which is equivalent to HK$0.7472 per Sale Share. Specifically, the sales and purchases of Sale Shares contemplated under the Sale and Purchase Agreement were as follows:

(a) the Offeror agreed to purchase 244,964,000 Sale Shares in aggregate, representing approximately 48.81% of the total issued share capital of the Company as at the date of the Joint Announcement, from Vendor A, Vendor B, Vendor D and Vendor E for a total cash consideration of HK$183,037,100.80; and

(b) Purchaser B agreed to purchase 81,912,000 Sale Shares in aggregate, representing approximately 16.32% of the total issued share capital of the Company as at the date of the Joint Announcement, from Vendor C and Vendor F for a total cash consideration of HK$61,204,646.40.

Completion took place on 17 July 2026. Immediately following the Completion, none of the Vendors holds any Share.

On 9 July 2026, the Offeror and Purchaser B entered into the Consortium Agreement in relation to the conduct and implementation of the Offer.

Immediately prior to the Completion, none of the Offeror, Purchaser B, their respective ultimate beneficial owners and parties acting in concert with any of them was interested in any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Codes) of the Company. Immediately after the Completion and as at the date of the Joint Announcement, the Offeror, Purchaser B, their respective ultimate beneficial owners and parties acting in concert with any of them are interested in an aggregate of 326,876,000 Shares, representing approximately 65.14% of the total issued share capital of the Company.

Accordingly, pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make a mandatory unconditional cash offer for all the issued Shares (other than those Shares already owned and/or agreed to be acquired by the Offeror and the parties acting in concert with it) immediately following the Completion.

Details of the Offer are set out in the "Letter from TFI" and Appendix I to this Composite Document and the Form of Acceptance.

The purpose of this letter is to provide you with information relating to, among other matters, information relating to the Group, the Offer, the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Offer and the advice from the Joint Independent Financial Advisers to the Independent Board Committee in respect of the Offer.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISERS

Pursuant to Rule 2.1 of the Takeovers Code, the Independent Board Committee comprising the independent non-executive Directors who, save for their shareholdings as disclosed below, have no direct or indirect interest in the Offer, namely Mr. Mak Tung Sang, Mr. Jung Chi Pan, Peter and Ms. Lai, Bibiana Wing Ying, has been established by the Company to advise the Independent Shareholders as to whether the Offer is fair and reasonable and as to the acceptance of the Offer. For the avoidance of doubt, Mr. Mak Tung Sang beneficially owns 64,000 Shares and Mr. Jung Chi Pan, Peter beneficially owns 64,000 Shares as at the date of the Joint Announcement and as at the Latest Practicable Date.

Patrons Capital and Aurelius have been appointed by the Company with the approval of the Independent Board Committee as the Joint Independent Financial Advisers to advise the Independent Board Committee in respect of the Offer and, in particular, as to whether the Offer is fair and reasonable and as to the acceptance of the Offer.

The letter of advice from the Joint Independent Financial Advisers addressed to the Independent Board Committee is set out on pages 28 to 50 of this Composite Document.

You are advised to read the "Letter from the Independent Board Committee" addressed to the Independent Shareholders and the additional information contained in the appendices to this Composite Document carefully before taking any action in respect of the Offer.

MANDATORY UNCONDITIONAL CASH OFFER

The Offer

As mentioned in the "Letter from TFI" as set out in this Composite Document, Get Nice, for and on behalf of the Offeror, is making the Offer to acquire all of the Offer Shares on the terms set out in this Composite Document issued in accordance with the Takeovers Code on the following basis:

For each Offer Share . . . . HK$0.7472 in cash

Total value of the Offer

As at the date of the Joint Announcement and the Latest Practicable Date, the Company has 501,843,114 Shares in issue and the Company does not have any other outstanding Shares, warrants, options, derivatives or other securities which are convertible into Shares or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

Assuming there is no change in the issued share capital of the Company and based on the Offer Price of HK$0.7472 per Offer Share, the total issued share capital of the Company is valued at HK$374,977,174.78.

Based on the 501,843,114 Shares in issue as at the Latest Practicable Date and excluding the 326,876,000 Shares held in aggregate by the Offeror, Purchaser B, their respective ultimate beneficial owners and parties acting in concert with any of them immediately after the Completion and as at the Latest Practicable Date, a total of 174,967,114 Shares are subject to the Offer.

Based on the Offer Price of HK$0.7472 per Offer Share, the total consideration payable under the Offer would be HK$130,735,427.58 in the event that the Offer is accepted in full.

Offer Price

The Offer Price of HK$0.7472 per Offer Share is equal to the Consideration of HK$0.7472 per Sale Share paid by the Purchasers to the Vendors pursuant to the Sale and Purchase Agreement.

The Company confirms that as at the date of the Joint Announcement and as at the Latest Practicable Date, (i) it has not declared any dividend which is not yet paid; and (ii) it does not have any intention to declare or pay any future dividend or make other distributions prior to and including the date of close of the Offer. As the Offeror has made a no increase statement, if a dividend or other distribution is paid or becomes payable in respect of the Offer Shares after the Latest Practicable Date, the Offeror must reduce the Offer Price by an amount equal to the gross amount of such dividend or other distribution, so that the overall value receivable by the Independent Shareholder remains the same.

The Offeror will not increase the Offer Price as set out in the "Letter from TFI". Shareholders and potential investors should be aware that, following the making of this statement, the Offeror will not be allowed to increase the Offer Price and the Offeror does not reserve the right to increase the Offer Price.

The Offer Price of HK$0.7472 per Offer Share represents:

(i) a discount of approximately 20.51% to the closing price of HK$0.9400 per Share as quoted on the Stock Exchange on the Last Trading Day;

(ii) a discount of approximately 25.58% to the average of the closing price as quoted on the Stock Exchange for the five trading days immediately prior to and including the Last Trading Day of approximately HK$1.0040 per Share;

(iii) a discount of approximately 21.26% to the average of the closing price as quoted on the Stock Exchange for the ten trading days immediately prior to and including the Last Trading Day of approximately HK$0.9490 per Share;

(iv) a discount of approximately 14.57% to the average of the closing price as quoted on the Stock Exchange for the thirty trading days immediately prior to and including the Last Trading Day of approximately HK$0.8747 per Share;

(v) a premium of approximately 244.71% over the Group's audited consolidated net assets attributed to the Shareholders per Share of approximately HK$0.2168 as at 31 December 2025 (calculated based on (i) a total of 501,843,114 Shares as at the Latest Practicable Date; and the Group's audited consolidated net assets attributable to the Shareholders of HK$108,782,000 as at 31 December 2025); and

(vi) a discount of approximately 5.42% to the closing price as quoted on the Stock Exchange on the Latest Practicable Date of approximately HK$0.7900 per Share.

Highest and lowest Share prices

During the Relevant Period, the highest closing price of the Shares as quoted on the Stock Exchange was HK$1.1000 per Share on 8 July 2026; and the lowest closing price of the Shares as quoted on the Stock Exchange was HK$0.4700 per Share on 29 January 2026 and 30 January 2026.

Further details of the Offer

Further details of the Offer including, among other things, its extension to the Overseas Shareholders, information on taxation, the terms and conditions and the procedures for acceptance and settlement and acceptance period are set out in the "Letter from TFI" as set out in this Composite Document, Appendix I to this Composite Document and the Form of Acceptance.

SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) immediately prior to the Completion and (ii) immediately after the Completion and as at the Latest Practicable Date are set forth as follows:

Shareholders	**Immediately prior to the Completion**		**Immediately after the Completion and as at the Latest Practicable Date**	
	Number of Shares	*Approximate % (Note 1)*	*Number of Shares*	*Approximate % (Note 1)*
The Offeror and parties acting in concert with it				
- Offeror	–	–	244,964,000	48.81
- Purchaser B	–	–	81,912,000	16.32
Subtotal of the Offeror and parties acting in concert with it (including Purchaser B)	–	–	326,876,000	65.14
The Vendors				
- Vendor A	143,796,000	28.65	–	–
- Vendor B	82,088,000	16.36	–	–
- Vendor C	76,060,000	15.16	–	–
- Vendor D	3,968,000	0.79	–	–
- Vendor E	15,112,000	3.01	–	–
- Vendor F	5,852,000	1.17	–	–
Independent Shareholders *(Note 3)*	174,967,114	34.86	174,967,114	34.86
Total	**501,843,114**	**100.00**	**501,843,114**	**100.00**

Notes:

1. Certain percentage figures in the above table are subject to rounding adjustments.

2. Given that (a) the Offeror and Purchaser B are investors acquiring their respective portions of the Sales Shares together under the Sale and Purchase Agreement; and (b) Purchaser B executed the Share Charge (Purchaser B) in favour of Get Nice and is one of the obligors under the Loan Facilities; and (c) Mr. LAN HU (the son of Mr. LAN SHUEN and Ms. HU LIO) holds 50% of the limited partnership interests in Purchaser B, Purchaser B is a party acting in concert with the Offeror.

3. As at the Latest Practicable Date, Mr. Mak Tung Sang, an independent non-executive Director, beneficially owns 64,000 Shares and Mr. Jung Chi Pan, Peter, an independent non-executive Director, beneficially owns 64,000 Shares. Each of Mr. Mak Tung Sang and Mr. Jung Chi Pan, Peter is not a party acting in concert with the Offeror and is therefore classified as Independent Shareholder. Except for the afore-mentioned, none of the other Directors holds any Shares as at the Latest Practicable Date.

INFORMATION OF THE GROUP

The Company is incorporated in the Cayman Islands with limited liability and the Shares are listed on the Main Board of the Stock Exchange. The Group operates its business through two segments. The Supply Chain Management Service Business segment is engaged in the provision of warehousing, transportation and value-added services. The Full Service Distribution Business segment is engaged in the wholesale and trading of fast-moving consumer goods.

Set out below are the audited consolidated financial results of the Group for each of the three financial years ended 31 December 2025, 31 December 2024 and 31 December 2023 as extracted from the annual reports of the Company for the years ended 31 December 2025, 31 December 2024 and 31 December 2023:

	For the year ended 31 December		
	2025	*2024*	*2023*
	HK$'000	*HK$'000*	*HK$'000*
	(audited)	*(audited)*	*(audited)*
Revenue	367,445	351,375	331,204
Profit/(loss) before tax	20,139	22,407	23,981
Profit/(loss) for the period	17,335	18,571	20,045
Net assets	108,782	106,751	113,271

INTENTION OF THE OFFEROR REGARDING THE GROUP

Please refer to the section headed "Intention of the Offeror in relation to the Group" in the "Letter from TFI" for detailed information on the Offeror's intention on the business and management of the Group. The Board is aware of the intentions of the Offeror regarding the Group and its employees and is willing to render reasonable co-operation with the Offeror which is in the interests of the Company and its Shareholders as a whole.

MAINTAINING THE LISTING STATUS AND PUBLIC FLOAT OF THE COMPANY

Pursuant to the Listing Rules, the Stock Exchange has stated that:

(a) if, at the close of the Offer, the Stock Exchange believes that:-

- a false market exists or may exist in the trading of the Shares; or
- an orderly market does not exist or may not exist;

it will consider exercising its discretion to suspend dealings in the Shares; and

(b) if, at the close of the Offer, the Company has a Significant Public Float Shortfall (as defined in Rule 13.32F of the Listing Rules), then: –

- the Stock Exchange will add a designated marker to the stock name of the listed Shares; and

- the Stock Exchange will cancel the listing of the Shares if the Company fails to re-comply with Rule 13.23B of the Listing Rules for a continuous period of 18 months from the commencement of the Significant Public Float Shortfall.

The Board noted from the "Letter from TFI" that the Offeror intends the Company to remain listed on the Stock Exchange. The Board noted that the directors of the Offeror and the new Directors to be appointed to the Board will jointly and severally undertake to the Stock Exchange that if, at the close of the Offer, the Company fails to comply with the requirement of Rule 13.32B of the Listing Rules, they will take appropriate steps to ensure the Company's compliance with Rule 13.32B of the Listing Rules at the earliest possible moment.

RECOMMENDATION

Your attention is drawn to (i) the "Letter from the Independent Board Committee" on pages 26 to 27 of this Composite Document, which sets out its recommendations to the Independent Shareholders in relation to the Offer; and (ii) the "Letter from the Joint Independent Financial Advisers" on pages 28 to 50 of this Composite Document, which sets out the advice of the Joint Independent Financial Advisers to the Independent Board Committee in relation to the Offer and the principal factors considered by them before arriving at their recommendations.

ADDITIONAL INFORMATION

You are also advised to read this Composite Document together with the accompanying Form of Acceptance in respect of the acceptance and settlement procedures of the Offer. Your attention is drawn to the additional information contained in the appendices to this Composite Document.

In considering what action to take in connection with the Offer, you should consider your own tax positions, if any, and, in case of any doubt, consult your professional advisers.

Yours faithfully
For and on behalf of the Board
World-Link Logistics (Asia) Holding Limited

Yeung Kwong Fat
Chairman and Chief Executive Officer