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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **WORLDGATE GLOBAL LOGISTICS LTD**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

WORLDGATE GLOBAL LOGISTICS LTD

盛良物流有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8292)

PROPOSALS FOR

**(1) GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES;**

(2) EXTENSION OF ISSUE MANDATE;

(3) RE-ELECTION OF DIRECTORS;

(4) RE-APPOINTMENT OF INDEPENDENT AUDITOR;

AND

NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in the lower portion of this cover page and the inside cover page of this circular shall have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the AGM to be held at Unit 5D, 5/F, Hang Cheong Factory Building, No. 1 Wing Ming Street, Kowloon, Hong Kong on Friday, 6 June 2025 at 11:00 a.m. is set out on pages 16 to 20 of this circular. A form of proxy for use in connection with the AGM is enclosed with this circular. If you are not able to attend the AGM and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar and transfer office in Hong Kong, 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 later than 48 hours before the time appointed for holding the AGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or its adjournment if you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked. Treasury Shares, if any, and registered under the name of the Company shall have no voting rights at the AGM. For the avoidance of doubt and for the purpose of the GEM Listing Rules, treasury Shares held under the name of CCASS shall abstain from voting at the AGM.

This circular together with a form of proxy will remain on the “Latest Listed Company Announcements” page of the Stock Exchange’s website at <http://www.hkexnews.hk> for a minimum period of seven days from the date of its publication and on the Company’s website at <http://www.worldgate.com.hk>.

28 April 2025

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 main board of 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.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Unit 5D, 5/F, Hang Cheong Factory Building, No. 1 Wing Ming Street, Kowloon, Hong Kong on Friday, 6 June 2025 at 11:00 a.m., a notice of which is set out on pages 16 to 20 of this circular
“Article(s)”	the article(s) in the Articles of Association
“Articles of Association”	the third amended and restated articles of association of the Company adopted by the Company on 7 June 2024 (as amended from time to time)
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“close associate(s)”	has the same meaning ascribed to it in the GEM Listing Rules
“Company”	WORLDGATE GLOBAL LOGISTICS LTD, a company incorporated in the Cayman Islands on 18 February 2016 as an exempted company with limited liability, the issued Shares of which are listed on GEM
“controlling shareholder(s)”	has the same meaning ascribed to it in the GEM Listing Rules
“core connected person(s)”	has the same meaning ascribed to it in the GEM Listing Rules
“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 (as amended from time to time)
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Auditor”	independent auditor of the Company
“INED(s)”	the independent non-executive Director(s)
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with additional Shares (including any sale or transfer of treasury Shares out of treasury) not exceeding 20% of the aggregate number of the issued Shares (excluding treasury Shares) as at the date of passing the relevant resolution granting such mandate
“Latest Practicable Date”	22 April 2025, being the latest practicable date for ascertaining certain information prior to the printing of this circular
“Memorandum”	the third amended and restated memorandum of association of the Company adopted by the Company on 7 June 2024 (as amended from time to time)
“M&A”	the Memorandum and Articles of Association
“Nomination Committee”	the nomination committee of the Company
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares (excluding treasury Shares) as at the date of passing the relevant resolution granting such mandate
“Rule(s)”	the rule(s) of the GEM Listing Rules
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) of nominal or par value of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the same meaning ascribed to it in the GEM Listing Rules
“substantial shareholder(s)”	has the same meaning ascribed to it in the GEM Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as amended, supplemented or otherwise modified from time to time
“treasury Shares”	has the meaning ascribed thereto under the GEM Listing Rules
“%”	per cent

LETTER FROM THE BOARD

WORLDGATE GLOBAL LOGISTICS LTD

盛良物流有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8292)

Executive Directors:

Mr. Lai Kwok Hei

Mr. Chan Kin Ho Philip

Independent Non-executive Directors:

Ms. Wong Hoi Yan Audrey

Mr. Ma Kin Hung

Ms. Cheung Choi Hung

Registered Office:

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Principal Place of Business in Hong Kong:

Unit 5D, 5/F

Hang Cheong Factory Building

No. 1 Wing Ming Street

Kowloon

Hong Kong

28 April 2025

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES;
(2) EXTENSION OF ISSUE MANDATE;
(3) RE-ELECTION OF DIRECTORS;
(4) RE-APPOINTMENT OF INDEPENDENT AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The Directors will propose at the AGM the resolutions for, among other matters, (i) the granting of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate; (iii) the re-election of the Directors; and (iv) the re-appointment of Independent Auditor.

LETTER FROM THE BOARD

The purpose of this circular is to give you notice of the AGM and provide you with the information regarding the above resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

2. ISSUE MANDATE

Given that the general mandate granted to the Directors to issue Shares pursuant to the resolution passed by the Shareholders at the annual general meeting of the Company held on 7 June 2024 will lapse at the conclusion of the AGM, an ordinary resolution will be proposed at the AGM to grant the Issue Mandate to the Directors. Based on 760,320,000 Shares (with no treasury Shares) in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Directors will be authorised to allot, issue and deal with up to a total of 152,064,000 Shares, being 20% of the total number of the issued Shares (with no treasury Shares) as at the date of the resolution in relation thereto if the Issue Mandate is granted at the AGM. The Issue Mandate will end at the earliest of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

3. REPURCHASE MANDATE

Given that the general mandate granted to the Directors to repurchase Shares pursuant to the resolution passed by the Shareholders at the annual general meeting of the Company held on 7 June 2024 will lapse at the conclusion of the AGM, an ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on 760,320,000 Shares (with no treasury Shares) in issue as at the Latest Practicable Date, and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Company would be allowed to repurchase a maximum of 76,032,000 Shares (excluding the treasury Shares), being 10% of the total number of the issued Shares (with no treasury Shares) as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted, will end at the earliest of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

The Directors wish to state that, as at the Latest Practicable Date, they have no immediate plans to repurchase any securities of the Company pursuant to the Repurchase Mandate.

LETTER FROM THE BOARD

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

4. EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by including the number of Shares repurchased under the Repurchase Mandate, provided that such number of Shares shall not exceed 10% of the aggregate number of the issued Shares (excluding any treasury Shares) as at the date of passing the resolution for approving the Issue Mandate.

5. RE-ELECTION OF DIRECTORS

In accordance with Article 84(1) of Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), 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 at an annual general meeting at least one every three years. Accordingly, Mr. Chan Kin Ho Philip (“**Mr. Chan**”), the executive Director, and Ms. Wong Hoi Yan Audrey (“**Ms. Wong**”), the INED, will retire as Directors by rotation and, being eligible, offer themselves for re-election as Directors at the AGM.

The biographical details of each retiring Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the GEM Listing Rules.

In considering the re-election of the retiring Directors, the Nomination Committee has taken into account of the nomination criteria set out in the nomination policy of the Company and given due regard to the board diversity policy of the Company. The Nomination Committee has considered factors including, among others, the retiring Director’s skills and knowledge, experience, time commitment and contributions to the diversity of the Board.

Ms. Wong had provided her annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. The Nomination Committee had assessed and was satisfied with her independence after taking into account of the independence guidelines set out in the said Rule 5.09. The Nomination Committee had also reviewed Ms. Wong’s personal profiles and considered that Ms. Wong has extensive experience and expertise in accounting, financial control, banking, corporate finance and asset management, all of which can enable her to bring valuable and diverse views, as well as relevant insights to the Board, and to contribute to the diversity of the Board. The Board, on the recommendation of the Nomination Committee, is of the view that Ms. Wong has the character, integrity, ability and experience to continue to fulfill her role as required. Accordingly, the Board recommends Ms. Wong for re-election as INED at the AGM.

LETTER FROM THE BOARD

The Nomination Committee had reviewed the Board's composition with due regard to the diversity aspects as set out in the diversity policy of the Board (including without limitation, gender, age, race, language, cultural background, educational background, industry experience and professional experience). Pursuant to the prevailing nomination policy of the Company as set out above, the Nomination Committee nominated Mr. Chan as executive Director and Ms. Wong as INED to the Board for the Board to recommend to the Shareholders for re-election at the AGM.

The Board, having noted the above, considers that the proposed re-election of Mr. Chan and Ms. Wong would be in the best interests of the Company and its Shareholders as a whole. Therefore, the Board accepted the Nomination Committee's nomination and recommended each of Mr. Chan and Ms. Wong to stand for re-election by the Shareholders at the AGM.

6. PROPOSED RE-APPOINTMENT OF INDEPENDENT AUDITOR

Elite Partners CPA Limited, which has audited the consolidated financial statements of the Company for the year ended 31 December 2024, will retire as the Independent Auditor at the AGM and, being eligible, offer itself for re-appointment. The Board proposed to re-appoint Elite Partners CPA Limited as the Independent Auditor to hold office until the conclusion of the next annual general meeting and to authorize the Board to fix its remuneration.

7. AGM

The Company will convene the AGM on Friday, 6 June 2025 at 11:00 a.m. at Unit 5D, 5/F, Hang Cheong Factory Building, No. 1 Wing Ming Street, Kowloon, Hong Kong, at which the resolutions will be proposed for the purpose of considering and, if thought fit, approving, among others, (i) the granting of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate; (iii) the re-election of Directors each by way of an ordinary resolution; and (iv) the re-appointment of Independent Auditor. The notice convening the AGM is set out on pages 16 to 20 of this circular.

A form of proxy for use in connection with the AGM is enclosed with this circular. If you are not able to attend the AGM and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, 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 later than 48 hours before the time appointed for holding the AGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or its adjournment if you so wish. If you attend and votes at the AGM, the authority of your proxy will be revoked. Treasury Shares, if any, and registered under the name of the Company shall have no voting rights at the AGM. For the avoidance of doubt and for the purpose of the GEM Listing Rules, treasury Shares held under the name of CCASS shall abstain from voting at the AGM.

LETTER FROM THE BOARD

8. VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the 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. Therefore, all resolutions to be proposed at the AGM and contained in the notice of the AGM will be voted by way of a poll by the Shareholders.

9. 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.

10. RECOMMENDATION

The Directors consider that (i) the granting of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate; (iii) the re-election of Directors; and (iv) the re-appointment of the Independent Auditor as set out in the notice of AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM as set out in the notice of the AGM on pages 16 to 20 of this circular.

Yours faithfully,
By order of the Board
WORLDGATE GLOBAL LOGISTICS LTD
Lai Kwok Hei
Chairman

APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The following are the biographical details of the Directors who will retire as required by the Articles of Association and the GEM Listing Rules and are proposed to be re-elected at the AGM.

Save as disclosed below, there are no other matters concerning the re-election of each of the retiring Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirement of Rule 17.50(2)(h) to (w) of the GEM Listing Rules.

Mr. Chan Kin Ho Philip (“Mr. Chan”)

Mr. Chan, aged 48, was appointed as an executive Director on 10 September 2021. Mr. Chan is the Chief Executive Officer and the Compliance Officer of the Company.

Mr. Chan was graduated from the University of Hong Kong with a bachelor’s degree in business administration in accounting and finance. Mr. Chan is a certified public accountant under the Hong Kong Institute of Certified Public Accountants and a member of The Association of Chartered Certified Accountants. Mr. Chan is also a chartered financial analyst. Mr. Chan has over 21 years of experience in finance, accounting, external and internal auditing in both Hong Kong and the People’s Republic of China.

Mr. Chan had worked in the assurance and advisory department of Deloitte Touche Tohmatsu Limited and KPMG and as a business area controller in the financial controlling division of Deutsche Bank AG.

Mr. Chan was the group financial controller of Xinhua Sports & Entertainment (HK) Limited, a wholly-owned subsidiary of Xinhua Sports & Entertainment Limited (PINK: XSELY) and was the vice president – finance for Tiger Media, Incorporation (formerly known as Search Media Holdings Limited), a company formerly listed on American Stock Exchange. He was also a company secretary of China Digital Culture (Group) Limited and an independent non-executive director of China Machinery Engineering Corporation. Mr. Chan has been an executive director of Willing International Capital Limited since 2012.

Mr. Chan entered into a director’s service agreement with the Company on 10 September 2021. The director’s service agreement is for an initial term of one year commencing from 10 September 2021 and shall continue thereafter until terminated by either party by giving not less than three months’ prior notice in writing at any time after such initial fixed term to the other.

Pursuant to the service agreement, Mr. Chan is entitled to an annual director’s fee of HK\$180,000. Mr. Chan is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. His emolument was determined by the Board by reference to his experience, responsibilities and duties within the Company and shall be reviewed annually by the Remuneration Committee.

APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

As at the Latest Practicable Date, save as disclosed above, Mr. Chan did not (i) hold any other position with the Group; (ii) hold any directorships held in the past three years in other listed companies; (iii) have other major appointments and professional qualifications; (iv) have any interests or underlying interests in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong); and (v) have any relationship with any Directors, senior management of the Company, substantial shareholders or controlling shareholders of the Company.

Ms. Wong Hoi Yan Audrey (“Ms. Wong”)

Ms. Wong, aged 54, was appointed as INED on 21 May 2019. She is the chairman of each of the Remuneration Committee and the Audit Committee.

Ms. Wong has over 21 years of experience in accounting, financial control, banking, corporate finance and asset management. She served a number of Hong Kong listed companies in the areas of manufacturing, trading and properties development; banking and financial institutions. Ms. Wong holds a Master Degree in Corporate Finance from Hong Kong Polytechnic University. In addition, she is a fellow member of the Hong Kong Institute of Certified Public Accountant and a Certified Public Accountant in the Washington State of the USA.

Ms. Wong entered into a letter of appointment with the Company on 21 May 2019. The letter of appointment is for an initial term of one year commencing from 21 May 2019 and shall continue thereafter until terminated by either party by giving not less than three months’ prior notice in writing at any time after such initial fixed term to the other.

Pursuant to the appointment letter, Ms. Wong is entitled to an annual director’s fee of HK\$180,000. Ms. Wong is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Her emolument was determined by the Board by reference to his experience, responsibilities and duties within the Company and shall be reviewed annually by the Remuneration Committee.

As at the Latest Practicable Date, save as disclosed above, Ms. Wong did not (i) hold any other position with the Group; (ii) hold any directorships held in the past three years in other listed companies; (iii) have other major appointments and professional qualifications; (iv) have any interests or underlying interests in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong); and (v) have any relationship with any Directors, senior management of the Company, substantial shareholders or controlling shareholders of the Company.

This appendix serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the AGM authorizing the Repurchase Mandate. Neither the explanatory statement nor the proposed granting of the Repurchase Mandate has any unusual features.

The GEM Listing Rules permit companies whose primary listing on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

1. SHAREHOLDERS' APPROVAL

All proposed repurchase of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by the shareholders by an ordinary resolution, either by way of a general mandate or by a specific approval.

2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

Under the GEM Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, to the best knowledge of the Directors, having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 760,320,000 Shares, with no treasury Shares.

Subject to the passing of the proposed ordinary resolution for the approval of the Repurchase Mandate, and assuming that no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM of passing such resolution, the Directors would be authorised to repurchase up to a maximum of 76,032,000 Shares, representing 10% of the total number of the issued Shares (excluding any treasury Shares) as at the date of passing the relevant resolution. The Repurchase Mandate will end on the earliest of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

If the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

Should the Company decide to hold repurchased Shares as treasury Shares, the Company will, upon completion of the Share repurchase, withdraw the repurchased Shares from CCASS and register the treasury Shares in the Company's name. The Company may re-deposit its treasury Shares into CCASS only if it has an imminent plan to resell these treasury Shares on the Stock Exchange and will complete such resale as soon as possible.

The Company will have appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws with respect to treasury Shares. These measures include, for example, an approval by the Board that (i) the Company should procure its broker not to give any instructions to HKSCC to vote at general meetings for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company should withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

Holders of treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

4. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

5. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available in accordance with the law of the Cayman Islands and the M&A for such purpose.

6. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full would have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 December 2024, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

7. SHARE PRICES

The highest and lowest traded prices at which the Shares were traded on the Stock Exchange in each of the 12 months immediately preceding (and including) the Latest Practicable Date were as follows:

Month	Traded Price (HK\$)	
	Highest	Lowest
2024		
April	0.084	0.065
May	0.075	0.058
June	0.075	0.052
July	0.062	0.050
August	0.058	0.047
September	0.054	0.047
October	0.100	0.051
November	0.099	0.021
December	0.075	0.041
2025		
January	0.100	0.052
February	0.120	0.066
March	0.465	0.112
April (up to the Latest Practicable Date)	0.400	0.285

8. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the AGM.

9. EFFECT OF TAKEOVERS CODE

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

As at the Latest Practicable Date, the following shareholders had interests representing 5% or more of the issued share capital of the Company (excluding any treasury Shares):

Name of Shareholder	Capacity/ Nature of interest	Number of Shares held ⁽¹⁾ <i>Number of Shares</i>	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date <i>Approx. %</i>	If Repurchase Mandate is exercised in full <i>Approx. %</i>
Win All Management Limited (“Win All”)	Person having a security interest in shares ⁽²⁾	188,360,000 (L)	24.77%	27.53%
Mr. Ng Hang Fai Calvin (“Mr. Ng”)	Interest in controlled corporation ⁽²⁾	188,360,000 (L)	24.77%	27.53%
Mr. Lau Chi Yuen Joseph (“Mr. Lau”)	Interest in controlled corporation and beneficial owner ⁽³⁾	75,890,000 (L)	9.98%	11.09%

Notes:

- (1) The letter “L” denotes the person’s long position in the relevant Shares.
- (2) Mr. Ng has 100% of direct interest in Win All. Therefore, by virtue of the SFO, Mr. Ng is deemed to be interested in 188,360,000 Shares held by Win All.
- (3) Mr. Lau subscribed for 44,360,000 placing shares under the placing announced by the Company on 12 February 2025 and the completion of the placing (the “**Completion**”) took place on 28 February 2025. Mr. Lau, through JL Investments Capital Limited, held 31,530,000 Shares prior to the placing. By virtue of the SFO, Mr. Lau is deemed to be interested in 75,890,000 Shares in total immediately after the Completion.

In the event the Directors exercised in full the power to repurchase Shares pursuant to the Repurchase Mandate, then (if the present shareholding remains the same) the deemed interest of Mr. Ng and Mr. Lau would be increased to approximately 27.53% and 11.09% of the issued Shares (with no treasury Shares) of the Company respectively. No person is obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Save as disclosed above and on the basis of the aforesaid increase of shareholding held by the Shareholders, the Directors are not aware of any consequences of such repurchases of Shares that would result in any Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code if the Repurchase Mandate was exercised in full.

The Directors will not repurchase the Shares on GEM if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

10. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the 6 months immediately preceding the Latest Practicable Date.

11. GENERAL

The Directors will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

Neither this explanatory statement nor the proposed share repurchase has any unusual features.

NOTICE OF ANNUAL GENERAL MEETING

WORLDGATE GLOBAL LOGISTICS LTD

盛良物流有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8292)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**AGM**”) of WORLDGATE GLOBAL LOGISTICS LTD (the “**Company**”) will be held at Unit 5D, 5/F, Hang Cheong Factory Building, No. 1 Wing Ming Street, Kowloon, Hong Kong on Friday, 6 June 2025 at 11:00 a.m. (or an adjournment thereof) for the following purposes:

AS ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and independent auditors of the Company and its subsidiaries for the year ended 31 December 2024;
2. (a) (i) To re-elect Mr. Chan Kin Ho Philip as an executive director of the Company;

(ii) To re-elect Ms. Wong Hoi Yan Audrey as an independent non-executive director of the Company;
- (b) To authorize the board of directors of the Company to fix the remuneration of the directors;
3. To re-appoint Elite Partners CPA Limited as the independent auditors of the Company and authorise the board of directors of the Company to fix their remuneration;
4. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this Resolution below, and pursuant to the Rules Governing the Listing of Securities on the GEM (“**GEM Listing Rules**”) of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the “**Shares**”) (including any sale or transfer of treasury Shares (which shall have the meaning ascribed thereto under GEM Listing Rules) out of treasury) or securities convertible into or exchangeable for Shares, or options or warrants, for similar rights to subscribe

NOTICE OF ANNUAL GENERAL MEETING

for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this Resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time, shall not exceed the aggregate of 20% of the aggregate number of the Shares in issue (excluding treasury Shares) as at the date of the passing of this Resolution and such approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is 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 to be held by the articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws; and
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors 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

NOTICE OF ANNUAL GENERAL MEETING

expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this Resolution below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase the issued Shares of the Company on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws, the Code on Share Buy-backs issued by the Commission and the requirements of the GEM Listing Rules, be and is hereby generally and unconditionally approved and authorised;
- (b) the aggregate number of the Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares (excluding treasury Shares) as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purpose 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 annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws; and
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the passing of Resolution nos. 4 and 5 set out in the notice convening this meeting (the “**Notice**”) being passed, the general mandate granted to the Directors pursuant to Resolution no. 4 set out above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal value of the Shares in the capital of the Company repurchased under the authority granted pursuant to Resolution no. 5 set out in the Notice, provided that such amount shall not exceed 10% of the aggregate nominal value of the issued Shares (excluding treasury Shares) as at the date of passing this Resolution.”

Yours faithfully,
By order of the Board
WORLDGATE GLOBAL LOGISTICS LTD
Lai Kwok Hei
Chairman

Hong Kong, 28 April 2025

Registered Office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:

Unit 5D, 5/F
Hang Cheong Factory Building
No. 1 Wing Ming Street
Kowloon
Hong Kong

Notes:

1. Any member of the Company (the “**Member**”) entitled to attend and vote at the AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote, on a poll, instead of him/her/it. A proxy need not be a Member but must be present in person at the AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the AGM or poll concerned if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the AGM, his/her/its form of proxy will be deemed to have been revoked.
3. In order to be valid, the duly completed and, signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the office of the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time for holding the AGM or adjourned meeting.

NOTICE OF ANNUAL GENERAL MEETING

4. For determining the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 3 June 2025 to Friday, 6 June 2025 (both dates inclusive), during which period no transfer of Shares will be effected. To qualify for attending the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Monday, 2 June 2025.
5. In relation to the proposed Resolution no. 4 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares (including any sale or transfer of treasury Shares out of treasury) under the GEM Listing Rules. The Directors have no immediate plans to issue any new Shares and/or to sell or transfer any treasury Shares (if any).
6. In relation to the proposed Resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Members. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix II to the Company's circular dated 28 April 2025.
7. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in this notice will be decided by way of a poll.
8. In case of joint holders of a share, any one of such joint holders may vote, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the AGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. 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.
9.
 - (a) Subject to paragraph (b) below, if (i) a tropical cyclone warning signal No. 8 or above is expected to be hoisted or (ii) a "black" rainstorm warning signal is expected to be in force or (iii) "extreme conditions after super typhoons" is expected to be announced by the Government of Hong Kong Special Administrative Region at any time between 8:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and Members will be informed of the date, time and venue of the postponed AGM by an announcement posted on the respective websites of the Company and the Stock Exchange.
 - (b) If a tropical cyclone warning signal No. 8 or above or a "black" rainstorm warning signal or "extreme conditions after super typhoons" is lowered or cancelled at or before three hours before the time for holding the AGM and where conditions permit, the AGM will be held as scheduled.

The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

After considering their own situations, Members should decide on their own whether or not they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.