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*The information set out below in this announcement is provided for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.*

## **Link Holdings Limited**

**華星控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8237)**

### **ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE AND RESUMPTION OF TRADING**

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of Link Holdings Limited (the “**Company**”) pursuant to Rule 3.7 of The Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 17.10 of the Rules Governing the Listing of Securities (the “**GEM Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Part XIVA of the Securities and Futures Ordinance (Cap. 571, the Laws of Hong Kong).

On 10 January 2023, the Company was informed by the legal counsel to the Joint Liquidators of Vertic Holdings Limited (“**Vertic**”), the controlling shareholder of the Company, holding 1,900,000,000 shares representing approximately 54.44% shareholding of the Company, that on 9 January 2023, Vertic has entered into a non-legally binding memorandum of understanding (the “**MOU**”) with an independent third party (the “**Potential Purchaser**”) in relation to the proposed sale and purchase (the “**Proposed Sale**”) of 1,900,000,000 shares in the Company. The Proposed Sale, if materialised, will lead to a change in control in the Company and the Potential Purchaser is obliged to make a mandatory general offer under Rule 26.1 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) for all the issued shares of the Company (other than those already owned by or agreed to be acquired by the Potential Purchaser or parties acting in concert with it).

As advised by the legal counsel to the Joint Liquidators of Vertic, as at the date of this announcement, no formal agreement have been entered into in respect of the Proposed Sale, and negotiation thereof is still in progress and the Proposed Sale may or may not proceed.

#### **MONTHLY UPDATE**

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Takeovers Code (as the case may be).

## **DEALING DISCLOSURE**

For the purposes of the Takeovers Code, the offer period commences on the date of this announcement, being 10 January 2023. In accordance with Rule 3.8 of the Takeovers Code, respective associates of the Company and the Potential Purchaser (as defined in the Takeovers Code, including among others, shareholders of the Company and shareholders of the Potential Purchaser having interests of 5% or more in the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company and the Potential Purchaser respectively) are hereby reminded to disclose their dealings in the securities of the Company pursuant to the requirements of the Takeovers Code.

## **RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES**

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code: “Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than \$1 million. This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved. Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

## **WARNING**

There is no assurance that the MOU will proceed or materialize, or will eventually be consummated. The MOU is non-legally binding in nature, and the Proposed Sale is subject to the entering into of the formal binding agreement and the fulfilment of the conditions precedent contained therein. The relevant discussions in relation to the Proposed Sale may or may not lead to a general offer under Rule 26.1 of the Takeovers Code.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their stockbrokers, bank managers, solicitors or professional advisers.

## RESUMPTION OF TRADING

Trading in the shares of the Company on GEM the Stock Exchange was halted from 1:00 p.m. on Tuesday, 10 January 2023 at the request of the Company pending the release of this announcement. Application has been made by the Company for the resumption of trading in the shares of the Company on GEM of the Stock Exchange with effect from 9:00 a.m. on 11 January 2023.

By order of the Board  
**Link Holdings Limited**  
**Siew Pek Tho**  
*Executive Director*

Hong Kong, 10 January 2023

*As at the date of this announcement, the executive Director is Datuk Siew Pek Tho; and the independent non-executive Directors are Mr. Thng Bock Cheng John, Mr. Chan So Kuen and Mr. Simon Luk.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 announcement 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 announcement misleading. This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and on the website of the Company at [www.irasia.com/listco/hk/linkholdings](http://www.irasia.com/listco/hk/linkholdings).*

\* *For identification purpose only*