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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 a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Link Holdings Limited (the “**Company**”), you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Link Holdings Limited
華星控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8237)

**(1) PROPOSALS INVOLVING GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE ITS OWN SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

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

A notice of the annual general meeting of the Company to be held at 12:00 noon on Monday, 18 May 2015 at Room 3406A, 34/F, China Resources Building, No. 26 Harbour Road, Wanchai, Hong Kong is set out on pages 19 to 23 of this circular. Whether you are able to attend the meeting or not, please complete and return the enclosed form of proxy to the Company’s branch share register in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time for holding the meeting. The completion and delivery of proxy will not preclude you from attending and voting at the annual general meeting of the Company in person or any adjournment should you so wish.

This circular will remain on the GEM website at <http://www.hkgem.com>, on the “Latest Company Announcement” page for at least 7 days from the date of this posting and on the website of the Company at <http://www.linkholdingslimited.com>.

* *For identification purpose only*

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, 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.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held on Monday, 18 May 2015 at 12:00 noon to consider and, if thought fit, approve, among other things, the proposed grant of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate, and the proposed re-election of Directors
“Articles”	the articles of association of the Company (as amended from time to time)
“associate(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Board”	the board of Directors
“Company”	Link Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Directors”	the directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and all of its subsidiaries
“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”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of such resolution
“Latest Practicable Date”	9 April 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued share capital of the Company as at the date of the passing of such resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD

Link Holdings Limited 華星控股有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8237)

Executive Directors:

Datuk Siew Pek Tho
Mr. Chen Changzheng
Mr. Wong Ip

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

Non-executive Directors:

Mr. Ngan Iek
Ms. Ngan Iek Peng

**Head office and principal place of
business in Hong Kong:**

Room 3406A, 34/F
China Resources Building
No. 26 Harbour Road
Wanchai, Hong Kong

Independent non-executive Directors:

Mr. Thng Bock Cheng John
Mr. Chan So Kuen
Mr. Lai Yang Chau, Eugene

14 April 2015

To the Shareholders,

Dear Sir or Madam,

**(1) PROPOSALS INVOLVING GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE ITS OWN SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM to be held at Room 3406A, 34/F, China Resources Building, No. 26 Harbour Road, Wanchai, Hong Kong on Monday, 18 May 2015 at 12:00 noon.

BACKGROUND

On 20 June 2014, resolutions were passed by the then Shareholders granting general unconditional mandates to the Directors to exercise the powers of the Company to:

- (a) allot, issue and deal with Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the resolution;

* For identification purpose only

LETTER FROM THE BOARD

- (b) repurchase Shares not exceeding 10% of the aggregate nominal value of the Shares in issue as at the date of passing of the resolution; and
- (c) add to the general mandate for issuing Shares set out in paragraph (a) above the number of shares repurchased by the Company pursuant to the repurchase mandate set out in paragraph (b) above.

The above general mandates will expire at the conclusion of the AGM and the purpose of this circular is to request the approval of the Shareholders to renew the general mandate as referred to in paragraphs (a), (b) and (c) above in the AGM on 18 May 2015.

ISSUE MANDATE

As at the Latest Practicable Date, the number of issued Shares of the Company is 2,800,000,000 Shares. At the AGM, it will also be proposed, by way of ordinary resolution, that the Directors be given a general and unconditional mandate to exercise all powers of the Company to allot, issue and deal with the Shares in the Company up to 20% of the issued share capital of the Company on the date of the passing of the ordinary resolution (i.e. the Issue Mandate). Assuming that the number of issued Shares remains at 2,800,000,000 Shares on the date of the passing of the ordinary resolution, the maximum number of Shares which may be issued pursuant to the Issue Mandate will be 560,000,000 Shares. In addition, it is further proposed, by way of a separate ordinary resolution that the Issue Mandate be extended so that the Directors be given a general mandate to issue further shares in the Company of an aggregate nominal value equal to the aggregate nominal value of the share capital of the Company repurchased under the Repurchase Mandate. Any issue of new Shares in the Company is subject to approval from the Stock Exchange for the listing of and permission to deal in such new Shares.

The Issue Mandate, if approved, will continue in force until the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the Company is required by the Companies Law (Law 3 of 1961, as consolidated and revised) or any applicable laws of the Cayman Islands or the Articles to hold its next annual general meeting; or (c) the Issue Mandate being revoked or varied by an ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting, whichever occurs first.

REPURCHASE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to exercise all powers of the Company to repurchase on GEM, or any other stock exchange on which the Shares may be listed, shares up to a maximum of 10% of the Shares in issue at the date of passing of the ordinary resolution (i.e. the Repurchase Mandate). Assuming that the number of issued Shares remains at 2,800,000,000 Shares on the date of the passing of the ordinary resolution, the maximum number of Shares which may be repurchased pursuant to the general mandate will be 280,000,000 Shares.

LETTER FROM THE BOARD

The Repurchase Mandate, if approved, will continue in force until the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the Company is required by the Companies Law (Law 3 of 1961, as consolidated and revised) or any applicable laws of the Cayman Islands or the Articles to hold its next annual general meeting; or (c) the Repurchase Mandate being revoked or varied by an ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting, whichever occurs first.

The Company may only repurchase its shares on GEM if:

- (i) the shares proposed to be repurchased by the Company are fully paid up;
- (ii) the Company has previously sent to the Shareholders the explanatory statement set out in the Appendix I to this circular; and
- (iii) the Shareholders have in general meeting approved the Repurchase Mandate and the relevant documents in connection therewith have been delivered to the Stock Exchange.

An explanatory statement containing information relating to the Repurchase Mandate and as required pursuant to the GEM Listing Rules, in particular Rule 13.08 of the GEM Listing Rules, is set out in Appendix I to this circular. This explanatory statement provides you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 83(3) of the Articles, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board as an addition to the existing Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance with Article 83(3) of the Articles, Mr. Ngan Iek, Ms. Ngan Iek Peng, Datuk Siew Pek Tho, Mr. Chen Changzheng, Mr. Wong Ip, Mr. Thng Bock Cheng John, Mr. Chan So Kuen and Mr. Lai Yang Chau, Eugene would retire and, being eligible, would offer themselves for re-election at the AGM.

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

AGM

A notice convening the AGM to be held at Room 3406A, 34/F, China Resources Building, No. 26 Harbour Road, Wanchai, Hong Kong on Monday, 18 May 2015 at 12:00 noon is set out on pages 19 to 23 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the proposed grant of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate and the proposed re-election of Directors.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time for the AGM. The completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

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 enquires, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider the proposed grant of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate and the proposed re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board of
Link Holdings Limited
Ngan Iek
Chairman and non-executive Director

This Appendix I serves as an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorising the proposed Repurchase Mandate.

This explanatory statement contains all information pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:

1. NUMBER OF SHARES WHICH MAY BE REPURCHASED

Exercise in full of the Repurchase Mandate, on the basis of 2,800,000,000 Shares in issue as at the Latest Practicable Date, would result in 280,000,000 Shares being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution approving the Repurchase Mandate.

2. REASONS FOR PROPOSED REPURCHASE OF SHARES

The Directors believe that it is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such purchases will benefit the Company and the Shareholders.

3. SOURCE OF FUNDS

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles, the GEM Listing Rules and the applicable laws of the Cayman Islands. The Directors propose to finance any repurchases under the Repurchase Mandate by the Company's internal resources. The Company will not purchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with trading rules of the Stock Exchange from time to time.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2014) in the event that the Repurchase Mandate is exercised in full. 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 requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, any of their respective associates (as defined in the GEM Listing Rules), has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Articles, the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If, as a result of a repurchase of 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 32 of the Takeovers Code.

As a result, a shareholder, or a group of shareholders acting in concert (within that term's meaning under the Takeovers Code), depending on the level of increase in the shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the Shares then in issue:

Name	Type of interests	Position	Number of Shares	Approximate Percentage of shareholding
Vertic Holdings Limited ("Vertic") ^(Note 1)	Beneficial Owner	Long	2,100,000,000	75%
Ngan Iek ^(Note 1)	Interest in controlled corporation	Long	2,100,000,000	75%
Cheng Wing Shan ^(Note 2)	Interest of spouse	Long	2,100,000,000	75%
			2,100,000,000	75%

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the percentage interests of the above Shareholders in the Shares would be increased to:

Name	Type of interests	Position	Number of Shares	Approximate Percentage of shareholding
Vertic ^(Note 1)	Beneficial Owner	Long	2,100,000,000	83.3%
Ngan Iek ^(Note 1)	Interest in controlled corporation	Long	2,100,000,000	83.3%
Cheng Wing Shan ^(Note 2)	Interest of spouse	Long	2,100,000,000	83.3%
			2,100,000,000	83.3%

Notes:

1. Vertic is a company beneficially owned as to 50% by Mr. Ngan Iek, 25% by Ms. Ngan Iek Chan and 25% by Ms. Ngan Iek Peng. Mr. Ngan Iek is the elder brother of Ms. Ngan Iek Chan and Ms. Ngan Iek Peng. Mr. Ngan Iek is deemed to be interested in the Shares held by Vertic under Part XV of the SFO. Mr. Ngan Iek is a director of Vertic. Mr. Ngan Iek and Ms. Ngan Iek Peng are current non-executive directors of the Company.
2. Ms. Cheng Wing Shan is the spouse of Mr. Ngan Iek. She is deemed to be interested in all the Shares in which Mr. Ngan Iek is interested in under Part XV of the SFO.

On the basis of the current shareholdings of the above Shareholders, an exercise of the Repurchase Mandate in full will not result in any party becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase made pursuant to the Repurchase Mandate. In addition, as the exercise of the Repurchase Mandate in full would result in insufficient public float of the Company, the Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

8. NO PURCHASES OF SHARES BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the previous six months preceding the Latest Practicable Date.

9. CONNECTED PERSON

No connected person (as defined in the GEM Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

10. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM from 7 July 2014, being the date of listing of the Shares on the Stock Exchange (the “**Listing Date**”) and up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
July (since the Listing Date)	0.545	0.270
August	0.795	0.470
September	3.060	0.747
October	2.850	2.400
November	2.700	1.930
December	2.130	1.690
2015		
January	1.940	1.380
February	1.590	1.150
March	1.430	1.220
April (up to the Latest Practicable Date)	1.300	1.200

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

The biographical details of the Directors eligible for re-election at the AGM are set out below:

Mr. Ngan Iek (“Mr. Ngan”)

Mr. Ngan, aged 42, is our non-executive Director and the chairman of our Company. He is one of the founders of our Group. He is responsible for formulating development strategies and overseeing the overall business of our Group but not participating in the day-to-day management of our Group’s business operation. Mr. Ngan obtained a Bachelor of Business degree from University of New England in Australia in March 1997. He then obtained a Master of Business in Accounting and Finance from the University of Technology, Sydney in Australia in May 1998 and a Doctor of Business Administration from the Macau University of Science and Technology in October 2010. Mr. Ngan obtained a registered accountant licence from the Financial Services Bureau of the Government of Macau in June 2000. Mr. Ngan became a member of the ninth session of the committee of All-China Youth Federation (中華全國青年聯合會) in January 2004. Mr. Ngan is a member of the eleventh Fujian Province Committee of the Chinese People’s Political Consultative Conference* (中國人民政治協商會議第十一屆福建省委員會). Mr. Ngan is (i) the elder brother of Ms. Ngan, our non-executive Director, and Ms. Ngan Iek Chan, the spouse of Datuk Siew, our executive Director; and (ii) the brother-in-law of Datuk Siew.

Mr. Ngan has entered into a letter of appointment with the Company for a term of three years with effect from 7 July 2014, provided that either party may terminate such letter of appointment at any time by giving at least three months’ notice in writing. Mr. Ngan is entitled to a Director’s fee of HK\$1 per annum which is determined with reference to his duties, responsibilities and the prevailing market conditions. In accordance with the Articles, Mr. Ngan is subject to retirement by rotation and re-election at the Company’s general meetings. The Director’s fee for Mr. Ngan will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ngan has no interest in any Shares within the meaning of Part XV of the SFO. Mr. Ngan does not have other relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (within the meaning of the GEM Listing Rules). Mr. Ngan has not held any directorship in any listed public companies in the last three years preceding the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Ms. Ngan Iek Peng (“Ms. Ngan”)

Ms. Ngan, aged 38, is our non-executive Director. She is one of the founders of our Group. She is responsible for providing consultation to our Group in respect of our management and business development. Ms. Ngan obtained a Bachelor of Business from University of Technology, Sydney in Australia in September 2001. She then obtained a Master of Business Administration from the Macau University of Science and Technology in August 2009. She is a member of Shanghai Chinese People’s Political Consultative Conference Committee (中國人民政治協商會議上海市委員會). Ms. Ngan is (i) the younger sister of Mr. Ngan, our non-executive Director, and Ms. Ngan Iek Chan, the spouse of Datuk Siew, our executive Director; and (ii) the sister-in-law of Datuk Siew.

Ms. Ngan has entered into a letter of appointment with the Company for a term of three years with effect from 7 July 2014, provided that either party may terminate such letter of appointment at any time by giving at least three months’ notice in writing. Ms. Ngan is entitled to a Director’s fee of HK\$1 per annum which is determined with reference to her duties, responsibilities and the prevailing market conditions. In accordance with the Articles, Ms. Ngan is subject to retirement by rotation and re-election at the Company’s general meetings. The Director’s fee for Ms. Ngan will be reviewed annually by the Board with reference to her duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, as at the Latest Practicable Date, Ms. Ngan has no interest in any Shares within the meaning of Part XV of the SFO. Ms. Ngan does not have other relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (within the meaning of the GEM Listing Rules). Ms. Ngan has not held any directorship in any listed public companies in the last three years preceding the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Datuk Siew Pek Tho (“Datuk Siew”)

Datuk Siew, aged 42, is our executive Director. Datuk Siew is also the compliance officer and one of the authorised representatives of our Company. He is responsible for overseeing financial management and managing investment projects of our Group. Datuk Siew obtained a Bachelor of Business and a Master of Business in Accounting from the University of Technology, Sydney in Australia in September 1995 and May 1998 respectively. He obtained the certificate of membership from The Institute of Chartered Accountants in Australia in January 1998. Datuk Siew is the brother-in-law of Mr. Ngan, the chairman and non-executive Director and Ms. Ngan, the non-executive Director.

Datuk Siew has been the chairman and non-executive director of Petrol One Resources Berhad (Stock Code: 7027), a company listed in the Main Market of Bursa Malaysia Berhad, since 31 December 2013.

Datuk Siew has entered into a service agreement with the Company for a term of three years with effect from 7 July 2014, provided that either party may terminate such letter of appointment at any time by giving at least three months’ notice in writing. Datuk Siew is entitled to a Director’s fee of HK\$1 per annum which is determined with reference to his duties, responsibilities and the prevailing market conditions. In accordance with the Articles, Datuk Siew is subject to retirement by rotation and re-election at the Company’s general meetings. The Director’s fee for Datuk Siew will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, as at the Latest Practicable Date, Datuk Siew has no interest in any Shares within the meaning of Part XV of the SFO. Datuk Siew does not have other relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (within the meaning of the GEM Listing Rules). Datuk Siew has not held other directorship in any listed public companies in the last three years preceding the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Mr. Chen Changzheng (“Mr. Chen”)

Mr. Chen, aged 46, is our executive Director. He is responsible for overseeing overall administration, strategic planning and business development of our Group and supervising in the day-to-day management of our Group’s business operations. He has been fully in charge of the operation of Link Hotel since 2006. Mr. Chen graduated from Tourism Faculty of Beijing Union University (北京聯合大學), with major in culinary and dining management in July 1991. He won the Promising SME 500 Award in 2013 and the award of the Top 3 HAPA General Manager of the Year (Singapore Series) issued by Hospitality Asia Platinum Awards for the years 2009 to 2011. Mr. Chen is the spouse of Ms. Dong Han Kun, one of our senior management.

Mr. Chen has entered into a service agreement with the Company for a term of three years with effect from 7 July 2014, provided that either party may terminate such letter of appointment at any time by giving at least three months’ notice in writing. Mr. Chen is entitled to a Director’s fee of HK\$1,200,000 per annum which is determined with reference to his duties, responsibilities and the prevailing market conditions. In accordance with the Articles, Mr. Chen is subject to retirement by rotation and re-election at the Company’s general meetings. The Director’s fee for Mr. Chen will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen has no interest in any Shares within the meaning of Part XV of the SFO. Mr. Chen does not have other relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (within the meaning of the GEM Listing Rules). Mr. Chen has not held any directorship in any listed public companies in the last three years preceding the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Mr. Wong Ip (“Mr. Wong”)

Mr. Wong, aged 43, is our executive Director. He is responsible for overseeing the overall administration of our Group. Mr. Wong has joined Hang Huo Enterprise Group Limited (“**Hang Huo Macau**”) since September 2003 as an assistant to the president of Hang Huo Macau, namely Mr. Ngan Iek. Mr. Wong has tendered his resignation to Hang Huo Macau with effect from 6 July 2014. Being an assistant to the president of Hang Huo Macau, Mr. Wong mainly assisted Mr. Ngan Iek in management of his personal business.

Mr. Wong has entered into a service agreement with the Company for a term of three years with effect from 7 July 2014, provided that either party may terminate such letter of appointment at any time by giving at least three months’ notice in writing. Mr. Wong is entitled to a Director’s fee of HK\$240,000 per annum which is determined with reference to his duties, responsibilities and the prevailing market conditions. In accordance with the Articles, Mr. Wong is subject to retirement by rotation and re-election at the Company’s general meetings. The Director’s fee for Mr. Wong will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wong has no interest in any Shares within the meaning of Part XV of the SFO. Mr. Wong does not have any relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (within the meaning of the GEM Listing Rules). Mr. Wong has not held any directorship in any listed public companies in the last three years preceding the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Mr. Thng Bock Cheng John (“Mr. Thng”)

Mr. Thng, aged 63, is our independent non-executive Director. Mr. Thng worked for Hotel New Otani in Singapore from March 1984 to September 2004. His last position with Hotel New Otani was a general manager where he was responsible for (i) formulating, communicating and administering effective standards of internal control procedures to ensure best practices within the hotel; (ii) implementing policies for an effective operational overview of the hotel; and (iii) implementing divisional performance measurements as an effective management tool in the allocation of the resources of the hotel. From October 2004 to November 2010, he was employed by Rendezvous Hospitality Group Pte. Ltd., a subsidiary of Straits Trading Company in Singapore as the director development Southeast Asia. From August 2011 to present, Mr. Thng was employed by Singa Hospitality Pte. Ltd. as a hotel opening consultant.

Mr. Thng has entered into a letter of appointment with the Company for a term of three years with effect from 7 July 2014, provided that either party may terminate such letter of appointment at any time by giving at least three months’ notice in writing. Mr. Thng is entitled to a Director’s fee of HK\$180,000 per annum which is determined with reference to his duties, responsibilities and the prevailing market conditions. In accordance with the Articles, Mr. Thng is subject to retirement by rotation and re-election at the Company’s general meetings. The Director’s fee for Mr. Thng will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, as at the Latest Practicable Date, Mr. Thng has no interest in any Shares within the meaning of Part XV of the SFO. Mr. Thng does not have any relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (within the meaning of the GEM Listing Rules). Mr. Thng has not held any directorship in any listed public companies in the last three years preceding the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Mr. Chan So Kuen (“Mr. Chan”)

Mr. Chan, aged 35, is our independent non-executive Director. Mr. Chan obtained his Bachelor of Arts degree in Accountancy from the Hong Kong Polytechnic University in 2001. He is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chan has over 12 years of experience in accounting, auditing, corporate governance and capital market in Hong Kong and the People’s Republic of China. Since February 2014, Mr. Chan has been the chief financial officer and company secretary of Huazhang Technology Holding Limited (Stock Code: 1673), a company listed on the main board of the Stock Exchange.

Mr. Chan has entered into a letter of appointment with the Company for a term of three years with effect from 16 October 2014, provided that either party may terminate such letter of appointment at any time by giving at least three months’ notice in writing. Mr. Chan is entitled to a Director’s fee of HK\$180,000 per annum which is determined with reference to his duties, responsibilities and the prevailing market conditions. In accordance with the Articles, Mr. Chan is subject to retirement by rotation and re-election at the Company’s general meetings. The Director’s fee for Mr. Chan will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chan has no interest in any Shares within the meaning of Part XV of the SFO. Mr. Chan does not have any relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (within the meaning of the GEM Listing Rules). Mr. Chan has not held any directorship in any listed public companies in the last three years preceding the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Mr. Lai Ying Chau, Eugene (“Mr. Lai”)

Mr. Lai, aged 45, is our independent non-executive Director. Mr. Lai obtained his bachelor of laws degree from The University of Hong Kong in 1992, a master of laws degree on Chinese laws from Renmin University of China in 1998, and an EMBA Global Asia degree conferred jointly by Columbia Business School, London Business School and The University of Hong Kong in 2012. He has also completed class 2011 of the Senior Executive Program for China, jointly organised by Harvard Business School, Tsinghua University and China Europe International Business School. Mr. Lai is currently a practicing solicitor in Hong Kong and a partner of the Hong Kong office of an international law firm. He has experience in international corporate finance, cross border merger and acquisition, and securities laws in Hong Kong.

Mr. Lai has entered into a letter of appointment with the Company for a term of three years with effect from 16 October 2014, provided that either party may terminate such letter of appointment at any time by giving at least three months’ notice in writing. Mr. Lai is entitled to a Director’s fee of HK\$180,000 per annum which is determined with reference to his duties, responsibilities and the prevailing market conditions. In accordance with the Articles, Mr. Lai is subject to retirement by rotation and re-election at the Company’s general meetings. The Director’s fee for Mr. Lai will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lai has no interest in any Shares within the meaning of Part XV of the SFO. Mr. Lai does not have any relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (within the meaning of the GEM Listing Rules). Mr. Lai has not held any directorship in any listed public companies in the last three years preceding the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

** For identification purpose only*

NOTICE OF AGM

Link Holdings Limited 華星控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8237)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Link Holdings Limited (the “**Company**”) will be held at Room 3406A, 34/F, China Resources Building, No. 26 Harbour Road, Wanchai, Hong Kong on Monday, 18 May 2015 at 12:00 noon (the “**Meeting**”) to consider and if thought fit, transact the following business:

ORDINARY BUSINESS

1. To consider, receive and adopt the audited financial statements and the reports of the directors (the “**Directors**”) of the Company and the Company’s auditors for the year ended 31 December 2014;
2. (I) (a) To re-elect Mr. Ngan Iek as non-executive Director;
(b) To re-elect Ms. Ngan Iek Peng as non-executive Director;
(c) To re-elect Datuk Siew Pek Tho as executive Director;
(d) To re-elect Mr. Chen Changzheng as executive Director;
(e) To re-elect Mr. Wong Ip as executive Director;
(f) To re-elect Mr. Thng Bock Cheng John as independent non-executive Director;
(g) To re-elect Mr. Chan So Kuen as independent non-executive Director; and
(h) To re-elect Mr. Lai Yang Chau, Eugene as independent non-executive Director;
- (II) To authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint BDO Limited, Certified Public Accountants as the Company’s auditors and to authorise the board of Directors to fix their remuneration;

* For identification purpose only

NOTICE OF AGM

SPECIAL BUSINESS

As special business, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

Grant of a general mandate to issue shares

4. “**THAT:**

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined in resolution 4(c) set out in this notice) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company, to grant rights to subscribe for, or convert any security into, shares of the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant, whether conditionally or unconditionally, offers, agreements and options which would or might require the exercise of such powers, during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) 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 grant or exercise of any option under any share option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to employee, director, advisor or business consultant of the Company and/or any of its subsidiaries of shares in the Company or rights to acquire shares in the Company; or
 - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in the Company in accordance with the Articles of Association of the Company in force from time to time; or
 - (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants or convertible bonds issued by the Company or any securities which carry rights to subscribe for or are convertible into shares in the Company shall not

NOTICE OF AGM

exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on 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 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 by the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means the offer of shares in the Company or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions 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 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 in any territory applicable to the Company).”

Grant of a general mandate to repurchase shares

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in resolution 4(c) set out in this notice) of all the powers of the Company to repurchase shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the shares in the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Future Commission, the Stock Exchange, the Companies Law of the Cayman Islands and all other applicable laws and the requirements of the GEM Listing Rules or any other stock exchange as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved; and

NOTICE OF AGM

- (b) the aggregate nominal amount of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of this resolution, and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly.”

Extension of Resolution 4 to number of shares repurchased in Resolution 5

6. “**THAT** conditional upon the passing of resolution nos. 4 and 5 of the notice convening the Meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares in the Company pursuant to the said resolution no. 4 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors pursuant to the said resolution no. 5.”

By Order of the Board
Link Holdings Limited
Ngan Iek

Chairman and non-executive Director

Hong Kong, 14 April 2015

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. To be valid, the instrument appointing a proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong no less than 48 hours before the time for holding the Meeting.
3. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the GEM Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders of the Company.
4. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in the Appendix I in this circular of which this notice of the annual general meeting forms part.
5. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting in person at the meeting if the member so desires and in such event, the instrument appointing the proxy shall be deemed to be revoked.

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6. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto to if more than one of such joint holders are present at the above meeting, 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.
7. Any voting at the Meeting shall be taken by poll pursuant to the GEM Listing Rules and the results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.