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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 enclosed 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.

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**

Capitalised terms used in this cover shall have the same meanings as defined in this circular.

A notice of the annual general meeting of the Company to be held at Unit No. 3503 on 35/F, West Tower, Shun Tak Centre, Nos. 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Tuesday, 23 June 2020 at 4:00 p.m. is set out on pages 17 to 21 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 registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the AGM or any adjournment thereof. The completion and delivery of the form 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 OF THE STOCK EXCHANGE

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 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 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 have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held on Tuesday, 23 June 2020 at 4:00 p.m. to consider and, if thought fit, approve, among other things, the proposed grant of the Issue Mandate (including the extended Issue Mandate), the Repurchase Mandate, and the proposed re-election of the retiring 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 the Directors
“Company”	Link Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on GEM
“Director(s)”	the director(s) of the Company, from time to time
“GEM”	GEM 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 total number of issued Shares as at the date of passing of such resolution
“Latest Practicable Date”	6 May 2020, 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 total number of issued Shares 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 issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission, as amended from time to time
“%”	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:

Mr. Ngan Iek
Datuk Siew Pek Tho

Non-executive Directors:

Mr. Lin Jianguo
Mr. Zhao Guoming
Ms. Zhang Shuo

Independent non-executive Directors:

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

Registered office:

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

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

Unit No. 3503 on 35/F
West Tower, Shun Tak Centre
Nos. 168-200 Connaught Road Central
Sheung Wan, Hong Kong

12 May 2020

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 Unit No. 3503 on 35/F, West Tower, Shun Tak Centre, Nos. 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Tuesday, 23 June 2020 at 4:00 p.m..

* For identification purpose only

LETTER FROM THE BOARD

BACKGROUND

On 24 May 2019, 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 total number of Shares in issue as at the date of passing of the resolution;
- (b) repurchase Shares not exceeding 10% of the total number of 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 Tuesday, 23 June 2020.

ISSUE MANDATE

As at the Latest Practicable Date, the Company had an aggregate of 3,490,000,000 issued Shares. At the AGM, it will 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 up to 20% of the total number of issued Shares on the date of the passing of the ordinary resolution (i.e. the Issue Mandate). Assuming that the number of issued Shares remains at 3,490,000,000 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 698,000,000 Shares. In addition, it is further proposed, by way of a separate ordinary resolution that the Issue Mandate be extended by adding the number of Shares 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 to be 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.

LETTER FROM THE BOARD

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 the Stock Exchange, or any other stock exchange on which the Shares may be listed, Shares representing up to a maximum of 10% of the total number of 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 3,490,000,000 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 349,000,000 Shares.

The Repurchase Mandate, if approved, will continue to be 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 the Stock Exchange 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 to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting.

LETTER FROM THE BOARD

In accordance with Article 83(3) of the Articles, Mr. Lin Jianguo and Mr. Zhao Guoming would retire and, being eligible, would offer themselves for re-election as non-executive Directors at the AGM.

In accordance with Article 84(1) of the Articles, 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), not including those Directors who are subject to retirement and re-election pursuant to Article 83(3) above, shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. According to Article 84(2) of the Articles, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.

In accordance with Article 84(1) of the Articles, Datuk Siew Pek Tho and Mr. Thng Bock Cheng John will retire from office at the AGM, and, being eligible, each of them will offer himself for re-election as an executive Director or an independent non-executive Director at the AGM (as the case may be).

The nomination and corporate governance committee of the Company has considered the nomination of Datuk Siew Pek Tho, Mr. Thng Bock Cheng, Mr. Lin Jianguo and Mr. Zhao Guoming for re-election at the AGM in accordance with the Company's nomination policy and board diversity policy, based on a number of considerations (including, but not limited to, their respective perspectives, skills, knowledge and experience), and recommended them to stand for re-election at the AGM.

Mr. Thng was appointed as an independent non-executive Director on 20 June 2014. Mr. Thng, being an independent non-executive Director eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. Mr. Thng's extensive experience in the hospitality industry allows him to contribute valuable commercial perspective and insightful guidance to the Group's hotel business. Mr. Thng has also demonstrated his ability to exercise independence of judgement in providing a balanced and objective view to the Company's affairs, bringing significant benefit to the Company and its operations. Based upon the review undertaken, the nomination and corporate governance committee of the Company was satisfied that Mr. Thng is able to commit sufficient time to his role and continues to act in an independent capacity and contribute to the diversity on the Board with his unique combination of experience and knowledge as further described in his biography set out in Appendix II to this circular.

The Board accepted the nomination by the nomination and corporate governance committee of the Company and also recommended the above retiring Directors to stand for re-election at the AGM.

At the AGM, ordinary resolutions will be proposed to re-elect each of the retiring Directors as an executive Director, a non-executive Director, or an independent non-executive Director (as the case may be).

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

LETTER FROM THE BOARD

AGM

A notice convening the AGM to be held at Unit No. 3503 on 35/F, West Tower, Shun Tak Centre, Nos. 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Tuesday, 23 June 2020 at 4:00 p.m. is set out on pages 17 to 21 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 retiring Directors.

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 and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, 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 appointed for the AGM or any adjournment thereof. 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.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll. Therefore, 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 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.

RECOMMENDATION

The Directors consider that the proposed grant of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate and the proposed re-election of retiring 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.

LETTER FROM THE BOARD

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
Link Holdings Limited
Ngan Iek
Chairman and 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 3,490,000,000 Shares in issue as at the Latest Practicable Date, would result in 349,000,000 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 REPURCHASE

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 as a whole.

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 2019) 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 and belief, having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules), have any present intention, if the Repurchase Mandate is to be exercised, to sell any Shares to the Group.

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. TAKEOVERS CODE

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.

Set out below are the percentage interests of the Shareholders who/which are interested in more than 10% of the Shares in issue as at the Latest Practicable Date and in the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate:

Name	Capacity	Number of Shares	Approximate percentage of shareholding	Approximate percentage of shareholding upon full exercise of the Repurchase Mandate
Vertic Holdings Limited ("Vertic")	Beneficial owner	1,900,000,000 (note 1)	54.44%	60.49%
Mr. Ngan Iek	Interest in controlled corporation	1,900,000,000 (note 1)	54.44%	60.49%
Ms. Cheng Wing Shan	Interest of spouse	1,900,000,000 (note 2)	54.44%	60.49%

Name	Capacity	Number of Shares	Approximate percentage of shareholding	Approximate percentage of shareholding upon full exercise of the Repurchase Mandate
CMI Financial Holding Company Limited (“CMI Hong Kong”)	Beneficial owner	690,000,000 (note 3)	19.77%	21.97%
China Minsheng Asia Assets Management Company Limited (formerly known as Minsheng (Shanghai) Assets Management Company Limited [#]) 中民投亞洲資產管理有限公司 (前稱民生(上海)資產管理有限公司) (“CMI Asia”)	Interest in controlled corporation	690,000,000 (note 3)	19.77%	21.97%
China Minsheng Investment Group Corporation Limited [#] (中國民生投資股份有限公司) (“China Minsheng Investment”)	Interest in controlled corporation	690,000,000 (note 3)	19.77%	21.97%

[#] The English translation of the names are for identification purpose only

Notes:

- 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.
- Ms. Cheng Wing Shan is the spouse of Mr. Ngan Iek. Ms. Cheng Wing Shan is deemed to be interested in all the Shares in which Mr. Ngan Iek is interested in under Part XV of the SFO.
- Such Shares are held by CMI Hong Kong, which is wholly-owned by CMI Asia, which is in turn wholly-owned by China Minsheng Investment. Both CMI Asia and China Minsheng Investment are deemed to be interested in all the Shares held by CMI Hong Kong by virtue 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 number of issued shares 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 during each of the twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2019		
May	0.120	0.070
June	0.165	0.050
July	0.160	0.030
August	0.064	0.035
September	0.058	0.035
October	0.055	0.036
November	0.050	0.033
December	0.050	0.026
2020		
January	0.045	0.027
February	0.039	0.028
March	0.045	0.022
April	0.029	0.018
May (up to the Latest Practicable Date)	0.030	0.024

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

The following are the particulars of the Directors (as required by the GEM Listing Rules) proposed to be re-elected at the AGM:

Datuk Siew Pek Tho (“Datuk Siew”)

Datuk Siew, aged 47, was appointed as an executive Director on 24 February 2014. 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 the 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 Iek, the Company’s chairman and an executive Director.

Datuk Siew has entered into a service agreement with the Company for an initial term of three years with effect from 1 October 2019, and will continue thereafter provided that either party may terminate such service agreement at any time by giving at least three months’ notice in writing. Datuk Siew is entitled to a Director’s emolument of HK\$600,000 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 emolument 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 (i) had no interest in any Shares within the meaning of Part XV of the SFO; (ii) did 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); and (iii) had 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, Datuk Siew confirmed that there is no information required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules, and the Company is not aware of any other matters in relation to the re-election of Datuk Siew that needs to be brought to the attention of the Shareholders and the Stock Exchange.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Mr. Thng Bock Cheng John (“Mr. Thng”)

Mr. Thng, aged 68, was appointed as an independent non-executive Director on 20 June 2014. He is also a member of each of the Company’s audit committee, remuneration committee, and nomination and corporate governance committee. 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 2017, 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 (i) had no interest in any Shares within the meaning of Part XV of the SFO; (ii) did 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); and (iii) had 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, Mr. Thng confirmed that there is no information required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules, and the Company is not aware of any other matters in relation to the re-election of Mr. Thng that needs to be brought to the attention of the Shareholders and the Stock Exchange.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Mr. Lin Jianguo (“Mr. Lin”)

Mr. Lin, aged 58, was appointed as a non-executive Director on 3 April 2020. He obtained his bachelor degree in economics (accounting profession) from Xiamen University in the People’s Republic of China (the “PRC”) in 1983. Mr. Lin has over 30 years of experience in accounting, financial management and investment management. Mr. Lin has been working for Hang Huo Enterprise Group Limited (恒和企業集團有限公司) (“HHEGL”), a company incorporated in the Macau Special Administrative Region of the PRC, since 2001 and is currently the vice president of general affairs mainly responsible for financial management. HHEGL is owned by the family members of Mr. Ngan Iek, the Company’s chairman and an executive director. Prior to joining HHEGL, Mr. Lin held various senior management positions in several PRC enterprises from 1983 to 2000.

Mr. Lin has entered into a letter of appointment with the Company for a term of three years with effect from 3 April 2020, provided that either party may terminate such letter of appointment at any time by giving at least three months’ notice in writing. Mr. Lin 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. Lin is subject to retirement by rotation and re-election at the Company’s general meetings. The Director’s fee for Mr. Lin 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. Lin (i) had no interest in any Shares within the meaning of Part XV of the SFO; (ii) did 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); and (iii) had 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, Mr. Lin confirmed that there is no information required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules, and the Company is not aware of any other matters in relation to the re-election of Mr. Lin that needs to be brought to the attention of the Shareholders and the Stock Exchange.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Mr. Zhao Guoming (“Mr. Zhao”)

Mr. Zhao, aged 34, was appointed as a non-executive Director on 15 November 2019. He obtained his bachelor degree in economics from Nanjing University in the PRC in 2005 and a master degree in business administration from Peking University in the PRC in 2012. Mr. Zhao is currently the director of investment department of 中民投亞洲資產管理有限公司 (transliterated as China Minsheng Asia Asset Management Company Limited), which is the holding company of CMI Financial Holding Company Limited, a substantial shareholder of the Company. Prior to his current position, he worked in Shanghai Sailing Capital Management Company Limited (上海賽領資本管理有限公司), SDIC Fund Management Company Limited (國投創新投資管理有限公司) and Deloitte Touche Tohmatsu Certified Public Accountants (德勤華永會計師事務所).

Mr. Zhao has entered into a letter of appointment with the Company for a term of three years with effect from 15 November 2019, provided that either party may terminate such letter of appointment at any time by giving at least three months’ notice in writing. Mr. Zhao 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. Zhao is subject to retirement by rotation and re-election at the Company’s general meetings. The Director’s fee for Mr. Zhao 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. Zhao (i) had no interest in any Shares within the meaning of Part XV of the SFO; (ii) did 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); and (iii) had 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, Mr. Zhao confirmed that there is no information required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules, and the Company is not aware of any other matters in relation to the re-election of Mr. Zhao that needs to be brought to the attention of the Shareholders and the Stock Exchange.

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 Unit No. 3503 on 35/F of West Tower, Shun Tak Centre, Nos. 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Tuesday, 23 June 2020 at 4:00 p.m. (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 2019.
2. (I) (a) To re-elect Datuk Siew Pek Tho as an executive Director;
(b) To re-elect Mr. Thng Bock Cheng John as an independent non-executive Director;
(c) To re-elect Mr. Lin Jianguo as a non-executive Director; and
(d) To re-elect Mr. Zhao Guoming as a non-executive Director.
(II) To authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint BDO Limited as the auditors of the Company 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 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 total number of Shares 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 total number of Shares 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 The Securities and Futures Commission of Hong Kong (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

NOTICE OF AGM

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

- (b) the total number of Shares 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 total number of Shares in issue 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 total number of Shares 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 executive Director

Hong Kong, 12 May 2020

Registered office:

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

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

Room 3503, 35/F
West Tower, Shun Tak Centre
Nos. 168-200 Connaught Road Central
Sheung Wan, Hong Kong

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 and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong no less than 48 hours before the time appointed for holding the Meeting or adjournment thereof.
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.

NOTICE OF AGM

4. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase 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.
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/it was solely entitled thereto to, but if more than one of such joint holders are present at the 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 first 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.
8. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the HKEXnews website (www.hkexnews.hk) and the website of the Company (<http://www.linkholdingslimited.com>) to notify shareholders of the date, time and place of the adjourned meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.