
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution 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 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) SHAREHOLDER REQUISITION TO CONVENE AN EGM
FOR PROPOSED (I) REVOCATION OF 2022 GENERAL MANDATE;
(II) REVOCATION OF 2022 EXTENDED MANDATE; AND
(III) ENGAGEMENT OF MAZARS CPA LIMITED TO REVIEW THE
FINANCIAL STATEMENTS OF THE COMPANY;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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

A notice of the EGM 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 Friday, 19 May 2023 at 4:00 p.m. is set out on pages 8 to 9 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the EGM (i.e. 4:00 p.m. on Wednesday, 17 May 2023) or any adjournment thereof. The completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM of the Company in person or any adjournment should you so wish.

This circular will remain on the website of the Stock Exchange at <https://www.hkexnews.hk>, on the “Latest Listed Company Information” page for at least 7 days from the date of this posting and on the website of the Company at www.irasia.com/listco/hk/linkholdings.

* *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.

CONTENTS

	<i>Page</i>
Characteristics of GEM of the Stock Exchange	i
Definitions	1
Letter from the Board	4
Notice of EGM	8

DEFINITIONS

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

“2022 AGM”	the annual general meeting of the Company held on 28 June 2022
“2022 AGM Notice”	the Notice of 2022 AGM dated 17 May 2022
“2022 Extended Mandate”	the extension of 2022 General Mandate 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 at the 2022 AGM
“2022 General Mandate”	the general mandate granted to the Directors at the 2022 AGM for the exercise of all the powers of the Company to allot, issue and deal with the shares of the Company up to 20% of the total number of issued Shares on the date of the 2022 AGM
“Ace Kingdom”	Ace Kingdom Enterprises Corporation, a company incorporated in British Virgin Islands with limited liability
“Articles”	the articles of association of the Company (as amended from time to time)
“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
“EGM”	the extraordinary general meeting of the Company to be convened and held on Friday, 19 May 2023 at 4:00 p.m. to consider and, if thought fit, to approve the Proposed Revocations and the Proposed Engagement as per the requisition of the Shareholder
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and all of its subsidiaries

DEFINITIONS

“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“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
“Latest Practicable Date”	3 April 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Proposed Engagement”	the proposed engagement of Mazars CPA Limited by the Company to review the financial statements of the Company and its subsidiaries for the two years ended 31 December 2020 and 2021 in accordance with the Hong Kong Standard on Review Engagements 2400 (Revised) “Engagements to Review Historical Financial Statements” issued by the Hong Kong Institute of Certified Public Accountants at a fee of no more than HK\$450,000 upon the passing of the relevant ordinary resolution by the shareholders of the Company as per the requisition No. 3 set out in the Second Requisition Letter
“Proposed Revocations”	the proposed revocation of 2022 General Mandate and the proposed revocation of 2022 Extended Mandate as per the requisition Nos. 1 and 2 set out in the Second Requisition Letter respectively
“Requisitioning Shareholder”	HKSCC Nominees, the nominee of Ace Kingdom Corporation, which via HKSCC Nominees, held 1,900,000,000 Shares representing approximately 45.37% of total issued share capital of the Company as at the date of the Second Requisition Letter
“Second Requisition Letter”	the requisition letter deposited by the Requisitioning Shareholder to the Company on 21 March 2023 requesting the Board to convene an extraordinary general meeting for the Proposed Revocations and the Proposed Engagement

DEFINITIONS

“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
“%”	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 Director:

Datuk Siew Pek Tho

Independent non-executive Directors:

Mr. Thng Bock Cheng John

Mr. Chan So Kuen

Mr. Simon Luk

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

11 April 2023

To the Shareholders

Dear Sir or Madam,

**(1) SHAREHOLDER REQUISITION TO CONVENE AN EGM
FOR PROPOSED (I) REVOCATION OF 2022 GENERAL MANDATE;
(II) REVOCATION OF 2022 EXTENDED MANDATE; AND
(III) ENGAGEMENT OF MAZARS CPA LIMITED TO REVIEW THE
FINANCIAL STATEMENTS OF THE COMPANY;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding (i) shareholder requisition requested the Board to convene an EGM to approve the Proposed Revocations and the Proposed Engagement; and (ii) the notice of the EGM.

* *For identification purpose only*

LETTER FROM THE BOARD

REQUISITION FROM SHAREHOLDER

The Company received the Second Requisition Letter on 21 March 2023 from the Requisitioning Shareholder, a nominee of Ace Kingdom, which held approximately 45.37% of the issued share capital of the Company as at the date of the Second Requisition Letter.

Pursuant to the Second Requisition Letter, the Requisitioning Shareholder requested the Board to convene an extraordinary general meeting to approve the following resolutions:

- (1) THAT the general mandate (the “Issue Mandate”) granted to the directors of the Company (the “Directors”) at the annual general meeting of the Company dated 28 June 2022 (the “2022 AGM”) for the exercise of all the powers of the Company to allot, issue and deal with the shares of the Company (the “Shares”) up to 20% of the total number of issued Shares on the date of the 2022 AGM, and as more particularly set out in resolution 4 of the Notice of Annual General Meeting of the Company dated 17 May 2022 (the “2022 AGM Notice”), be revoked with immediate effect upon the passing of this ordinary resolution;
- (2) THAT the resolution for extending the Issue Mandate 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 at the 2022 AGM, and as more particularly set out in resolution 6 of the 2022 AGM Notice, be revoked with immediate effect upon the passing of this ordinary resolution; and
- (3) THAT Mazars CPA Limited be engaged by the Company to review the financial statements of the Company and its subsidiaries for the two years ended 31 December 2020 and 2021 in accordance with the Hong Kong Standard on Review Engagements 2400 (Revised) “Engagements to Review Historical Financial Statements” issued by the Hong Kong Institute of Certified Public Accountants at a fee of no more than HK\$450,000 upon the passing of this ordinary resolution.

Pursuant to Article 58 of the Articles, subject to the GEM Listing Rules, any one or more member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may convene such meeting, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

LETTER FROM THE BOARD

EGM

A notice convening the EGM 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 Friday, 19 May 2023 at 4:00 p.m. is set out on pages 8 to 9 of this circular. Ordinary resolutions will be proposed at the EGM to approve the Proposed Revocations and the Proposed Engagement.

The record date for determining Shareholders' right to attend and vote at the EGM is Monday, 15 May 2023. Shareholders who are entitled to attend and vote at the EGM are those whose names appear on the register of members of the Company as at the close of business on Monday, 15 May 2023. In order to qualify for attending the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Registrar no later than 4:30 p.m. on Monday, 15 May, 2023.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 EGM (i.e. 4:00 p.m. on Wednesday, 17 May 2023) 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 EGM 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 EGM will be taken by poll and an announcement will be made by the Company after the EGM on the results of the EGM.

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that (i) the Proposed Revocations restrict the equity financing opportunities of the Company by utilizing the 2022 General Mandate and the 2022 Extended Mandate before the next annual general meeting given the going concern issue faced by the Company; and (ii) given the Company's current financial status and that the audited financial statements of the Group for the two years ended 31 December 2020 and 2021 have been published, there is no concrete reason for the Company to incur any additional costs for the Proposed Engagement which is not justifiable. As such, the Directors consider the Proposed Revocations and the Proposed Engagement are not in the interests of the Shareholders and the Company as a whole.

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 EGM.

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
Datuk Siew Pek Tho
Chairman and executive Director

NOTICE OF EGM

Link Holdings Limited

華星控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8237)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary 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 Friday, 19 May 2023 at 4:00 p.m. (the “**Meeting**”) to consider and if thought fit, transact the following business:

ORDINARY RESOLUTIONS

- (1) **THAT** the general mandate (the “Issue Mandate”) granted to the directors of the Company (the “Directors”) at the annual general meeting of the Company dated 28 June 2022 (the “2022 AGM”) for the exercise of all the powers of the Company to allot, issue and deal with the shares of the Company (the “Shares”) up to 20% of the total number of issued Shares on the date of the 2022 AGM, and as more particularly set out in resolution 4 of the Notice of Annual General Meeting of the Company dated 17 May 2022 (the “2022 AGM Notice”), be revoked with immediate effect upon the passing of this ordinary resolution;
- (2) **THAT** the resolution for extending the Issue Mandate 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 at the 2022 AGM, and as more particularly set out in resolution 6 of the 2022 AGM Notice, be revoked with immediate effect upon the passing of this ordinary resolution; and
- (3) **THAT** Mazars CPA Limited be engaged by the Company to review the financial statements of the Company and its subsidiaries for the two years ended 31 December 2020 and 2021 in accordance with the Hong Kong Standard on Review Engagements 2400 (Revised) “Engagements to Review Historical Financial Statements” issued by the Hong Kong Institute of Certified Public Accountants at a fee of no more than HK\$450,000 upon the passing of this ordinary resolution.

By Order of the Board

Link Holdings Limited

Datuk Siew Pek Tho

Chairman and executive Director

Hong Kong, 11 April 2023

* *For identification purpose only*

NOTICE OF EGM

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 (if he is holder of two or more shares) 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no less than 48 hours before the time appointed for holding the Meeting (i.e. 4:00 p.m. on Wednesday, 17 May 2023) or adjournment thereof.
3. 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.
4. 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.
5. 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 the Stock Exchange and the Company in accordance with the GEM Listing Rules.
6. If a Typhoon Signal No. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a Black Rainstorm Warning Signal is in force at or at any time after 1:00 p.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.irasia.com/listco/hk/linkholdings) 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.