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**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 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 Cool Link (Holdings) Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**COOL LINK (HOLDINGS) LIMITED**

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

**(Stock code: 8491)**

**PROPOSED SHARE CONSOLIDATION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A notice convening the EGM to be held at Room 2402, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on 15 July 2021 at 11:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular. Whether or not you are able to attend the EGM, you are advised to read the notice and to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon, to the Hong Kong branch share registrar of the Company, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting (as the case may be). The completion and return of the form of proxy will not preclude you from attending, and voting at the EGM or any adjourned meeting (as the case may be) in person if you so wish.

This circular will remain on the “Latest Listed Company Information” page of the website of GEM at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and on the website of the Company at [www.coollink.com.sg](http://www.coollink.com.sg).

**PRECAUTIONARY MEASURES FOR THE EGM**

Special measures being taken to prevent and control the spread of the novel coronavirus at the EGM are set out below:

- mandatory body temperature check
- mandatory wearing of surgical face masks
- no provision of refreshments or drinks
- no handing out of corporate gifts

Any person who does not comply with the precautionary measures may be denied entry into the EGM venue. Shareholders are encouraged to consider appointing the chairman of the EGM as your proxy to vote on the relevant resolutions, instead of attending the EGM in person.

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## CHARACTERISTICS OF GEM

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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 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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## PRECAUTIONARY MEASURES FOR THE EGM

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In view of the ongoing novel coronavirus (COVID-19) (“COVID-19”) situation, the Company will be taking the following precautionary measures at the EGM to protect attending Shareholders, staff and stakeholders from the risk of infection:

- Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue at the Company’s discretion.
- The Company encourages each attendee to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between.
- Any person, irrespective of nationality, who had travelled overseas in the 14-day period prior to the EGM and/or such other time periods as may be required or recommended by any government agencies from time to time, will not be permitted to attend the EGM.
- No distribution of corporate gift and refreshment will be served at the EGM.

In addition, the Company reminds all Shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this circular.

If any Shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our registered office or to our email at [enquiry@coollink.com.sg](mailto:enquiry@coollink.com.sg).

If any Shareholder has any question relating to the meeting, please contact Boardroom Share Registrars (HK) Limited, the Company’s share registrar as follows:

Boardroom Share Registrars (HK) Limited

Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong

Email: [SRinfo.hk@boardroomlimited.com](mailto:SRinfo.hk@boardroomlimited.com)

Tel: 2153 1688

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate in order to minimize any risk to Shareholders and others attending the EGM and to comply with any requirements or recommendations of any government agencies from time to time.

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## EXPECTED TIMETABLE

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The expected timetable for the Share Consolidation is set out below:

<b>Event</b>	<b>Date and time</b>
	2021
Latest time for lodging transfers of Existing Shares in order to qualify for attendance and voting at the EGM .....	4:30 p.m., Thursday, 8 July
Register of members closes (both dates inclusive).....	Friday, 9 July to Thursday, 15 July
Latest time for lodging proxy forms for the EGM (not less than 48 hours prior to the time of the EGM) .....	11:00 a.m., Tuesday, 13 July
Record date for determining attendance and voting at the EGM .....	Thursday, 15 July
Expected date and time of the EGM .....	11:00 a.m., Thursday, 15 July
Announcement of the poll result of the EGM .....	Thursday, 15 July
Register of members re-opens .....	Friday, 16 July
<b>The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation.</b>	
Effective date of the Share Consolidation .....	Monday, 19 July
Commencement of dealings in the Consolidated Shares.....	9:00 a.m., Monday, 19 July
Original counter for trading in Existing Shares in board lots of 5,000 Existing Shares (in the form of existing share certificates) temporarily closes .....	9:00 a.m., Monday, 19 July
Temporary counter for trading in the Consolidated Shares in board lots of 250 Consolidated Shares (in the form of existing share certificates) opens .....	9:00 a.m., Monday, 19 July

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## EXPECTED TIMETABLE

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Event	Date and time
	2021
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares . . . . .	Monday, 19 July
Original counter for trading in Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of new share certificates) reopens . . . . .	9:00 a.m., Monday, 2 August
Parallel counter for trading in Consolidated Shares (in the form of both existing share certificate and new share certificates) commences . . . . .	9:00 a.m., Monday, 2 August
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares. . . . .	9:00 a.m., Monday, 2 August
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares. . . . .	4:00 p.m., Friday, 20 August
Temporary counter for trading Consolidated Shares in board lots of 250 Consolidated Shares (in the form of existing share certificates) closes . . . . .	4:10 p.m., Friday, 20 August
Parallel trading in the Consolidated Shares (in the form of new and existing share certificates) ends. . . . .	4:10 p.m., Friday, 20 August
Latest time for free exchange of existing share certificates for new share certificates. . . . .	4:00 p.m., Wednesday, 25 August

All times and dates stated above refer to Hong Kong local times and dates. The expected timetable for the Share Consolidation set out above and all dates and deadlines specified in this circular are indicative only and may be varied. Any changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

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## DEFINITIONS

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

“associate(s)”	has the meaning as ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday or a Sunday or public holiday or a day on which a black rainstorm warning or tropical cyclone warning signal number 8 or above is issued in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not cancelled at or before 12:00 noon) on which banks are generally open for business in Hong Kong; and for all other purposes, a day on which the Stock Exchange is open for transaction of business
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Cool Link (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Consolidated Share(s)”	ordinary share(s) of HK\$0.20 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve, among other things, the Share Consolidation
“Existing Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company prior to the Share Consolidation having become effective
“GEM”	the GEM of the Stock Exchange

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## DEFINITIONS

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“GEM Listing Committee”	has the meaning ascribed thereto under the GEM Listing Rules
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	24 June 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Registrar”	the branch share registrar of the Company in Hong Kong, being Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong
“Rights Issue”	the proposed issue of one (1) rights share for every two (2) Consolidated Shares at the subscription price of HK\$0.91 per rights share subject to, among other things, the Share Consolidation becoming effective, detail of which are disclosed in the announcement of the Company dated 11 June 2021
“Share(s)”	the Existing Share(s) and/or the Consolidated Share(s) (as the case may be)
“Shareholder(s)”	holder(s) of the Share(s)
“Share Consolidation”	the consolidation of every twenty (20) issued and unissued Existing Shares of HK\$0.01 each into one (1) Consolidated Share of HK\$0.20 each
“Share Option Scheme”	the share option scheme of the Company adopted on 30 August 2017



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## DEFINITIONS

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“Share Options”	the share options granted by the Company pursuant to the Share Option Scheme which give holders thereof the rights to subscribe for Shares at the exercise price determined in accordance with the rules of the Share Option Scheme
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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## LETTER FROM THE BOARD

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# COOL LINK (HOLDINGS) LIMITED

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

**(Stock code: 8491)**

*Executive Directors:*

Mr. Tan Seow Gee (*Chairman*)

Mr. Gay Teo Siong (*Chief Executive Officer*)

*Non-executive Director:*

Mr. Choi Wai Tong Winton

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Independent non-executive Directors:*

Ms. Chan Oi Chong

Ms. Luk Huen Ling Claire

Mr. Yim Harrison Chun Fung

*Principal place of business in Hong Kong:*

Room 5705, 57th Floor

The Center

99 Queen's Road Central

Hong Kong

29 June 2021

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED SHARE CONSOLIDATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

Reference is made to the announcement of the Company dated 11 June 2021 in relation to, among other things, the Share Consolidation.

The purpose of this circular is to provide the Shareholders, among other things, further information regarding (i) the proposed Share Consolidation; and (ii) the notice of the EGM.

#### **PROPOSED SHARE CONSOLIDATION**

The Board proposes to implement the Share Consolidation on the basis that every twenty (20) issued and unissued Existing Shares of HK\$0.01 each will be consolidated into one (1) Consolidated Share of HK\$0.20 each.

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## LETTER FROM THE BOARD

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### Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following:

- i. the passing of the ordinary resolution(s) by the Shareholders to approve the Share Consolidation at the EGM;
- ii. the compliance with all relevant procedures and requirements under the laws of the Cayman Islands (where applicable) and the GEM Listing Rules to effect the Share Consolidation; and
- iii. the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares arising from the Share Consolidation.

None of the conditions above stated may be waived.

The Share Consolidation will become effective on Monday, 19 July 2021, being the second Business Day immediately following the fulfillment of the above conditions.

As at the Latest Practicable Date, none of the conditions above had been fulfilled.

### Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 Existing Shares of HK\$0.01 each, of which 763,200,000 Existing Shares have been issued and are fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective and assuming no new Shares will be issued or repurchased from the Latest Practicable Date to the effective date of the Share Consolidation, the authorised share capital of the Company will become HK\$100,000,000 divided into 500,000,000 Consolidated Shares of HK\$0.20 each, of which 38,160,000 Consolidated Shares (which are fully paid or credited as fully paid) will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares will rank pari passu in all respects with each other in accordance with the Company's articles of association. No fractional Consolidated Shares will be issued by the Company. Any fractional entitlements of the Consolidated Shares will be aggregated and sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

## LETTER FROM THE BOARD

Currently, the Shares are traded on the Stock Exchange in the board lot size of 5,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 5,000 Consolidated Shares.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Group or the interests or rights of the Shareholders, save for any fractional Consolidated Shares which may arise.

### Adjustments in relation to other securities of the Company

As at the Latest Practicable Date, there were a total of outstanding Share Options granted by the Company with details as follows:

Name	Position/ Capacity	Date of Grant	No. of Share Options		Exercise price per Existing Share HK\$	No. of	No. of	No. of
			exercised as at the Latest Practicable Date	at the Latest Practicable Date		outstanding Share Options as at the Latest Practicable Date	Existing Shares to be issued under the outstanding Share Options	Consolidated Shares to be issued after completion of the Share Consolidation
Mr. Tan Seow Gee	Executive Director	9 April 2021	7,200,000	7,200,000	0.078	0	0	0
Mr. Gay Teo Siong	Executive Director	9 April 2021	7,200,000	7,200,000	0.078	0	0	0
Mr. Choi Wai Tong Winton	Non-executive Director	9 April 2021	7,200,000	0	0.078	7,200,000	7,200,000	360,000
Ms. Luk Huen Ling Claire	Independent non-executive Director	9 April 2021	7,200,000	0	0.078	7,200,000	7,200,000	360,000
Other employees	Employees	9 April 2021	28,800,000	28,800,000	0.078	0	0	0
Total:			<u>57,600,000</u>	<u>43,200,000</u>	<u>0.078</u>	<u>14,400,000</u>	<u>14,400,000</u>	<u>720,000</u>

The Company granted the Share Options to the above grantees as incentives or rewards for their contribution to the Group. Assuming there is no further Share Option granted under the Share Option Scheme between the Latest Practicable Date and the effective date of the Share Consolidation, it is expected that a total of up to 14,400,000 Existing Shares may be issued under the outstanding Share Options and a total of up to 720,000 Consolidated Shares may be issued after the Share Consolidation becoming effective.

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## LETTER FROM THE BOARD

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Pursuant to the terms of the Share Option Scheme and the GEM Listing Rules, the Share Consolidation will lead to adjustments to the exercise price and/or the number of Shares falling to be issued upon the exercise of the outstanding Share Options. Assuming there is no other adjustment event under the Share Option Scheme between the Latest Practicable Date and the effective date of the Share Consolidation, the exercise price and the number of Consolidated Shares to be issued upon the exercise of the outstanding Share Options will be adjusted as follows with effect from the effective date of the Share Consolidation:

Name	<b>Before adjustment</b> <b>No. of</b> <b>Existing</b> <b>Shares to</b> <b>be issued</b> <b>under the</b> <b>outstanding</b> <b>Share Options</b> <b>to be issued</b> <b>upon the</b> <b>exercise of</b> <b>the Share</b> <b>Options</b>	<b>Exercise</b> <b>price per</b> <b>Existing</b> <b>Shares</b> <i>HK\$</i>	<b>After adjustment</b>  <b>No. of</b> <b>Consolidated</b> <b>Shares to be</b> <b>issued upon</b> <b>exercise of</b> <b>the Share</b> <b>Options</b>	<b>Exercise</b> <b>price per</b> <b>Consolidated</b> <b>Shares</b> <i>HK\$</i>
Mr. Choi Wai Tong Winton	7,200,000	0.078	360,000	1.56
Ms. Luk Huen Ling Claire	<u>7,200,000</u>	<u>0.078</u>	<u>360,000</u>	<u>1.56</u>
Total:	<u><u>14,400,000</u></u>	<u><u>0.078</u></u>	<u><u>720,000</u></u>	<u><u>1.56</u></u>

Save for the adjustments above, all other terms and conditions of the Share Options granted by the Company remain unchanged.

Save as disclosed above, as at the Latest Practicable Date, the Company has no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Shares.

### **Odd lots arrangements and matching services**

In order to alleviate the difficulties arising from the existence of odd lots of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Excellent Success Investments Limited as an agent to provide matching services, on a best

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## LETTER FROM THE BOARD

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effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Shareholders who wish to take advantage of this facility should contact Mr. Hon or Mr. Lam of Excellent Success Investments Limited at 22/F China Oversea Building, 139 Hennessy Road, Wanchai, Hong Kong (telephone number: (852) 2529 6012) from 9:00 a.m. on Monday, 2 August 2021 to 4:00 p.m. on Friday, 20 August 2021.

Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares are not guaranteed. Any Shareholder who is in any doubt about the odd lots arrangements is recommended to consult his/her/its own professional advisers.

### **Exchange of share certificates**

Subject to the Share Consolidation having become effective, Shareholders may, during the period from Monday, 19 July 2021 to Wednesday, 25 August 2021, submit the existing share certificates for the Existing Shares to the Registrar at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, to exchange, at the expense of the Company, for new share certificates for the Consolidated Shares. Thereafter, existing share certificates for Existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for Consolidated Shares at the expense of the Shareholders on payment of a fee of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each existing share certificate cancelled or each new share certificate issued for Consolidated Shares (whichever is higher) but are not acceptable for delivery, trading and settlement purposes.

The new share certificates for the Consolidated Shares will be issued in green colour in order to distinguish them from the existing red colour.

### **Listing and Dealings of the Consolidated Shares**

Application has been made to the GEM Listing Committee for the granting of the listing of, and permission to deal in, the Consolidated Shares in issue arising from the Share Consolidation.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of

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## LETTER FROM THE BOARD

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the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS.

None of the Existing Shares are listed or dealt in any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### REASONS FOR THE SHARE CONSOLIDATION

Under Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK0.01 or HK\$9,995.00, the issuer may be required by the Stock Exchange either to change the trading method or to proceed with a consolidation or splitting of its securities.

Pursuant to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020, the expected board lot value should be greater than HK\$2,000 per board lot taking into account the minimum transaction costs for a securities trade. As at Latest Practicable Date, the closing price of each Existing Share is HK\$0.048, with a board lot size of 5,000 Existing Shares, the existing board lot value is only HK\$240, which is less than HK\$2,000.

In order to reduce transaction and registration costs incurred by the Shareholders and investors of the Company, the Board proposes to implement the Share Consolidation. It is expected that the Share Consolidation will bring about a corresponding upward adjustment to the share price per board lot, and increase the value of each board lot of the Consolidated Shares to more than HK\$2,000.

Assuming the Share Consolidation had become effective, based on the closing price of HK\$0.048 per Existing Share (equivalent to the theoretical closing price of HK\$0.96 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, the theoretical value of each board lot of 5,000 Consolidated Shares would be HK\$4,800.

The Company considered the Share Consolidation ratio of ten (10) Existing Shares into one (1) Consolidated Share and the theoretical value of each board lot would be HK\$2,400, which is close to the required board lot value. Therefore, the Company considered that the proposed Share Consolidated ratio of twenty (20) Existing Shares into one (1) Consolidated Share is an optimal choice.

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## LETTER FROM THE BOARD

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In view of the recent trading price of the Shares, the Board considers that proposed Share Consolidation ratio will enable the Company to comply with the trading requirements under the GEM Listing Rules and reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction costs for each securities trade. With a corresponding upward adjustment in the trading price of the Consolidated Shares, the Board believes that the Share Consolidation will make investing in the Shares more attractive to a broader range of investors, and therefore further broaden the shareholder base of the Company.

In view of the above reasons, the Company considers the proposed Share Consolidation is justifiable notwithstanding the potential costs and impact arising from creation of odd lots to Shareholders.

Accordingly, the Board believes that the Share Consolidation is in the interests of the Company and the Shareholders as a whole.

Upon the Share Consolidation becoming effective, the Board proposes to implement the Rights Issue on the basis of one (1) rights share for every two (2) Consolidated Shares at the subscription price of HK\$0.91 per rights share for gross proceeds of up to not less than approximately HK\$17.4 million (assuming no new Shares are issued or repurchased on or before the record date for determining entitlements under the Rights Issue) and not more than approximately HK\$17.7 million (assuming no further issue or repurchase of Shares other than the issue of Option Shares upon the exercising of outstanding Share Options in full on or before the record date for determining entitlements under the Rights Issue). The Rights Issue is not conditional upon approval by the Shareholders whereas is conditional upon fulfilment of the conditions of the Rights Issue. Accordingly, the Rights Issue may or may not proceed. For details of the Rights Issue, please refer to the announcement of the Company dated 11 June 2021.

Other than the Rights Issue, as at the Latest Practicable Date, the Company currently has no other plan or intention to carry out any future corporate actions in the next twelve months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, and the Company does not have any concrete plan to conduct any fund raising activities in the next twelve months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising activities when suitable fund raising opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the GEM Listing Rules as and when appropriate.



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## LETTER FROM THE BOARD

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### **Closure of register of members**

The register of members of the Company will be closed from Friday, 9 July 2021 to Thursday, 15 July 2021 (both days inclusive) for determining the identity of the Shareholders entitled to attend and vote at the EGM. No transfer of the Existing Shares will be registered during the above book closure period.

All transfer of shares accompanied by the relevant share certificates must be lodged with the Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 8 July 2021.

**Shareholders and potential investors should note that the Share Consolidation is conditional upon satisfaction of the conditions as set out in the paragraph headed “Conditions of the Share Consolidation” above. Accordingly, the Share Consolidation may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Existing Shares. If they are in doubt, they should consult their professional advisers.**

### **EGM**

The EGM will be convened and held for the Shareholders at 11:00 a.m. on Thursday, 15 July 2021 at Room 2402, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong, to consider, if thought fit, approve, among other things, the Share Consolidation. A notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular. All resolutions to be proposed at the EGM will be voted on by poll. Only the Shareholders are entitled to attend and vote at the EGM.

A proxy form for the EGM is enclosed with this circular. Whether or not you intend to be present at the EGM, you are advised to complete the proxy form and return it to the Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the EGM. The completion and delivery of a proxy form will not preclude you from attending or voting in person at the EGM or any adjourned meeting thereof should you so wish, and in such case, the form of proxy submitted by you shall be deemed to be revoked.

To the best knowledge, belief and information of the Directors having made all reasonable enquiries, as none of the Shareholders or their associates would have any interest in the Share Consolidation, no Shareholder would be required to abstain from voting in favour of the resolution relating to the Share Consolidation at the EGM.

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## LETTER FROM THE BOARD

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### COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors nor any of their respective close associates (as defined in the GEM Listing Rules) has any interest in a business which competes or may compete, either directly or indirectly, with the business of the Group or any other conflict of interest which any such person has or may have with the Group which would be required to be disclosed pursuant to the GEM Listing Rules.

### RECOMMENDATION

The Board considers that the Share Consolidation is in the interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders should vote in favour of the relevant ordinary resolution to be proposed at 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.

Yours faithfully,  
For and on behalf of the Board  
**Cool Link (Holdings) Limited**  
**Mr. Tan Seow Gee**  
*Chairman and Executive Director*

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## NOTICE OF EGM

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# COOL LINK (HOLDINGS) LIMITED

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

**(Stock code: 8491)**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**”) of Cool Link (Holdings) Limited (the “**Company**”) will be held at Room 2402, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Thursday, 15 July 2021 at 11:00 a.m. for considering and, if thought fit, passing with or without amendments, the following resolution:

### ORDINARY RESOLUTION

“**THAT**, subject to and conditional upon the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval to the listing of, and the permission to deal in, the Consolidated Shares (as defined below) in issue, with effect from the second Business Day (as defined in the circular of the Company dated 29 June 2021) following the day of passing this resolution:

- (a) every twenty (20) issued and unissued existing ordinary share(s) of HK\$0.01 each in the share capital of the Company be consolidated into one (1) ordinary share of HK\$0.20 each (“**Consolidated Share(s)**”), and such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company (the “**Share Consolidation**”);
- (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Director(s)**”) may think fit; and
- (c) the Directors be and are hereby authorised generally to do all such acts, deeds and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company, as they shall, in their absolute discretion, deem appropriate to effect and implement the Share Consolidation.”

By order of the Board  
**Cool Link (Holdings) Limited**  
**Mr. Tan Seow Gee**  
*Chairman and Executive Director*

Hong Kong, 29 June 2021

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## NOTICE OF EGM

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*Registered Office:*

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

*Principal place of business in Hong Kong:*

Room 5705, 57th Floor  
The Center  
99 Queen's Road Central  
Hong Kong

*Notes:*

1. Any member entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her/its proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his/her/its stead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it to vote on his/her/its behalf at the above meeting. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and returned, together with the power of attorney or other authority (if any) under which it is signed (or a copy which has duly been certified) to the Hong Kong branch share registrar of the Company, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the above meeting or any adjourned meeting (as the case may be).
3. The register of members of the Company will be closed from 9 July 2021 (Friday) to 15 July 2021 (Thursday), both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. (Hong Kong Time) on 8 July 2021 (Thursday).
4. Delivery of a form of proxy shall not preclude a member from attending and voting in person at the meeting and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy, in respect of such shares as if he/she/it was solely entitled thereto; but if more than one of such joint holders be present at the EGM, 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, and 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 such joint holding.
6. Any voting at the EGM shall be taken by poll.
7. The form of proxy shall be signed by the shareholder of the Company or his/her/its attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
8. (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time on the date of the EGM, the EGM will be postponed to Friday, 16 July 2021 at the same time and venue.

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## NOTICE OF EGM

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- (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled three hours before the time fixed for the holding of the EGM and where conditions permit, the EGM will be held as scheduled.
- (c) The EGM will be held as scheduled when a tropical cyclone warning signal No. 3 or below or an amber or red rainstorm warning signal is in force.
- (d) After considering their own situations, members should decide on their own whether or not they would attend the EGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

*As at the date of this notice, the executive Directors are Mr. Tan Seow Gee and Mr. Gay Teo Siong; the non-executive Director is Mr. Choi Wai Tong Winton; and the independent non-executive Directors are Ms. Chan Oi Chong, Ms. Luk Huen Ling Claire and Mr. Yim Harrison Chun Fung.*