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## **ATLINKS GROUP LIMITED**

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

**(Stock Code: 8043)**

### **VOLUNTARY ANNOUNCEMENT**

#### **ACQUISITION OF 100% ISSUED SHARE CAPITAL OF THE TARGET COMPANIES**

On 2 January 2024, Atlinks R&D, an indirect wholly-owned subsidiary of the Company, as purchasers on the one part, and the Vendors, as vendors on the other part, entered into the Sale and Purchase Agreements pursuant to which Atlinks R&D has agreed to acquire 100% issued share capital of the Target Companies.

As the Target Companies are all related to one another, the consideration of the transactions is aggregated as a series of transactions pursuant to Rule 19.22 of the GEM Listing Rules.

The Sale and Purchase Agreements and the transactions contemplated thereunder do not constitute a notifiable transaction of the Company under Chapter 19 of the GEM Listing Rules. This announcement is made by the Company on a voluntary basis to provide the shareholders and potential investors of the Company with updated information in relation to the business development of the Group.

#### **INTRODUCTION**

The board (the “**Board**”) of directors (the “**Directors**”) of Atlinks Group Limited (the “**Company**”) is pleased to announce that on 2 January 2024, Atlinks R&D, an indirect wholly-owned subsidiary of the Company, as purchaser on the one part, and Mr. Li and Ms. Lum, as vendors on the other part, entered into the Sale and Purchase Agreements pursuant to which Atlinks R&D has agreed to acquire 100% issued share capital of the Target Companies, including:

- (1) 100% issued share capital of 5Gen Care Limited from Mr. Li;
- (2) 95% and 5% of the issued share capital of 5GenCare.com Limited from Ms. Lum and Mr. Li respectively;
- (3) 100% issued share capital of Chillax Technology Limited from Ms. Lum; and
- (4) 100% issued share capital of Chillax Care Limited from Ms. Lum.

## **THE SALE AND PURCHASE AGREEMENTS**

The principal terms of the Sale and Purchase Agreements are set out below:

Date: 2 January 2024

Parties: (i) Atlinks R&D; and

(ii) the Vendors

Share Acquisition: Pursuant to the Sale and Purchase Agreements:

(i) Atlinks R&D has agreed to buy, and the Vendors has agreed to sell, 100% of the issued share capital of the Target Companies and

(ii) the consideration shall be payable in cash in two instalments, with 50% payable the later of (a) the date of completion, (b) the date of post-completion undertakings set out in the Sale and Purchase Agreements, or (c) 1 April 2024, and the balance of the consideration payable on or before 1 July 2024.

The consideration for the Share Acquisition to be made by Alinks R&D will be funded by internal resources of the Group. The consideration for the Share Transfer was determined after arm's length negotiations between the parties to the Sale and Purchase Agreements with reference to, among others, the business prospect of the Target Companies. The Directors consider the consideration to be made by Atlinks R&D pursuant to the Sale and Purchase Agreements to be fair and reasonable and on normal commercial terms and is in the interests of the Company and its shareholders as a whole.

## **INFORMATION ON THE VENDORS**

The Vendors are residents of Hong Kong.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, both the Vendors are Independent Third Parties.

## **INFORMATION ON THE TARGET COMPANIES**

The Target Companies were all incorporated in Hong Kong during the years of 2020 to 2022, of which 5Gen Care Limited and 5GenCare.com Limited are software development companies which provide end to end solutions to IoVT (Internet of Video Things), including firmware, cloud connectivity software and application software development services, and sell UDID (Unique device identification) to each of the abovementioned devices and provide services thereto. For Chillax Technology Limited and Chillax Care Limited, they sell video baby monitor products under the brand "Chillax".

Upon completion of the Share Acquisition, the Company will be indirectly interested in 100% of the total issued share capital of the Target Companies and each of the Target Companies will be accounted for as a subsidiary of the Company. Accordingly, the financial results of the Target Companies will be consolidated into the financial statements of the Group.

## **REASONS FOR AND BENEFITS OF THE SHARE ACQUISITION**

The Company is an investment holding company. As at the date of this announcement, the Group is principally engaged in designing, developing and selling home and office telecommunication products to retailers, telecommunication operators and distributors customers all around the world (except North America) under three brands, namely Alcatel, Swissvoice and Amplicomms.

The Group has been actively exploring new business opportunities in order to expand its source of income and attain growth in the long term. One of the major businesses of the Target Companies is to sell video baby monitor products and provide video streaming on baby monitor to mobile devices under the brand “Chillax”. The baby monitor devices are primarily sold in the North America market.

The Directors consider the Share Acquisition a good business opportunity as the Target Companies will improve the Company’s revenue generating ability by offering new products and services, strengthening the technologies for both hardware and software development, streamlining the cost structure of the Company related to both products and logistics, and diversifying its business operations by expanding into the North America (USA and Canada) market.

Having considered the aforesaid reasons, the Directors are of the view that the terms of the Sale and Purchase Agreements and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms and in the interest of the Company and its shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

As the Target Companies are all related to one another, the consideration of the transactions is aggregated as a series of transactions pursuant to Rule 19.22 of the GEM Listing Rules.

As all of the applicable percentage ratios in respect of the Share Acquisition are less than 5%, the Share Acquisition therefore does not constitute a notifiable transaction of the Company under Chapter 19 of the GEM Listing Rules. This announcement is made by the Company on a voluntary basis.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms have the following meanings when used herein:

“Atlinks R&D”	Atlinks Research & Development Technologies Limited, a company incorporated under the laws of Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
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“Board”	the board of Directors
“Company”	Atlinks Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM (stock code: 8043)
“Director(s)”	director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	any person or company and their respective ultimate beneficial owner(s) which, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected persons (as defined in the GEM Listing Rules)
“Mr. Li”	Mr. LI Man To
“Ms. Lum”	Ms. LUM Wai Chee
“Sale and Purchase Agreements”	include: <ul style="list-style-type: none"> <li>(i) the sale and purchase agreement dated 2 January 2024 entered into between Atlinks R&amp;D and Mr. Li for the acquisition of 100% issued share capital of 5Gen Care Limited;</li> <li>(ii) the sale and purchase agreement dated 2 January 2024 entered into between Atlinks R&amp;D, Ms. Lum and Mr. Li for the acquisition of 95% and 5% of the issued share capital of 5GenCare.com Limited from Ms. Lum and Mr. Li respectively;</li> </ul>

- (iii) the sale and purchase agreement dated 2 January 2024 entered into between Atlinks R&D and Ms. Lum for the acquisition of 100% issued share capital of Chillax Technology Limited; and
- (iv) the sale and purchase agreement dated 2 January 2024 entered into between Atlinks R&D and Ms. Lum for the acquisition of 100% issued share capital of Chillax Care Limited

“Share Acquisition”	acquisition of 100% issued share capital of the Target Companies from the Vendors by Atlinks R&D pursuant to the Sale and Purchase Agreements
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Companies”	5Gen Care Limited, 5GenCare.com Limited, Chillax Technology Limited and Chillax Care Limited
“Vendors”	Mr. Li and Ms. Lum
“%”	per cent

By order of the Board  
**ATLINKS GROUP LIMITED**  
**Mr. Long Hak Kan**  
*Chairman and Non-executive Director*

Hong Kong, 9 January 2024

*As at the date of this announcement, the executive Directors are Mr. TONG Chi Hoi, Mr. Jean-Alexis René Robert DUC and Mr. LONG Shing; the non-executive Directors are Mr. LONG Hak Kan and Mr. Didier Paul Henri GOUJARD; and the independent non-executive Directors are Ms. LAM Lai Ting Maria Goretti, Ms. CHAN Cheuk Man Vivian and Ms. LEE Kit Ying Catherine.*

*This announcement, 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 announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the website of the Company at [www.atlinks.com](http://www.atlinks.com).*