

---

## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

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.

This circular, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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.

---

## **COOL LINK (HOLDINGS) LIMITED**

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

**(Stock code: 8491)**

### **(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF DIRECTORS AND (3) NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the annual general meeting (the “AGM”) of the Company to be held at 21/F, Grand Millennium Plaza, 181 Queen’s Road Central, Central, Hong Kong on 27 June 2024 at 11:00 a.m. is set out on pages 13 to 17 of this circular.

Whether or not you are able to attend the AGM, 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 AGM 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 AGM or any adjourned meeting (as the case may be) in person if you so wish.

This circular will remain on the “Latest Listed Company Announcements” page of the website of the GEM of The Stock Exchange of Hong Kong Limited 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.coolink.com.sg](http://www.coolink.com.sg).

---

## CHARACTERISTICS OF GEM

---

**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.**

---

## CONTENTS

---

	<i>Page</i>
<b>Characteristics of GEM</b> .....	i
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Appendix I — Explanatory Statement</b> .....	8
<b>Appendix II — Details of the Directors proposed to be re-elected at the Annual General Meeting</b> .....	11
<b>Notice of Annual General Meeting</b> .....	13

---

## DEFINITIONS

---

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

“2023 AGM”	the AGM held on 29 June 2023
“2023 Annual Report”	the annual report of the Company for the year ended 31 December 2023
“2024 AGM”	the annual general meeting of the Company to be held at 21/F, Grand Millennium Plaza, 181 Queen’s Road Central, Central, Hong Kong, on 27 June 2024 at 11:00 a.m.
“AGM”	the annual general meeting of the Company
“Articles of Association”	the articles of association of the Company, and “Article” shall mean an article of the Articles of Association
“Board”	the board of the Directors
“Company”	Cool Link (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on GEM
“core connected person(s)”	has the same meaning as defined in the GEM Listing Rules
“Director(s)”	the director(s) of the Company, from time to time
“Extension Mandate”	a general and an unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	a general and an unconditional mandate proposed to be granted to the Directors at the 2024 AGM to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the number of issued Shares as at the date of passing the relevant resolution granting such mandate
“Group”	the Company and its subsidiaries

---

## DEFINITIONS

---

“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	31 May 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“New Articles of Association”	the amended and restated articles of association of the Company incorporating and consolidating all the Proposed Amendments, proposed to be adopted by the Company at the AGM
“Nomination Committee”	the nomination committee of the Company established on 30 August 2017
“Proposed Amendments”	the proposed amendments to the existing Articles of Association as set out in the Appendix III to this circular
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the 2024 AGM to enable them to repurchase Shares up to 10% of the total number of issued Shares as at the date of passing the resolution granting of the Repurchase Mandate
“S\$” or “SGD”	Singapore dollar(s), the lawful currency of Singapore
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.2 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 30 August 2017
“Shareholder(s)”	the holder(s) of Share(s)
“Singapore”	the Republic of Singapore
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission
“%”	per cent.

---

## LETTER FROM THE BOARD

---

# 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. Tang Tsz Kin

*Independent non-executive Directors:*

Ms. Chan Oi Chong

Ms. Luk Huen Ling Claire

Mr. Peng Xiukai

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place*

*of business in Hong Kong:*

Room 401,

4/F, Lucky Centre,

165-171 Wanchai Road,

Wan Chai, Hong Kong

5 June 2024

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

### INTRODUCTION

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the 2024 AGM and to give you notice of the 2024 AGM.

Resolutions to be proposed at the AGM include (a) ordinary resolutions relating to (i) the grant of each of the General Mandate, the Repurchase Mandate and the Extension Mandate, and (ii) the re-election of Directors; and (b) a special resolution relating to the Proposed Amendments and adoption of the New Articles of Association.

This circular contains further information relating to the resolutions proposed so as to enable you to make an informed decision on whether to vote for or against the resolutions proposed. A notice for convening the 2024 AGM is also set out in this circular and a form of proxy is included for your further action.

---

## LETTER FROM THE BOARD

---

### GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the ordinary resolutions passed by the then Shareholders at the 2023 AGM, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the number of issued Shares on the date of passing of the relevant ordinary resolution; (b) a general and unconditional mandate to repurchase Shares not exceeding 10% of the number of issued Shares on the date of passing of the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate number of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

The above general mandates will expire at the conclusion of the 2024 AGM. At the 2024 AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the number of issued Shares on the date of passing of such resolution. On the assumption that 398,606,168 Shares in issue as at the Latest Practicable Date and no Shares will be issued or repurchased prior to the 2024 AGM, the maximum number of Shares to be allotted and issued pursuant to the General Mandate will be 79,721,233;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the number of issued Shares on the date of passing of such resolution. On the assumption that 398,606,168 Shares in issue as at the Latest Practicable Date and no Shares will be issued or purchased prior to the 2024 AGM, the maximum number of Shares to be repurchased pursuant to the Repurchase Mandate will be 39,860,616; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

Each of the General Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next AGM following the 2024 AGM; (b) the expiration of the period with which the next AGM is required by the Articles or any applicable law of the Cayman Islands to be held; or (c) the date on which such mandate granted under this resolution is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next AGM.

The Directors wish to state that they have no immediate plans to allot and issue any new Shares other than such Shares which may fall to be allotted and issued upon the exercise of any options granted under the Share Option Scheme.

Under the GEM Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the 2024 AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

---

## LETTER FROM THE BOARD

---

### PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises two executive Directors, namely, Mr. Tan Seow Gee and Mr. Gay Teo Siong, one non-executive Director, namely, Mr. Tang Tsz Kin and three independent non-executive Directors, namely, Ms. Chan Oi Chong, Ms. Luk Huen Ling Claire and Mr. Peng Xiukai.

According to Article 84 of the Articles of Association, at each AGM, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at the AGM at least once every three years. A retiring Director shall be eligible for re-election.

Accordingly, Mr. Tan Seow Gee and Ms. Chan Oi Chong shall retire from office by rotation and will offer themselves for re-election at the 2024 AGM.

The Nomination Committee has assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and considered that, all independent non-executive Directors remain independent. The Nomination Committee has also assessed and evaluated the performance of each of the retiring Directors during the year ended 31 December 2023 based on the nomination policy of the Company and found their performance satisfactory. The Nomination Committee is also of the view that based on the perspectives, skills and experience of Mr. Tan Seow Gee and Ms. Chan Oi Chang, they can bring further contributions to the Board and its diversity. Upon the nomination of the Nomination Committee, the Board has recommended them to stand for re-election as Directors at the 2024 AGM. For good corporate governance, each of the retiring Directors shall be abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders.

Details of the retiring Directors who are proposed to be re-elected at the 2024 AGM are set out in Appendix II to this circular.

### AGM

A notice convening the 2024 AGM to be held at 21/F, Grand Millennium Plaza, 181 Queen's Road Central, Central, Hong Kong on 27 June 2024 at 11:00 a.m. is set out on pages 13-17 of this circular.

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 2024 AGM will be taken by poll and an announcement will be made by the Company after the 2024 AGM on the results of the 2024 AGM.



---

## LETTER FROM THE BOARD

---

### PROXY ARRANGEMENT

A form of proxy for use at the 2024 AGM is enclosed with this circular. To be valid, the form of proxy must be completed 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 2024 AGM 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 in person at the 2024 AGM if you so wish.

### GENERAL

To the best of the Director's 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 2024 AGM.

### CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders' entitlement to attend and vote at the 2024 AGM, the register of members of the Company will be closed from 24 June 2024 (Monday) to 27 June 2024 (Thursday), both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of Shareholders who are entitled to attend and vote at the 2024 AGM, all Share transfers accompanied by the relevant Share certificates must be lodged with 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 not later than 4:30 p.m. (Hong Kong Time) on 21 June 2024 (Friday).

### RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of 2024 AGM are all in the best interests of the Company and the Shareholders as a whole and therefore recommend you to vote in favour of all of these resolutions to be proposed at the 2024 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  
**Cool Link (Holdings) Limited**  
**Tan Seow Gee**  
*Chairman and Executive Director*

This explanatory statement relates to the resolution proposed to be passed at the 2024 AGM authorising the grant of the Repurchase Mandate. It contains all the information under Rule 13.08 of the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against such ordinary resolution.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the number of Shares in issue was 398,606,168 Shares.

Subject to the passing of the resolution (the “Resolution”) to approve the Repurchase Mandate and on the basis that no Shares will be issued or repurchased after the Latest Practicable Date and up to the date of passing of the Resolution, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 39,860,616 Shares (representing 10% of the total number of issued Shares as at the date of passing of the Resolution).

## **2. REASONS FOR SHARE REPURCHASE**

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

## **3. FUNDING OF REPURCHASES**

Repurchases pursuant to the Repurchase Mandate would be funded out of funds of the Company legally available for the purposes in accordance with the memorandum of association of the Company and Articles of Association, the applicable laws of the Cayman Islands and the GEM Listing Rules. Shares may only be repurchased out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purposes of repurchase. The premium, if any, payable on repurchases must have been provided for out of the profits of the Company or out of the Company’s share premium account before or at the time the shares are repurchased. The Company may not repurchase Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

## **4. GENERAL**

There might be a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in the Company’s audited financial statements contained in the 2023 Annual Report) in the event that the Repurchase Mandate was to be exercised in full during the proposed repurchase period. 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 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.

No core connected persons (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to sell any Shares to the Company, in the event that the Repurchase Mandate is exercised.

## 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 GEM Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

## 7. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during the each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2023</b>		
June	0.585	0.509
July	0.568	0.492
August	0.594	0.543
September	0.577	0.509
October	0.577	0.403
November	0.458	0.365
December	0.403	0.356
<b>2024</b>		
January	0.373	0.310
February	0.375	0.314
March	0.390	0.345
April	0.550	0.360
May (up to the Latest Practicable Date)	0.600	0.430

**8. CONSEQUENCES UNDER THE TAKEOVERS CODE**

If as a result of a repurchase of Shares, 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 the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

On the basis that the issued share capital of the Company remains unchanged and no Shares are repurchased prior and on the date of the 2024 AGM, the Directors are not aware of any consequence that would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Repurchase Mandate is exercised in full.

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 or rule 32 of the Takeovers Code.

The Directors will not repurchase the Shares on GEM if the repurchase would result in the number of Shares in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the GEM Listing Rules.

**9. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company (whether on GEM or otherwise) in the six months immediately preceding the Latest Practicable Date.

---

## APPENDIX II                      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

---

*The following are the particulars of the Directors (as required by the GEM Listing Rules) proposed to be re-elected at the 2024 AGM:*

### **1. Mr. Tan Seow Gee (“Mr. Tan”), an executive Director**

Mr. Tan, aged 50, is an executive Director. He is currently the chairman of the Board and compliance officer of the Company. He co-founded the Group together with Mr. Gay Teo Siong in March 2001 and is currently the managing director of the Group. He is responsible for the overall strategic planning, management and operation of the Group. In particular, he is responsible for maintaining and improving profit margins of the Group’s business and to source and launch new products and services. He is a managing director of Cool Link & Marketing Pte. Ltd since 27 March 2001. He is also the director of certain subsidiaries of the Company.

Mr. Tan has not less than 23 years of experience in the distribution industry, primarily focusing on local and oversea business trading including import of supplies and export of products.

Prior to establishing the Group, Mr. Tan ran a number of partnership businesses. He owned Cool Link & Marketing which was in the business of wholesale of ice cream, Jun Chuan Discus Farm which was in the business of operation of fish hatcheries and fish farms. All these business enterprises have been terminated prior to the establishment of the Group.

Mr. Tan has entered into a director’s service agreement with the Company on 30 August 2017 for an initial term of three years commencing on the Listing Date and will continue unless terminated earlier in accordance with the terms of his service agreement. The appointment is subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The director’s fee of Mr. Tan is HK\$120,000 per annum. Such emolument will be determined annually by the remuneration committee of the Company by reference to his relevant experience, responsibilities, the time devoted to the Group and the prevailing market conditions. His total emolument from the Group for the year ended 31 December 2023 was approximately S\$750,000.

Save as disclosed above, Mr. Tan does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tan does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has 11,760,000 shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

**2. Ms. Chan Oi Chong (“Ms. Chan”), an independent non-executive Director**

Ms. Chan, aged 47, was appointed as an independent non-executive Director on 30 August 2017. Ms. Chan graduated from the Hong Kong University of Science of Technology in November 1998 with Bachelor of Business Administration degree in Accounting. She is a member of the Hong Kong Institute of Certified Public Accountants, a member to the Association of Chartered Certified Accountants in October 2001 and became a fellow of the association in October 2006. Ms. Chan has been appointed as an independent non-executive director of Get Nice Holdings Limited (stock code: 0064), a company listed on Main Board of the Stock Exchange since 4 November 2022.

Ms. Chan has entered into a letter of appointment with the Company for a term of three years with effect from 30 April 2020. The appointment is subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The director’s fee of Ms. Chan is HK\$120,000 per annum which is determined with reference to her experience, duties and responsibilities within the Company.

Save as disclosed above, Ms. Chan does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Ms. Chan does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and she has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Ms. Chan as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

# COOL LINK (HOLDINGS) LIMITED

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

**(Stock code: 8491)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Cool Link (Holdings) Limited (the “Company”) will be held at 21/F, Grand Millennium Plaza, 181 Queen’s Road Central, Central, Hong Kong on 27 June 2024 at 11:00 a.m. for considering and, if thought fit, passing with or without amendments, the following resolutions:

### ORDINARY RESOLUTIONS

1. to receive and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Directors”) and the auditors of the Company for the year ended 31 December 2023;
2. (a) to re-elect Mr. Tan Seow Gee as an executive Director;  
  
(b) to re-elect Ms. Chan Oi Chong as an independent non-executive Director;
3. to authorise the board of Directors to fix the remuneration of the Directors;
4. to re-appoint Prism Hong Kong and Shanghai Limited as the auditors of the Company and to authorise the board of Directors fix their remuneration;
5. as special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

“**THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules (the “GEM Listing Rules”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares of HK\$0.2 each (the “Shares”) in the share capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);



---

## NOTICE OF ANNUAL GENERAL MEETING

---

(c) the aggregate total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise then pursuant to (i) a Right Issue (as defined below); or (ii) the grant or exercise of any options under the existing and the new share option scheme of the Company; or (iii) any scrip dividends or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles (the “Articles of Association”) of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of (i) 20% of the aggregate number of issued Shares as at the date of this resolution; and (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate number of issued Shares on the date of the AGM), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum amount of Shares that may be issued pursuant to this resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

(d) 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 or any applicable laws of the Cayman Islands to be held; and
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving right to subscribe for Shares open for a period fixed by the Company or the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion 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 law 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 outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. **“THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by The Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”), and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, or of any such other stock exchange from time to time and all applicable laws and regulations in this regards, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum amount of Shares that may be repurchased pursuant to this resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted 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 or any applicable laws of the Cayman Islands to be held; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
7. “**THAT** conditional upon resolution nos. 5 and 6 above being duly passed in the AGM, the aggregate number of issued Shares which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution no. 6 above shall be added to the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 5 above.”

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

Hong Kong, 5 June 2024

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

1. Any member entitled to attend and vote at the AGM 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 24 June 2024 (Monday) to 27 June 2024 (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 AGM, 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 21 June 2024 (Friday).
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. In relation to proposed resolution no. 2 above, Mr. Tan Seow Gee and Ms. Chan Oi Chong will retire by rotation and, being eligible, offer themselves for re-election at the AGM pursuant to the articles of association of the Company. Further details of them are set out in Appendix II to this circular.
6. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. 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 Appendix I to this circular.
7. The above resolutions will be put to vote at the AGM by way of poll.
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 AGM, the AGM will be postponed to the next Business Day on which no tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is hoisted or in force in Hong Kong at any time between the hours from 8:00 a.m. to 11:00 a.m. and in such case the meeting shall be held at the same time and venue.
  - (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 AGM and where conditions permit, the AGM will be held as scheduled.
  - (c) The AGM 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 AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
9. All times and dates specified herein refer to Hong Kong local times and dates.

*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. Tang Tsz Kin; and the independent non-executive Directors are Ms. Chan Oi Chong, Ms. Luk Huen Ling Claire and Mr. Peng Xiukai.*