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## **BEST LINKING GROUP HOLDINGS LIMITED**

**永聯豐集團控股有限公司**

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

**(Stock Code: 9882)**

**(1) PROPOSED SHARE SUBDIVISION;  
(2) PROPOSED CHANGE IN BOARD LOT SIZE; AND  
(3) PROPOSED ADOPTION OF THE SECOND AMENDED AND  
RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY**

### **PROPOSED SHARE SUBDIVISION**

The Board proposes to implement the Share Subdivision on the basis that each Existing Share of par value of HK\$0.01 each in the share capital of the Company be subdivided into two (2) Subdivided Shares of par value of HK\$0.005 each.

The Share Subdivision is conditional upon, among other things, the passing of an ordinary resolution by the Shareholders at the AGM to approve the Share Subdivision.

### **PROPOSED CHANGE IN BOARD LOT SIZE**

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in board lots of 5,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Subdivision becoming effective, the board lot size for trading on the Stock Exchange be changed from 5,000 Existing Shares to 2,000 Subdivided Shares.

### **PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY**

The Board proposes to amend the existing Articles of Association to bring the Articles of Association in line with the latest requirements under Rule 2.07A of the Listing Rules and other housekeeping amendment.

## **GENERAL**

The AGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Share Subdivision and the Proposed Articles Amendments. A circular containing, among other things, further details of the Share Subdivision, the Change in Board Lot Size, the Proposed Articles Amendments and the notice of the AGM is expected to be despatched to the Shareholders on or before Tuesday, 16 April 2024.

**Shareholders and potential investors of the Company should take note that the Share Subdivision is conditional upon the fulfilment of certain conditions set out in this announcement and the Change in Board Lot Size is conditional upon the Share Subdivision becoming effective. Therefore, the Share Subdivision and the Change in Board Lot Size may or may not proceed.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.**

## **PROPOSED SHARE SUBDIVISION**

The Board proposes to implement the Share Subdivision on the basis that each Existing Share of par value of HK\$0.01 each in the share capital of the Company be subdivided into two (2) Subdivided Shares of par value of HK\$0.005 each.

### **Effects of the Share Subdivision**

As at the date of this announcement, the authorised share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 Shares of par value of HK\$0.01 each, and there are 400,000,000 Existing Shares in issue which are fully paid or credited as fully paid. The Company has no outstanding convertible securities, call options or warrants in issue, which confer any rights to subscribe for, convert or exchange into Existing Shares as at the date of this announcement. Assuming no further Share will be issued or any Share will be repurchased from the date of this announcement up to the date of the AGM upon the Share Subdivision becoming effective, there will be 800,000,000 Subdivided Shares in issue which are fully paid or credited as fully paid. The authorised share capital of the Company will be HK\$100,000,000 divided into 20,000,000,000 Subdivided Shares of par value of HK\$0.005 each.

Upon the Share Subdivision becoming effective, the Subdivided Shares shall rank pari passu in all respects with each other in accordance with the Articles of Association and shall have the same rights and privileges and be subject to the same restriction as the Shares in issue prior to the Share Subdivision, and the Share Subdivision will not result in any change in the relevant rights of the Shareholders.

## **Conditions of the Share Subdivision**

The Share Subdivision is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the AGM to approve the Share Subdivision;
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares upon the Share Subdivision becoming effective; and
- (iii) the compliance with all relevant procedures and requirements and the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required (if any) under the applicable laws of Cayman Islands and the requirements from the Stock Exchange to effect the Share Subdivision.

## **Listing Application**

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Subdivided Shares upon the Share Subdivision becoming effective.

Subject to the granting of the approval for the listing of, and the permission to deal in, the Subdivided Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Subdivided 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 Subdivided Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of 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 Subdivided Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt on any other stock exchange other than the Stock Exchange, and at the time the Share Subdivision becomes effective, it is expected that the Subdivided Shares in issue will not be listed or dealt 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.

## **PROPOSED CHANGE IN BOARD LOT SIZE**

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in board lots of 5,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Subdivision becoming effective, the board lot size for trading on the Stock Exchange be reduced from 5,000 Existing Shares to 2,000 Subdivided Shares.

Based on the closing price of HK\$2.22 per Existing Share (equivalent to the theoretical closing price of HK\$1.11 per Subdivided Share) as at the date of this announcement, (i) the market value of each board lot of 5,000 Existing Shares is HK\$11,100; (ii) the market value of each board lot of 5,000 Subdivided Shares would be HK\$5,550, assuming the Share

Subdivision had become effective; and (iii) the estimated market value of each board lot of 2,000 Subdivided Shares would be HK\$2,220 on the assumption that the Change in Board Lot Size had also become effective.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

## **EXCHANGE OF SHARE CERTIFICATES**

Subject to the Share Subdivision becoming effective, Shareholders may during the business hours, on or after Tuesday, 21 May 2024 and until Thursday, 27 June 2024 (both days inclusive) submit their existing share certificates in green colour for the Existing Shares to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F Far East Finance Centre, 16 Harcourt Road, Hong Kong for exchange for new share certificates in red colour for the Subdivided Shares at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of new share certificates, a fee of HK\$2.5 (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Subdivided Shares, whichever the number of certificates cancelled/issued is higher. It is expected that the new share certificates for the Subdivided Shares will be available for collection within a period of 10 Business Days after submission of the existing share certificates for the Shares to Tricor Investor Services Limited for exchange.

After 4:10 p.m. on Tuesday, 25 June 2024, trading will only be in Subdivided Shares, the share certificates of which will be issued in red colour. Existing share certificates in green colour for the Existing Shares will remain valid and effective as documents of title and may be exchanged for certificates for Subdivided Shares at any time, but will cease to be valid for delivery, trading and settlement purposes.

## **REASONS FOR THE PROPOSED SHARE SUBDIVISION AND CHANGE IN BOARD LOT SIZE**

The proposed Share Subdivision will increase the number of shares issued by the Company and reduce trading price of each Share. The Board believes that this will lower the investment barrier and improve the trading liquidity of the Shares.

Based on the closing price of HK\$2.22 per Existing Share as of the date of this announcement, the market value per board lot of 5,000 Shares is approximately HK\$11,100. The expected value per new board lot of 2,000 Subdivided Shares would be approximately HK\$2,220 immediately upon the Share Subdivision and the Change in Board Lot Size becoming effective. Upon the Change in Board Lot Size, the Company is expected to be in compliance with the board lot value being more than HK\$2,000 as set out in the Guide on Trading Arrangements for Selected Types of Corporate Actions issued by the Hong Kong Stock Exchange on November 28, 2008 and updated on October 1, 2020. Although the Share Subdivision will result in downward adjustment to the trading price of the Shares, the Board believes that Share Subdivision together with the Change in Board Lot Size will lower the value of each board lot and attract more investors and broaden its Shareholder base, thus

enhance the liquidity in trading of Subdivided Shares. As both the Share Subdivision and the Change in Board Lot Size will not result in odd lots or fractional shares, no odd lot arrangement is required to be made to match the sales and purchases of odd lots.

As of the date of this announcement, the Company has no intention to carry out other corporate actions or arrangements in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Subdivision and the Change in Board Lot Size.

Save for the expenses to be incurred by the Company in relation to the Share Subdivision and the Change in Board Lot Size, the implementation of the Share Subdivision will not, by itself, alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interest of the Shareholders.

Based on the above, the Board considers that the proposed Share Subdivision and Change in Board Lot Size are fair and reasonable, as well as in the best interests of the Company, its Shareholders and investors overall.

## **PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY**

In light of Rule 2.07A of the Listing Rules which became effective on 31 December 2023, the Board proposes to amend the Articles of Association in order to bring the Articles of Association in line with the latest requirements under such rule and to make other necessary housekeeping amendments by way of adoption of an amended and restated Articles of Association in substitution for, and to the exclusion of, the existing Articles of Association.

The Proposed Articles Amendments are subject to the approval of Shareholders by way of a special resolution in the forthcoming AGM and shall take effect upon passing of the special resolution at the AGM.

## **EXPECTED TIMETABLE**

The expected timetable for the Share Subdivision and Change in Board Lot Size is set out below. The expected timetable is subject to the results of the AGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates.

Despatch of the Circular regarding, among other things,  
the Share Subdivision together with notice of  
the AGM and form of proxy..... On or before, Tuesday,  
16 April 2024

Latest time for lodging transfer of Shares in order to  
qualify for attendance and voting at the AGM ..... 4:30 p.m. on, Friday,  
10 May 2024

Register of members closes..... Monday, 13 May 2024 to  
Friday, 17 May 2024  
(both days inclusive)

Latest time for lodging forms of proxy for the AGM ..... 11:00 a.m. on Wednesday,  
15 May 2024

Date and time of the AGM ..... 11:00 a.m. on Friday,  
17 May 2024

Publication of the announcement of the results  
of the AGM ..... Friday, 17 May 2024

**The following events are conditional on the fulfillment of the conditions for the  
implementation of the Share Subdivision as set out in this announcement:**

Effective date of the Share Subdivision ..... Tuesday, 21 May 2024

First day of Free exchange of Existing Share Certificates  
for the New Share Certificates for the  
Subdivided Shares commences ..... 9:00 a.m. on Tuesday,  
21 May 2024

Dealings in the Subdivided Shares commence..... 9:00 a.m. on Tuesday,  
21 May 2024

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. on Tuesday,  
21 May 2024

Temporary counter for trading in the Subdivided Shares  
in board lots of 10,000 Subdivided Shares  
(in the form of Existing Share Certificates) opens ..... 9:00 a.m. on Tuesday,  
21 May 2024

Original counter for trading in Subdivided Shares  
in new board lots of 2,000 Subdivided Shares  
(in the form of New Share Certificates) reopens ..... 9:00 a.m. on Tuesday,  
4 June 2024

Parallel trading in the Subdivided Shares (in the form  
of Existing Share Certificates and New Share Certificates  
for the Subdivided Shares) commences..... 9:00 a.m. on Tuesday,  
4 June 2024

Temporary counter for trading in Subdivided Shares  
in board lots of 10,000 Subdivided Shares  
(in the form of Existing Share Certificates) closes ..... 4:10 p.m. on Tuesday,  
25 June 2024

Parallel trading in the Subdivided Shares (in the form of Existing Share Certificates and New Share Certificates) ends..... 4:10 p.m. on Tuesday, 25 June 2024

Last day for free exchange of Existing Share Certificates for New Share Certificates for the Subdivided Shares ends ..... 4:30 p.m. on Thursday, 27 June 2024

## **GENERAL**

The AGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Share Subdivision and Proposed Articles Amendments. A circular containing, among other things, further details of the Share Subdivision, the Change in Board Lot Size, the Proposed Articles Amendments and the notice of the AGM is expected to be despatched to the Shareholders on or before Tuesday, 16 April 2024.

In order to determine the list of Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 13 May 2024 to Friday, 17 May 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on Friday, 10 May 2024.

**Shareholders and potential investors of the Company should take note that the Share Subdivision is conditional upon the fulfilment of certain conditions set out in this announcement and the Change in Board Lot Size is conditional upon the Share Subdivision becoming effective. Therefore, the Share Subdivision and the Change in Board Lot Size may or may not proceed.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.**

## DEFINITIONS

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

“AGM”	the forthcoming annual general meeting of the Company to be convened and held to consider and, if thought fit, approve the Share Subdivision and the Proposed Articles Amendments
“Articles of Association”	the existing amended and restated articles of association of the Company
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday or public holiday) which banks in Hong Kong are generally open for business and the Stock Exchange is open for business of dealing in securities.
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 5,000 Existing Shares to 2,000 Subdivided Shares
“Company”	Best Linking Group Holdings Limited (永聯豐集團控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability under the Cayman Islands Companies Act on 26 October 2018
“Director(s)”	the director(s) of the Company
“Existing Share(s)”	ordinary share(s) of HK\$0.01 each in the existing share capital of the Company before the Share Subdivision becomes effective
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited



“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Articles Amendments”	the amendments to the Articles of Association and adoption of the second amended and restated Articles of Association
“Share Subdivision”	the proposed subdivision of each Existing Share into two (2) Subdivided Shares
“Share(s)”	the Existing Share(s) or as the context may require, the Subdivided Share(s)
“Shareholders”	holder(s) of Shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) of HK\$0.005 each in the share capital of the Company immediately after the Share Subdivision becoming effective

By order of the Board  
**Best Linking Group Holdings Limited**  
**Chan Yuk Pan**  
*Chairman*

Hong Kong, 19 March 2024

*As at the date of this announcement, the executive Directors are Mr. Chan Yuk Pan and Mr. Chan Lung Pan; and the independent non-executive Directors are Mr. Chan Wan Tsun Adrian Alan, Ms. Tsang Hau Lam and Ms. Tam Ho Ting.*