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If you have sold all your shares in Lee Kee Holdings Limited, you should at once hand this document to the Purchaser or the bank, stockbroker or other agent through whom the sale was effected for transmission to the Purchaser.

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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 637)

**RE-ELECTION OF
RETIRING DIRECTORS, PROPOSED GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES**

A notice convening the Annual General Meeting (the “Annual General Meeting”) of Lee Kee Holdings Limited (the “Company”) to be held at Eaton HK, Maggie A, 2nd Floor, 380 Nathan Road, Kowloon, Hong Kong on Monday, 23rd August 2019 at 3:30 p.m. is set out in this Circular.

Whether or not you are able to attend the Annual General Meeting, please complete the form of proxy accompanying this Circular in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong Branch Share Registrar and Transfer Office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting.

19th July 2019

LETTER FROM THE BOARD



利記控股有限公司
LEE KEE HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 637)

Executive Directors:

Mr. CHAN Pak Chung (*Chairman*)
Ms. CHAN Yuen Shan Clara, MH
(Vice-Chairman & Chief Executive Officer)
Mr. CHAN Ka Chun Patrick
Ms. OKUSAKO CHAN Pui Shan Lillian

Registered Office:

P.O. Box 309 GT
Ugland House
South Church Street
George Town
Grand Cayman
Cayman Islands

Independent Non-Executive Directors:

Mr. CHUNG Wai Kwok Jimmy
Mr. HU Wai Kwok
Mr. HO Kwai Ching Mark

*Head Office and Principal Place
of Business in Hong Kong:*

16 Dai Fat Street
Tai Po Industrial Estate
New Territories
Hong Kong

19th July 2019

To the Shareholders of the Company

Dear Sir or Madam

**RE-ELECTION OF
RETIRING DIRECTORS, PROPOSED GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES**

INTRODUCTION

At the annual general meeting (the “Annual General Meeting”) of Lee Kee Holdings Limited (the “Company”) to be held on 23rd August 2019, the notice of which (the “AGM Notice”) is set out in this Circular, three Directors of the Company (“Directors”) mentioned below will retire and being eligible, offer themselves for re-election. Further, ordinary resolutions, as set out in the AGM Notice, will be proposed at the Annual General Meeting to grant the general mandates to the Board of Directors of the Company (the “Board”) to allot and issue and repurchase shares of HK\$0.1 each of the Company (the “Shares”).

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Articles 130 of the Company's Articles of Association (the "Articles"), three Directors will retire and being eligible, offer themselves for re-election at the Annual General Meeting. The details of the three Directors are set out below:

Ms. CHAN Yuen Shan Clara, MH, aged 47, is the Vice-Chairman, the Chief Executive Officer and an Executive Director of the Company. She is also a director of certain subsidiaries of the Company. Ms. Chan joined the Group in November 1995 and is responsible for strategic direction and ensuring the implementation of the strategies and policies. She also leads the Group in the business development and operations. Ms. Chan has over 20 years of experience in the non-ferrous metals industry. She is awarded The Medal Of Honour by HKSAR Government in 2018. She is a member of the Listing Committee of The Stock Exchange of Hong Kong Limited, a member of the Lead and Zinc Committee of the London Metal Exchange and a member of the Board Risk Committee of LME Clear Limited. She is also a member of Energy Advisory Committee of the HKSAR Government, a member of the Hong Kong Housing Authority and its Subsidised Housing Committee, an Ex-officio Advisor of Hong Kong Young Industrialists Council, a member of the HKTDC Belt & Road Committee's SMEs and Younger Generation Working Group, a member of Vetting Committee of the Trade and Industrial Organisation Support Fund (TSF), a member of Advisory Board of The HKMA Institute of Advanced Management Development and a member of General Committee of The Chamber of Hong Kong Listed Companies. Ms. Chan holds a Master of Social Science degree in Global Political Economy from The Chinese University of Hong Kong and is an Industrial Fellow with the University of Warwick in WMG. Ms. Chan is the daughter of Mr. CHAN Pak Chung and sister of Mr. CHAN Ka Chun Patrick and Ms. OKUSAKO CHAN Pui Shan Lillian. Ms. Chan entered into a service contract with the Company for an initial term of three years which can be terminated by either party with not less than three months' notice and she is entitled for a monthly salary (including basic salary, statutory mandatory provident fund contribution and other allowances) for HK\$260,260 and a discretionary management bonus to be determined by the Remuneration Committee of the Board. Her remuneration is determined by the Board and reviewed by the Remuneration Committee with reference to individual performance, duties, scope and then prevailing market conditions.

Mr. HO Kwai Ching Mark, aged 57, is an Independent Non-executive Director of the Company, appointed in June of 2014. He is currently a consultant in the securities and futures industry. He was previously the Chief Operating Officer of Oriental Patron Securities Limited ("OPSL"). Prior to joining OPSL, he was the Chief Compliance Officer of Hong Kong Mercantile Exchange Limited, the Director of Business Development of Sun Hung Kai Securities Limited and a Director of Phillip Securities (HK) Limited. He was also previously Vice President of Corporate Strategy of Hong Kong Exchanges and Clearing Limited and Head of Compliance of Hong Kong Futures Exchange Limited. He has more than 24 years of experience in the securities and futures industry. He is also an independent non-executive director of Hengan International Group Company Limited (a company listed on The Stock Exchange of Hong Kong Limited). Mr. Ho entered into a letter of appointment with the Company for a term of two years which can be terminated by either party with not less than one month's notice and he is entitled to a monthly Director's fee for HK\$20,000. His

LETTER FROM THE BOARD

appointment is nominated by the Nomination Committee and remuneration is determined by the Board and reviewed by the Remuneration Committee of the Company with reference to the prevailing market conditions and the remuneration of existing Independent Non-executive Directors.

Mr. HU Wai Kwok, aged 46, is an Independent Non-executive Director of the Company appointed in May of 2007. He is currently a Managing Director responsible for overseas infrastructure investments at China Everbright Limited. Prior to that, he was an Executive Director of JPMorgan Asset Management Real Assets (Asia) Limited, focusing on infrastructure investments and the Vice General Manager of The National Trust & Investments Ltd. (“Natrust”), a company providing financial services in China. Before joining Natrust, Mr. Hu was a director of Emerging Markets Partnership. He has over 20 years of experience in corporate finance and direct investments. Mr. Hu holds a Bachelor Degree in Economics from The University of Hong Kong and a Master Degree in Business Administration from The Chinese University of Hong Kong. Mr. Hu is a Chartered Financial Analyst. Mr. Hu entered into a letter of appointment with the Company for a term of two years which can be terminated by either party with not less than one month’s notice and he is entitled to a monthly Director’s fee for HK\$20,000. His appointment is nominated by the Nomination Committee and remuneration is determined by the Board and reviewed by the Remuneration Committee of the Company with reference to the prevailing market conditions and the remuneration of existing Independent Non-executive Directors.

As recorded in the register required to be kept by the Company under Section 352 of Part XV of the Securities and Futures Ordinance (the “SFO”) as at 12th July 2019 (the “Latest Practicable Date”), Ms. Chan is interested in 600,000,000 Shares ^(Note), representing approximately 72.40% of the issued share capital of the Company and Mr. Ho is deemed to be interested in the 50,000 Shares held by his spouse.

Note: The 600,000,000 Shares are held by Gold Alliance Global Services Limited (“GAGSL”) whose entire share capital is held by Gold Alliance International Management Limited (“GAIML”) which is in turn held by HSBC International Trustee Limited (“HSBC Trustee”) acting as the trustee of the P.C. CHAN Family Trust. The P.C. CHAN Family Trust is an irrevocable discretionary trust set up by Mr. CHAN Pak Chung as settlor and HSBC Trustee as trustee. The discretionary objects of which include Ms. CHAN Yuen Shan Clara, MH and other family members of Mr. CHAN Pak Chung. Ms. CHAN Yuen Shan Clara, MH is deemed to be interested in the 600,000,000 Shares under the SFO.

Save as disclosed herein, none of the above Directors had any interests or short positions in the Shares or underlying Shares (in respect of positions held pursuant to equity derivatives) within the meaning of Part XV of the SFO as at the Latest Practicable Date. None of them had any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date. Furthermore, they did not have any matter that was required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) or that needed to be brought to the attention of the shareholders of the Company as at the Latest Practicable Date.

LETTER FROM THE BOARD

PROCESS FOR RE-ELECTION OF DIRECTOR AT GENERAL MEETING

The Nomination Committee will recommend to the Board for the re-election of a Director (including an Independent Non-executive Director) in accordance with the process as set out in the Articles of Association and Nomination Policy of the Company and terms of reference of the Nomination Committee:

- i. The Nomination Committee will identify the Directors to be re-elected at the forthcoming annual general meeting according to the Articles of Association and evaluate the retiring Directors from a variety of factors with reference to the Company's Nomination Policy (such as, integrity, commitment, qualification, contribution, board composition) and Diversity Policy.
- ii. If an Independent Non-executive Director is subject to the re-election, the Nomination Committee will also assess and consider whether the Independent Non-executive Director will continue to satisfy the independence requirements as set out in the Listing Rules for the Board's consideration.
- iii. Upon the Nomination Committee and/or the Board are satisfied the retiring Directors in respect of the above, they would then make recommendation to shareholders for the proposed re-election of Directors at the general meeting.

Based on the independence criteria as set out in Rule 3.13 of the Listing Rules and the confirmations from each of the Independent Non-executive Directors, the Nomination Committee has assessed and considers that all of the Independent Non-executive Directors remain independent. In addition, the Nomination Committee had gone through the process and reviewed the retiring Directors, namely, Ms. CHAN Yuen Shan Clara, MH, Mr. HU Wai Kwok and Mr. HO Kwai Ching Mark.

Since Mr. Hu served the Company as an Independent Non-executive Director for more than 9 years, the Nomination Committee also reviewed his case. As an Independent Non-executive Director with extensive experience and knowledge in the finance and investment fields and in-depth understanding of the Group's business, Mr. Hu has expressed valuable views and given independent opinion to the Board over the years, and he continues demonstrating a firm commitment to his role. The Nomination Committee considers that the long service of Mr. Hu would not affect his exercise of independent judgment and is satisfied that Mr. Hu has remained the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director. The Board therefore recommends the re-election of Mr. Hu as an independent non-executive Director.

After the review, the Nomination Committee recommended the Retiring Directors to the Board which, with such recommendation, has proposed that the aforesaid three Retiring Directors stand for re-election as Directors at the 2019 AGM. Further information about the Board's composition and diversity as well as the Directors' attendance record at the meetings of the Board and/or its committees and the general meetings is disclosed in the Corporate Governance Report contained in the Company's Annual Report.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed, which, if passed, will give the Directors a general and unconditional mandate to allot, issue and otherwise deal with new Shares representing up to 20% of the aggregate number of the issued Shares of the Company as at the date the resolution is passed (the “Issue Mandate”), since the general mandate previously granted to the Directors at the annual general meeting of the Company held on 23rd August 2018 will expire at the conclusion of the forthcoming Annual General Meeting. On the basis of 828,750,000 Shares in issue as at the Latest Practicable Date and no further shares issued after the Latest Practicable Date and before the date of the Annual General Meeting, the Directors could allot, issue and deal with a maximum of 165,750,000 Shares under the Issue Mandate. In addition, conditional upon the proposed resolution to authorise the repurchase of Shares as is more particularly described under the paragraph below headed “GENERAL MANDATE TO REPURCHASE SHARES” being passed, an ordinary resolution will be proposed to authorise the Directors to allot, issue and otherwise deal with new Shares up to an amount equal to the aggregate number of the Shares purchased under the authority to repurchase. In accordance with the Listing Rules, the Company may not make a new issue of securities or announce a proposed new issue of securities for a period of 30 days after any repurchase of securities by it, other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the Company to issue securities which are outstanding prior to such repurchase, without the prior approval of the Stock Exchange.

GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will also be proposed granting the Directors a general mandate to repurchase Shares which shall not exceed 10% of the aggregate number of the issued Shares of the Company as at the date the resolution is passed (the “Repurchase Mandate”) since the general mandate previously granted to the Directors at the annual general meeting of the Company held on 23rd August 2018 will expire at the conclusion of the forthcoming Annual General Meeting. In accordance with the Listing Rules, all proposed repurchases of Shares by the Company must be approved by the shareholders by way of ordinary resolution, either by way of general mandate or by specific approval in relation to specific transactions. Furthermore, the Company is required under the Listing Rules to send to its shareholders an explanatory statement containing all the information reasonably necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution to approve the granting of the Repurchase Mandate. This document sets out such information in relation to the Repurchase Mandate.

LETTER FROM THE BOARD

Explanatory statement

General mandate to repurchase Shares

This section includes the information concerning the Repurchase Mandate required by the Listing Rules and the Stock Exchange.

(a) Exercise of the Repurchase Mandate

Exercise in full of the Repurchase Mandate, on the basis of 828,750,000 Shares in issue as at the Latest Practicable Date and no further shares issued after the Last Practicable Date and before the date of the Annual General Meeting, could accordingly result in up to 82,875,000 Shares being repurchased by the Company during the period from the passing of Resolution No. 5 as set out in the AGM Notice up to (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held; or (iii) the passing of an ordinary resolution by the shareholders in general meeting revoking, varying or renewing the Repurchase Mandate, whichever occurs first.

(b) Reasons for repurchases

Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

(c) Funding of repurchases

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles and the applicable laws and regulations of the Cayman Islands. The Company may not purchase its own securities on 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.

(d) General

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the Company's Annual Report for the year ended 31st March 2019) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

LETTER FROM THE BOARD

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 Listing Rules, the Memorandum and Articles and the applicable laws of the Cayman Islands.

As at the Latest Practicable Date and to the best of the knowledge of the Directors, having made all reasonable enquiries, none of the Directors nor their associates (as defined under the Listing Rules) had a present intention to sell Shares to the Company.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell Shares to the Company or has undertaken to the Company not to do so.

Hong Kong Code on Takeovers and Mergers

If, as a result of a share repurchase, a shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers (the "Takeover Code") and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a general offer for Shares under Rule 26 of the Takeover Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, GAGSL was interested in 600,000,000 Shares, representing approximately 72.40% of the issued share capital of the Company and by virtue of the SFO, Mr. CHAN Pak Chung, Ms. CHAN Yuen Shan Clara, MH, Mr. Patrick Chan and Ms. Lillian Chan (all are Directors of the Company) and Ms. MA Siu Tao (substantial shareholder of the Company as defined by the SFO), are deemed to be interested in the said 600,000,000 Shares. In the event that the Directors exercised in full the power to repurchase Shares in accordance with the terms of the ordinary resolution to be proposed at the Annual General Meeting, the total interests of GAGSL in the Company would be increased to approximately 80.42% of the issued share capital of the Company and such increase would not give rise to an obligation to make a general offer for Shares under Rule 26 of the Takeover Code.

The Directors are not aware of any consequence which would arise under the Takeover Code as a consequence of any repurchases by the Company of its Shares under the Repurchase Mandate.

However, as the minimum amount of Shares to be held by the public cannot be less than 25% of the issued Shares of the Company, in the event the Directors exercise the power to repurchase Shares under the Repurchase Mandate, such mandate will not be exercised in full.

Miscellaneous

During the six months preceding the Latest Practicable Date, no Shares were repurchased by the Company.

LETTER FROM THE BOARD

During each of the twelve months preceding the Latest Practicable Date, the highest and lowest prices at which the Shares were traded on the Stock Exchange were as follows:

Period/Month	Highest HK\$	Lowest HK\$
2018		
July	0.580	0.560
August	0.570	0.520
September	0.550	0.500
October	0.520	0.400
November	0.450	0.415
December	0.415	0.390
2019		
January	0.415	0.385
February	0.430	0.420
March	0.440	0.420
April	0.445	0.425
May	0.430	0.390
June	0.405	0.380
July (upto the Latest Practicable Date)	0.400	0.380

RECOMMENDATION

The Directors are of the opinion that the re-election of retiring Directors, Issue Mandate and the Repurchase Mandate are in the best interests of the Company and recommend that you vote in favour of the ordinary resolutions to be proposed at the Annual General Meeting.

AGM NOTICE

The AGM Notice is set out in this Circular.

A form of proxy is enclosed with this Circular for use at the Annual General Meeting. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete and return the form of proxy to the Company's Hong Kong Branch Share Registrar and Transfer Office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon, but in any case, not less than 48 hours before the time appointed for the holding of the Annual General Meeting. Completion of a form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

LETTER FROM THE BOARD

PROCEDURE FOR DEMANDING A POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Article 90 of the Articles, a poll may be demanded at the Annual General Meeting by:

1. the Chairman of the meeting; or
2. at least five members of the Company present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and entitled to vote; or
3. any member or members of the Company present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members of the Company having the right to attend and vote at the meetings; or
4. any member or members of the Company present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Yours faithfully
By order of the Board
CHAN Pak Chung
Chairman

NOTICE OF ANNUAL GENERAL MEETING



利記控股有限公司
LEE KEE HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 637)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Lee Kee Holdings Limited (the “Company”) will be held at Eaton HK, Maggie A, 2nd Floor, 380 Nathan Road, Kowloon, Hong Kong on Friday, 23rd August 2019 at 3:30 p.m. for the following purposes:

1. To receive and adopt the audited Consolidated Financial Statements of the Company and its subsidiaries and the Reports of the Directors and the Auditors for the year ended 31st March 2019.
2. (a) To consider the re-election of the following retiring Directors, each as a separate resolution:
 - (i) Ms. CHAN Yuen Shan Clara, MH;
 - (ii) Mr. HO Kwai Ching Mark; and
 - (iii) Mr. HU Wai Kwok.
- (b) To authorise the Board of Directors to fix the Directors’ remuneration.
3. To consider the re-appointment of Auditors of the Company and to authorise the Board of Directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“THAT:

- (a) subject to paragraph (c) below of this Resolution, and pursuant to the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined in this Resolution) of all the powers of the Company to allot, issue and deal with any shares of the Company (the “Shares”) and to make or grant offers, agreements or options which may require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above of this Resolution shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined in this Resolution) to make or grant offers, agreements and options which may

NOTICE OF ANNUAL GENERAL MEETING

require the exercise of such power to allot, issue and deal with additional Shares after the end of the Relevant Period (as hereinafter defined in this Resolution);

- (c) the aggregate number of the Shares allotted or issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined in this Resolution); or (ii) any script dividend scheme or similar arrangement 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 of association of the Company; or (iii) any specific authority granted by the shareholders of the Company in general meeting, shall not exceed the aggregate of 20 per cent. of the aggregate number of the issued Share of the Company at the time of passing this Resolution;

- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association of the Company to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors of the Company by this Resolution;

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions 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 laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

- (e) the authority conferred by this Resolution shall be in substitution for all previous authorities granted to the Directors of the Company, except that it shall be without prejudice to and shall not affect the exercise of the power of the Directors of the Company pursuant to such authorities to allot additional shares of the Company up to and in accordance with the approval therein contained prior to the date of this Resolution.”

NOTICE OF ANNUAL GENERAL MEETING

5. As special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“THAT:

- (a) subject to paragraph (b) below of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined in this Resolution) of all powers of the Company to repurchase shares of the Company (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities of the Stock Exchange or equivalent rules or regulations of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares to be repurchased by the Company pursuant to the approval in paragraph (a) above of this Resolution during the Relevant Period (as hereinafter defined in this Resolution) shall not exceed 10 per cent. of the total number of issued Shares of the Company as at the date of passing this Resolution, and the authority granted pursuant to paragraph (a) above of this Resolution shall be limited accordingly; and
- (c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association of the Company to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors by this Resolution.”

NOTICE OF ANNUAL GENERAL MEETING

6. As special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution upon the passing of Resolutions 4 and 5 set out in this notice:

“**THAT** conditional upon the Resolutions No. 4 and Resolution No. 5 of this notice being passed, the general mandate granted to the Directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with any unissued shares of the Company (the “Shares”) pursuant to the said Resolution No. 4 be and is hereby extended by the addition to the aggregate number of the issued Shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors of the Company pursuant to such general mandate of the aggregate number of the issued Shares of the Company repurchased by the Company under the authority granted pursuant to the said Resolution No. 5, provided that such extended amount shall not exceed 10 per cent. of the total number of the issued Shares of the Company at the time of passing this Resolution.”

By Order of the Board
CHEUK Wa Pang
Company Secretary

19th July 2019

*Head Office and Principal Place of
Business in Hong Kong:*
16 Dai Fat Street
Tai Po Industrial Estate
New Territories
Hong Kong

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more separate proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the Company’s Hong Kong Branch Share Registrar and Transfer Office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
3. 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.

NOTICE OF ANNUAL GENERAL MEETING

4. If typhoon signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 12:00 noon on the date of the annual general meeting, the meeting will be postponed. Details of alternative meeting arrangements will be published on the Company's website (www.leekeegroup.com) and the HKEXnews website (www.hkexnews.hk) in due course.

The annual general meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should make their own decision as to whether they would attend the meeting under the bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

Shareholders who have any queries concerning the alternative meeting arrangements, please call the Customer Service Hotline of Tricor Investor Services Limited at telephone number 852-2980 1333 from 9:00 a.m. to 5:00 p.m., Monday to Friday (excluding public holidays).