
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this document or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

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,
PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND
ADOPTION OF THE SECOND AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

A notice convening the Annual General Meeting (the “Annual General Meeting”) of Lee Kee Holdings Limited (the “Company”) to be held as a virtual meeting via the e-meeting system on Tuesday, 27th August 2024 at 2:30 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 17/F., Far East Finance Centre, 16 Harcourt Road, 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. For the avoidance of doubt, holders of treasury Shares shall abstain from voting at general meetings in respect of any treasury Shares held by them.

8th July 2024

LETTER FROM THE BOARD



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 637)

Executive Directors:

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

Registered Office:

89 Nexus Way,
Camana Bay,
Grand Cayman,
KY1-9009,
Cayman Islands

Non-Executive Director

Mr. CHUNG Wai Kwok Jimmy

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

No. 16 Dai Fat Street
Tai Po Industrial Estate
New Territories
Hong Kong

Independent Non-Executive Directors:

Mr. HO Kwai Ching Mark
Mr. TAI Lun Paul
Mr. WONG Kam Fai William

8th July 2024

To the Shareholders of the Company

Dear Sir or Madam

**RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND
ADOPTION OF THE SECOND AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

INTRODUCTION

At the annual general meeting (the “Annual General Meeting”) of Lee Kee Holdings Limited (the “Company”) to be held on 27th August 2024, 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. 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

LETTER FROM THE BOARD

“Board”) to allot and issue and repurchase shares of HK\$0.1 each of the Company (the “Shares”). Further, two special resolutions, as set out in the AGM Notice, will be proposed to approve the proposed amendments (the “Proposed Amendments”) to the existing amended and restated memorandum and articles of association of the Company (the “Memorandum and Articles of Association”) and to adopt the second amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments (the “Second Amended and Restated Memorandum and Articles of Association”).

All registered shareholders will be able to join the AGM via the e-Meeting System which can be accessed from any location with access to the internet via smartphone, tablet device or computer.

The live broadcast enables a broader reach for the AGM, accommodating shareholders who prefer not to attend physically, as well as overseas shareholders who are unable to attend in person. By embracing digital technology, we strive to minimize our environmental footprint while fostering greater inclusivity and accessibility for all shareholders.

Through the e-Meeting System, our registered shareholders/proxies or corporate representatives will be able to view the live video broadcast and participate in voting and submit questions online. Login details and information have been included in our letters to those parties regarding the e-Meeting System.

How to attend and vote

Shareholders who wish to attend the AGM and exercise their voting rights can be achieved in one of the following ways:

- (1) attend the AGM via the e-Meeting System which enables live streaming and interactive platform for submitting questions and voting online; or
- (2) appoint the Chairman of the AGM or other persons as your proxy with providing their email address for sending the designated log-in username and password to attend and vote on your behalf via the e-Meeting System.

Your proxy’s authority and instruction will be revoked if you attend and vote via the e-Meeting System.

If you are a non-registered shareholder, you may instruct your banks, brokers or other custodians to appoint a proxy to attend and vote via the e-Meeting System for the AGM on your behalf if you wish.

RE-ELECTION OF DIRECTORS

In accordance with Articles 130 of the Company’s Amended and Restated 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:

LETTER FROM THE BOARD

Mr. CHAN Pak Chung, aged 76, is the Chairman of the Board and an Executive Director of the Company and a director of certain subsidiaries of the Company. Mr. Chan has been serving the Group since 1967 and is now leading and governing the Board of the Company to ensure the Board works and performs its responsibilities effectively. Mr. Chan has more than 50 years of experience in the group development and non-ferrous metals industry. He obtained a Master Degree in Material Engineering from the Yanshan University. Mr. Chan is also a Permanent Honorary President of Hong Kong Foundry Association, Honorary Fellow (Machinery and Metal Industry) of the Professional Validation Council of Hong Kong Industries, Honorary President of the Professional Validation Council of Hong Kong Industries, Chairman of the Hong Kong Metal Merchants Association and Honorary President of The Hong Kong Association for the Advancement of Science and Technology. Mr. Chan is the spouse of Ms. MA Siu Tao (deemed to be a substantial shareholder of the Company under Securities and Futures Ordinance), father of Ms. CHAN Yuen Shan Clara, Mr. CHAN Ka Chun Patrick and Ms. OKUSAKO CHAN Pui Shan Lillian (all are Directors of the Company). Mr. 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 he is entitled for a monthly salary for HK\$200,000 and a discretionary management bonus to be determined by the Remuneration Committee of the Board. His 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. CHUNG Wai Kwok Jimmy, aged 74, was appointed as an Independent Non-executive Director of the Company in September 2006 and designated as a Non-executive Director of the Company since October 2022. Mr. Chung has over 30 years of experience in financial advisory, taxation and management. He was a partner of PricewaterhouseCoopers and retired in June of 2005. In October of 2005, he joined a professional consulting firm, Russell Bedford Hong Kong Limited (now known as Russell Bedford Hong Kong), as Director – Tax & Business Advisory. Mr. Chung is a member of the Hong Kong Institute of Certified Public Accountants, the Taxation Institution of Hong Kong and the Association of Chartered Certified Accountants (ACCA). He was the President of the Hong Kong branch of ACCA for the year 2005/06. Mr. Chung was an independent non-executive director of Tradelink Electronic Commerce Limited (listed on the Main Board of The Stock Exchange of Hong Kong Limited) and retired in May 2024. Mr. Chung 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.

Mr. HO Kwai Ching Mark, aged 62, is an Independent Non-executive Director of the Company appointed since June of 2014. He is currently the co-founder and CEO of ProMEX Limited. 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 is also an

LETTER FROM THE BOARD

independent non-executive director of Hengan International Group Company Limited and Green Future Food Hydrocolloid Marine Science Company Limited (both companies 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 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 2nd July 2024 (the "Latest Practicable Date"), Mr. Chan is interested in 600,000,000 Shares ^(Note 1), and Mr. Ho is interested in 50,000 Shares ^(Note 2), representing approximately 72.40% and 0.006% of the issued share capital of the Company respectively.

Note:

1. 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 family members of Mr. CHAN Pak Chung. Mr. CHAN Pak Chung is deemed to be interested in the 600,000,000 Shares under the SFO.
2. Mr. HO Kwai Ching Mark is deemed to be interested in the 50,000 Shares held by his spouse.

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.

PROCESS FOR RE-ELECTION OF DIRECTOR AT GENERAL MEETING

The Nomination Committee recommends to the Board for the re-election of Directors (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.

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- 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 with the retiring Directors in respect of the above, they would then make a 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 assesses and considers that all Independent Non-executive Directors remain independent. In addition, the Nomination Committee had gone through the process and reviewed the retiring Directors, namely, Mr. CHAN Pak Chung, Mr. CHUNG Wai Kwok Jimmy and Mr. HO Kwai Ching Mark. Since Mr. Ho 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 accounting and finance, futures market and in-depth understanding of the Group's business, his continuation as INED is expected to be more beneficial to the Group, especially, opinion on metal futures and related accounting issues. He also continues demonstrating a firm commitment to his role. The Nomination Committee considers that the long service of Mr. Ho would not affect his exercise of independent judgment and is satisfied that Mr. Ho 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. Ho 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 2024 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.

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 (including any sale or transfer of treasury Shares (as defined in the Listing Rules)) representing up to 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding any treasury Shares) 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 25th August 2023 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 (including any sale or transfer of treasury 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 (including any sale or transfer of treasury Shares) up to an amount equal to the aggregate nominal amount of the Shares purchased under the

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authority to repurchase (excluding any treasury Shares). 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 nominal amount of the share capital of the Company in issue (excluding any treasury Shares) 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 25th August 2023 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.

The Board noted that with effect from 11 June 2024, the Listing Rules has been amended to introduce flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the resale of treasury shares. Following such changes to the Listing Rules, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to Resolution No. 4 and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

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.

LETTER FROM THE BOARD

(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 Latest Practicable Date and before the date of the Annual General Meeting, could accordingly result in up to 82,875,000 Shares (excluding any treasury Shares) being repurchased by the Company during the period from the passing of Resolution No. 6 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.

As set out in the Letter from the Board, with effect from 11 June 2024, the Listing Rules has been amended to introduce flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the resale of treasury shares. Following such changes to the Listing Rules, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to Resolution No. 4 and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury shares are deposited with the Central Clearing and Settlement System (“CCASS”) pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders’ rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company’s own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

(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.

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(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 2024) 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.

The Directors 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 close associates (as defined under the Listing Rules) had a present intention to sell Shares to the Company.

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

The Directors are not aware of this Explanatory Statement, or the proposed share repurchase has any unusual features.

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.

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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, Mr. CHAN Ka Chun Patrick and Ms. OKUSAKO CHAN Pui Shan Lillian (all are Directors of the Company) and Ms. MA Siu Tao (substantial shareholder of the Company as defined by the Listing Rules), 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.

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	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2023		
July	0.198	0.172
August	0.175	0.172
September	0.175	0.172
October	0.175	0.172
November	0.199	0.172
December	0.175	0.172
2024		
January	0.188	0.151
February	0.158	0.130
March	0.145	0.136
April	0.150	0.136
May	0.160	0.136
June	0.157	0.144
July (up to the Latest Practicable Date)	0.150	0.150

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board has resolved to put forward to the Shareholders for approval special resolutions to amend the Memorandum and Articles of Association by adopting the Second Amended and Restated Memorandum and Articles of Association for the purpose of, among others, bringing the Memorandum and Articles of Association in line with the relevant amendments made to the Listing Rules effective from 31 December 2023, which mandate the electronic dissemination of corporate communications by listed issuers to their securities holders and reflecting the change of registered office; and to adopt the Second Amended and Restated Memorandum and Articles of Association incorporating and consolidating all the Proposed Amendments.

The Proposed Amendments as well as the adoption of the Second Amended and Restated Memorandum and Articles of Association are subject to the approval of the Shareholders by way of special resolutions. The text of the Proposed Amendments is set out in the notice of AGM. Prior to the passing of the special resolutions at the AGM, the Memorandum and Articles of Association shall remain valid.

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments conform with the applicable requirements under the Listing Rules and do not contravene the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands company listed on the Stock Exchange.

RECOMMENDATION

The Directors are of the opinion that the re-election of retiring Directors, Issue Mandate, the Repurchase Mandate, the Proposed Amendments and the adoption of the Second Amended and Restated Memorandum and Articles of Association are in the best interests of the Company and recommend that you vote in favour of all the 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 17/F., Far East Finance Centre, Admiralty, 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

For the avoidance of doubt, holders of any treasury Shares shall abstain from voting at general meetings in respect of any treasury Shares held by them, if any.

VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Article 90 of the Articles, all the resolutions set out in the notice of the Annual General Meeting will be decided by poll save that the Chairman may, in good faith, pursuant to Listing Rules allow a resolution relating purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by show of hands.

Yours faithfully
By order of the Board
CHAN Pak Chung
Chairman

NOTICE OF ANNUAL GENERAL MEETING



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 637)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Lee Kee Holdings Limited (the “Company”) will be held as a virtual meeting via the e-meeting system on Tuesday, 27 August 2024 at 2:30 p.m. for the following purposes:

ORDINARY RESOLUTIONS

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 2024.
2. (a) To consider the re-election of the following retiring Directors, each as a separate resolution:
 - (i) Mr. CHAN Pak Chung;
 - (ii) Mr. CHUNG Wai Kwok Jimmy; and
 - (iii) Mr. HO Kwai Ching Mark
- (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”) (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury) and to make or grant offers, agreements or options (including any warrant, bond, note, securities or debenture conferring any rights to subscribe for or otherwise receive Shares) which may require the exercise of such power be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (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 (including any warrant, bond, note, securities or debenture conferring any rights to subscribe for or otherwise receive Shares) which may 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 nominal value 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 (aa) 20 per cent. of the aggregate nominal value of the share capital of the Company in issue (excluding any treasury shares) at the time of passing this Resolution and (bb) conditional on Resolution No. 4 and Resolution No. 5 being passed, the total nominal value of the share capital of the Company repurchased by the Company (if any) pursuant to the authorization granted to the Directors under the Resolution No. 4, and the approval granted pursuant to paragraphs (a) and (b) above of this Resolution shall be limited accordingly;
- (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;

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of Shares or issue of options or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors of the Company, to holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate, such other securities)(subject in all cases to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient (but in compliance with the relevant provisions of the Listing Rules) in relation to fractional entitlements or with regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company); and

- (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.”

- 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 nominal value of the Share 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 aggregate nominal value of the share capital of the Company in issue (excluding any treasury shares) 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

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(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.”

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”) (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury) pursuant to the said Resolution No. 4 be and is hereby extended by the addition to the aggregate nominal value of the share capital 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 an amount representing the aggregate nominal value of the share capital 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 nominal value of the share capital of the Company in issue (excluding any treasury shares) at the time of passing this Resolution.”

SPECIAL RESOLUTIONS

7. As special business, to consider and, if thought fit, pass the following resolution as a Special Resolution:

“**THAT** the amended and restated memorandum of association of the Company be amended in the following manner:

- (i) by replacing “Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands” with “OGIER GLOBAL (CAYMAN) LIMITED, 89 Nexus Way, Camana Bay, Grand Cayman, KY1-9009, Cayman Islands” in **Article 2** of the amended and restated memorandum of association and to read as follows:

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“2. The Registered Office of the Company shall be at the offices of ~~Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands~~ OGIER GLOBAL (CAYMAN) LIMITED, 89 Nexus Way, Camana Bay, Grand Cayman, KY1-9009, Cayman Islands or at such other place in the Cayman Islands as the Board may from time to time decide.”

- (ii) by removing “in nominal value” from **Article 6** of the amended and restated articles of association (the “Amended and Restated Articles of Association”) and to read as follows:

“6. If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Act, be varied or abrogated with the consent in writing of the holders of not less than three-fourths of the voting rights of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third ~~in nominal value~~ of the issued shares of that class.”

- (iii) by adding “within six months after the end of each financial year (unless a longer period would not infringe the rules of the Exchange, if any)” in **Article 77** of the Amended and Restated Articles of Association and to read as follows:

“77. The Company shall in each financial year hold a general meeting as its annual general meeting within six months after the end of each financial year (unless a longer period would not infringe the rules of the Exchange, if any) in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held at such time and place as the Board shall appoint.”

- (iv) by removing “, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting” in **Article 80** of the Amended and Restated Articles of Association and to read as follows:

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“80. An annual general meeting shall be called by not less than 21 days’ notice in writing and any extraordinary general meeting shall be called by not less than 14 days’ notice in writing. Subject to the requirements under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, ~~and shall specify the time, place, and agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting.~~ The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.”

- (v) by replacing **Article 88** of the Amended and Restated Articles of Association with the following:

“88. (1) The Chairman of the Board shall take the chair at every general meeting, or, if there be no such Chairman or, if at any general meeting such Chairman shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present shall choose another Director as Chairman, and if no Director be present, or if all the Directors present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members present (whether in person or represented by proxy or duly authorised representative) shall choose one of their own number to be Chairman.

(2) If the Chairman of a general meeting is participating in the general meeting using electronic facilities and becomes unable to participate in the general meeting using such electronic facilities, another person (determined in accordance with Article 88(1) above) shall preside as Chairman of the meeting unless and until the original Chairman of the meeting is able to participate in the general meeting using the electronic facilities.”

- (vi) by replacing “89A” with “89D” and replacing “the place, the day and the hour of the adjourned meeting” with “the details set out in Article 80A” in **Article 89** of the Amended and Restated Articles of Association and to read as follows:

“89. Subject to Article 89D~~89A~~, the Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and/or from place to place and/or from one form to another (physical meeting, hybrid meeting or electronic meeting) as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days’ notice, ~~specifying the place, the day and the hour of the adjourned meeting~~ the details set out in Article 80A shall be given in the same

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manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.”

- (vii) by removing “not” in **Article 89C** of the Amended and Restated Articles of Association and to read as follows:

“89C. The Board and/or, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place and/or any Meeting Location(s) and/or participation and/or voting in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it/he/they shall in its/his/their absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is ~~not~~ entitled to attend, in person or (in the case of a member being a corporation) by its duly authorised representative, or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations or through electronic facilities; and the entitlement of any member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location(s) or through electronic facilities shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.”

- (viii) by removing **Article 89D, Article 89D.1, Article 89D.2 and Article 89D.3** of the Amended and Restated Articles of Association.

- (ix) by replacing **Article 89G.1** of the Amended and Restated Articles of Association with the following:

“89G.1 when either (1) a meeting is postponed in accordance with this Article, or (2) there is a change in the place and/or the form of the meeting, the Company shall (a) endeavour to post a notice of such postponement or change on the Company’s Website or the website of the Exchange as soon as reasonably practicable (provided that failure to post such a notice shall not affect the automatic postponement or change of such meeting); and (b) subject to and without prejudice to Article 8989A, unless already specified in the original notice of the meeting or included in the notice posted on the Company’s website or the website of the Exchange as stated above, the

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Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting, specify the date and time by which proxies shall be submitted in order to be valid at such postponed or changed meeting (provided that any valid proxy submitted for the original meeting shall continue to be valid for the postponed or changed meeting unless revoked or replaced by a new proxy), and shall give the members reasonable notice of such details in such manner as the Board may determine.”

- (x) by removing “and 89J” in **Article 89H** of the Amended and Restated Articles of Association and to read as follows:

“89H. All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Articles 89E ~~and 89J~~, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of that meeting and/or resolutions passed at that meeting.”

- (xi) by adding “Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Board or the Chairman of the meeting may determine.” in **Article 90** of the Amended and Restated Articles of Association and to read as follows:

“90. At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairman may, in good faith, pursuant to the Listing Rules allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by show of hands. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Board or the Chairman of the meeting may determine.”

- (xii) by replacing **Article 106** of the Amended and Restated Articles of Association with the following:

“106(1) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide

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different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communication including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.

(2) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) or if the Company has provided an electronic address in accordance with the preceding paragraph, at the electronic address specified not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.”

- (xiii) by adding “or proxy(ies)” to **Article 111** of the Amended and Restated Articles of Association and to read as follows:

“111. If a recognised clearing house (or its nominee(s)) is a member of the Company it may authorise such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the

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recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member of the Company holding the number and class of shares specified in such authorisation, including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.”

- (xiv) by replacing **Article 148** of the Amended and Restated Articles of Association with the following:

“A Director may, and on request of a Director the Secretary shall, at any time summon a meeting of the Board. Failing any determination by the Board, not less than 48 hours notice thereof shall be given to each Director either in writing or by telephone or by facsimile, telex or telegram or electronic means ~~mail~~ at the address or telephone, facsimile or telex number or electronic ~~mail~~-address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website), by making it available on a website or in such other manner as the Board may from time to time determine provided that notice need not be given to any Director or alternate Director for the time being absent from Hong Kong.”

- (xv) by adding “A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of this Article.” to **Article 158** of the Amended and Restated Articles of Association and to read as follows:

“158. Unless otherwise required by the Listing Rules, a resolution in writing signed by each and every one of the Directors (or their respective alternates pursuant to Article 121) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of this Article. Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined such conflict of interest to be material.”

- (xvi) by removing “The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors.” from **Article 207** of the Amended and Restated Articles of Association and to read as follows:

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“207. The Company shall at every annual general meeting by ordinary resolution appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by ordinary resolution at any time before the expiration of the term of office and shall, by ordinary resolution, at that meeting appoint new auditors in its place for the remainder of the term. The remuneration of the Auditors shall be fixed by the Company by ordinary resolution at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. ~~The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors.~~ The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.”

(xvii) by replacing **Article 209** of the Amended and Restated Articles of Association with the following:

“209. Except as otherwise provided in these Articles, any notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) may be served by the Company and any notices may be served by the Board on any member in any of the following manner which complies with the requirements of the Listing Rules:

- (a) personally by leaving it at the registered address of such member as appearing in the register;
- (b) by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register;
- (c) by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company;~~or~~
- (d) by placing it on the Exchange’s website and the Company’s Website; or
- (e) (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.

In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.”

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(xviii) by removing **Articles 211, 213, 214 and 215** from the Amended and Restated Articles of Association;

(xix) by replacing **Article 212** of the Amended and Restated Articles of Association with the following:

“212. Any notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules):

- (a) if sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;
- (b) if delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;
- (c) if by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates);
- (d) if given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient; and
- (e) if served and delivered by being placed on the Company’s Website or the Exchange’s website shall be deemed to have been served or delivered on the day it was so published or as may be prescribed by the Listing Rules.”

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- (xx) by replacing **Article 216** of the Amended and Restated Articles of Association with the following:

“216. A notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or ~~(until such an address has been so~~ by electronic means to such contact details supplied by such person) or by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.”

- (xxi) by replacing **Article 218** of the Amended and Restated Articles of Association with the following:

“218. Any notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) delivered or sent by post to or left at the registered address of any member or by electronic means to such contact details or websites of any member, or by publishing it on the Company’s website and the website of the Exchange’s website in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.”

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8. As special business, to consider and, if thought fit, pass the following resolution as a Special Resolution:

“**THAT** the second amended and restated memorandum and articles of association (the “Second Amended and Restated Memorandum and Articles of Association”) of the Company (in the form of document produced to the AGM and marked “A” and produced to the AGM and signed by the chairman of the AGM for identification purposes), which consolidates all of the proposed amendments referred to in Resolution no. 7 above be approved and adopted as the Second Amended and Restated Memorandum and Articles of Association in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association in their entirety with immediate effect, and that any Directors be and is hereby authorised to do all things and acts to effect the adoption of the Second Amended and Restated Memorandum and Articles of Association and to make relevant registrations and filings with the Registrar of Companies in Hong Kong and the Cayman Islands in accordance with the applicable laws, regulations and requirements.”

By Order of the Board
LEE King On
Company Secretary

Hong Kong, 8th July 2024

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

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

Notes:

1. Registered members are requested to provide a valid email address of himself/herself or his/her proxy (except for the appointment of the Chairman of the Annual General Meeting) to receive the log-in username and password to participate online in the e-Meeting System.
2. All registered members will be able to join the Annual General Meeting via the e-Meeting System. The e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer. All non-registered members may consult directly with their banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (as the case may be) for necessary arrangement to attend and vote via the e-Meeting System at the Annual General Meeting if they wish.
3. 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.

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4. Where there are joint holders of any share, only ONE PAIR of log-in username and password for the e-Meeting System will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such share(s) as if he/she was solely entitled thereto.
5. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
6. Delivery of a form of proxy shall not preclude a member from attending and voting at the meeting and in such event, the form of proxy shall be deemed to be revoked.
7. For the avoidance of doubt, holders of treasury shares shall abstain from voting at general meetings in respect of any treasury shares held by them.