

# Notice of Annual General Meeting

## 股東週年大會通告

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Lee Kee Holdings Limited (the "Company") will be held at Room 3203, 32/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 31st May 2007 at 3:00 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 Auditor for the year ended 31st December 2006.
2. To declare final and special dividends of the Company for the year ended 31st December 2006.
3. To consider the re-election of retiring Directors and to authorise the Board of Directors to fix the Directors' remuneration.
4. To consider the re-appointment of Auditor of the Company and to authorise the Board of Directors to fix their remuneration.
5. 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 (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;
- (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);

**茲通告**利記控股有限公司(「本公司」)謹定於二零零七年五月三十一日星期四下午三時正假座香港金鐘夏慤道18號海富中心第一期32樓3203室舉行股東週年大會,藉以處理下列事項:

1. 省覽及採納本公司及其附屬公司截至二零零六年十二月三十一日止年度之經審核綜合財務報表及董事會與核數師報告。
2. 宣派本公司截至二零零六年十二月三十一日止年度之末期及特別股息。
3. 考慮重選行將退任之董事並授權董事會釐定董事酬金。
4. 考慮續聘本公司核數師及授權董事會釐定其酬金。
5. 以特別事項方式,考慮並酌情通過下列決議案為普通決議案:

**「動議:**

- (a) 在下文(c)段之規限下,及按照香港聯合交易所有限公司證券上市規則(「上市規則」),一般及無條件批准本公司董事會於有關期間(定義見本決議案下文)內行使本公司之一切權力,以配發、發行和處理本公司股本中之任何股份(「股份」)及作出或授出須行使該等權力之要約、協議及購股權(包括可認購或收取股份之任何認股權證、契約、票據、証券或債券之權利);
- (b) 在本決議案上述(a)段所述之批准,將授權本公司董事會於有關期間(定義見本決議案下文)內作出或授出之要約、協議及購股權(包括可認購或收取股份之任何認股權證、契約、票據、証券或債券之權利),而有關作出或授出可能涉及於有關期間(定義見本決議案下文)屆滿後方行使該等權力配發、發行和處理本公司股本中之額外股份;

(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 at the time of passing this Resolution and (bb) conditional on Resolution No. 6 and Resolution No. 7 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. 6, 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;

(c) 除因(i)配售新股(定義見本決議案下文);或(ii)任何根據本公司組織章程細則之股份配發及發行以替代全部或部份股息之以股代息計劃或類似安排;或(iii)於股東大會授出之任何股東特定授權外,本公司董事會根據本決議案上述(a)段所述之批准而配發或發行或有條件或無條件同意配發或發行(無論因購股權或其他而進行者)之股份總面值不得超過(aa)於通過本決議案當日本公司已發行股本面值總額之20%及(bb)待決議案第6項及第7項通過,本公司根據決議案第6項授出予本公司董事會之授權而回購本公司股本(如有)之總面值,而根據本決議案上述(a)及(b)段所授出之批准須受此限制;

(d) 就本決議案而言:

「有關期間」指本決議案通過當日起至下列三者中最早日期止之期間:

- (i) 本公司下屆股東週年大會結束之時;或
- (ii) 任何適用法律或本公司之組織章程細則規定本公司須舉行下屆股東週年大會期限屆滿之時;或
- (iii) 在本公司股東於股東大會通過普通決議案撤銷、修訂或延續本決議案授予本公司董事之權力之時。

“Rights Issue” means an offer of Shares or issue of options, warrants 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.”

6. 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;

「配售新股」指本公司董事會在一段期間內，向於指定記錄日期名列本公司股東名冊內之股份持有人（及（如適用）享有接受要約權利的本公司其他證券持有人），按彼等當時持有有關股份（或（如適用）有關其他證券）的比例，向彼等發售股份或發行購股權、認股權證或附有權利認購股份的其他證券（惟董事就零碎股權或適用於本公司的任何地區的法律、監管機構或證券交易所規定的限制或責任而作出彼等認為必須或適宜之剔除或其他安排者（必須遵守上市規則的相關規定）除外；及

- (e) 本決議案授予之權力將取代所有先前授予本公司董事會之權力，惟其必須不損及和不影響本公司董事會行使彼等根據本決議案日期前所獲授權配發本公司額外股份之批准之權力。」

6. 以特別事項方式，考慮並酌情通過下列決議案為普通決議案：

**「動議：**

- (a) 在本決議案(b)段之規限下，一般及無條件批准本公司董事會在有關期間（定義見本決議案下文）內行使本公司一切權力，按照所有適用法律及香港聯合交易所有限公司（「聯交所」）證券上市規則或任何其他證券交易所不時修訂之有關規定或規則，在聯交所或本公司股份可能在任何證券及期貨事務監察委員會及聯交所在此方面認可之其他證券交易所上市之證券交易所購買本公司股份（「股份」）；

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| <p>(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 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</p>   | <p>(b) 本公司董事會根據本決議案(a)段之授權可購買之股份面值總額，不得超過於本決議案通過當日本公司已發行股本面值總額之10%，而上述本決議案(a)段批准須受此限制；及</p>   |
| <p>(c) for the purposes of this Resolution:—</p> <p>“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:—</p> <p>(i) the conclusion of the next annual general meeting of the Company; or</p> <p>(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</p> <p>(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.”</p> | <p>(c) 就本決議案而言：</p> <p>「有關期間」指本決議案通過當日起至下列三者中最早日期止之期間：</p> <p>(i) 本公司下屆股東週年大會結束之時；或</p> <p>(ii) 任何適用法律或本公司之組織章程細則規定本公司須舉行下屆股東週年大會期限屆滿之時；或</p> <p>(iii) 在本公司股東於股東大會通過普通決議案撤銷、修訂或延續本決議案授予本公司董事之權力之時。」</p> |
| <p>7. As special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution upon the passing of Resolutions 5 and 6 set out in this notice:</p>  | <p>7. 待通過本通告之第5項及第6項決議案後，以特別事項方式，考慮並酌情通過下列決議案為普通決議案：</p>  |

“**THAT** conditional upon the Resolutions No. 5 and Resolution No. 6 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. 5 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. 6, 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 at the time of passing this Resolution.”

By Order of the Board  
**CHEUK Wa Pang**  
Company Secretary

Hong Kong, 25th April 2007

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

Rooms 1302 – 05, 13th Floor  
Manulife Provident Funds Place  
345 Nathan Road  
Yaumatei  
Kowloon  
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 Branch Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712 – 1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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.

「**動議**待本大會通告所載第5項及第6項決議案獲通過後，根據上述第5項決議案授予本公司董事會以配發、發行及處理本公司未發行之股份（「股份」）之一般授權予以擴大，方式為增加本公司董事會根據此一般授權可配發或有條件或無條件同意配發之本公司股本面值總額，增加額相等於本公司根據第6項決議案之授權購回本公司股本中之股份面值總額，惟此數額不得超過本決議案通過當日本公司已發行股本面值總額之10%。」

承董事會命  
**卓華鵬**  
公司秘書

香港，二零零七年四月二十五日

香港總辦事處及主要  
營業地點

香港  
九龍  
油麻地  
彌敦道345號  
宏利公積金大廈  
13樓1302-05室

附註：

1. 凡有權出席股東大會並於會上投票之股東，均可委派一位或以上代表出席大會，並於表決時代其投票。受委派代表無須為本公司股東。
2. 代表委任表格連同授權簽署該表格之授權書或其他授權文件（如有）（或經由公證人簽署證明之授權文件副本），須於大會（或其任何續會）之指定舉行時間最少48小時前送達本公司之主要股份過戶登記處香港分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室，方為有效。
3. 送交代表委任表格後，股東仍可親自出席大會並於會上投票；在此情況下，則代表委任表格將被視為作廢。