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

If you have sold or transferred all your securities of C.P. Lotus Corporation, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**C.P. Lotus Corporation****卜 蜂 蓮 花 有 限 公 司***(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 00121)

**RE-ELECTION OF DIRECTORS
RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND BUY BACK SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 5 of this circular.

A notice convening the annual general meeting of C.P. Lotus Corporation to be held at Suite 6411-6413, 64/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong, on Thursday, 16 May 2019 at 2:30 p.m. is set out on pages 13 to 16 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

11 April 2019

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DEFINITIONS

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

“AGM”	the forthcoming annual general meeting of the Company to be held at Suite 6411-6413, 64/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Thursday, 16 May 2019 at 2:30 p.m.
“Articles”	the articles of association of CP Lotus (as amended from time to time)
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company” or “CP Lotus”	C.P. Lotus Corporation, a company incorporated in the Cayman Islands whose shares are listed and traded on the Main Board of the SEHK
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“CPG”	Charoen Pokphand Group Company Limited, a company organised and existing under the laws of the Kingdom of Thailand
“Directors”	the directors of CP Lotus
“Group”	CP Lotus and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	8 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained therein
“Listing Rules”	the Rules Governing the Listing of Securities on the SEHK
“Notice of AGM”	the notice convening the AGM set out on pages 13 to 16 of this circular
“PRC”	the People’s Republic of China (excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan)
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“SEHK”	The Stock Exchange of Hong Kong Limited
“SET”	The Stock Exchange of Thailand
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.02 each in the capital of the Company
“Share Buy-back Mandate”	the general and unconditional mandate to be granted to the Directors to exercise the powers of the Company to buy back Shares set out in Resolution B in item 4 of the Notice of AGM
“Share Issue Mandate”	the general and unconditional mandate to be granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares set out in Resolutions A and C in item 4 of the Notice of AGM
“Shareholders”	holders of Shares
“Takeovers Code”	the Codes on Takeovers and Mergers published by the Securities and Futures Commission
“%”	per cent

LETTER FROM THE BOARD



C.P. Lotus Corporation

卜蜂蓮花有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00121)

Directors:

Mr. Soopakij Chearavanont
Mr. Li Wen Hai
Mr. Narong Chearavanont
Mr. Michael Ross
Mr. Yang Xiaoping
Mr. Meth Jiaravanont
Mr. Suphachai Chearavanont
Mr. Umroong Sanphasitvong
Mr. Viroj Sangsnit*
Mr. Songkitti Jaggabatarara*
Mr. Itthaporn Subhawong*
Mr. Prasobsook Boondech*
Mr. Cheng Yuk Wo*

* *Independent non-executive directors*

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*

21st Floor
Far East Finance Centre
16 Harcourt Road
Hong Kong

11 April 2019

To Shareholders

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS
RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND BUY BACK SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM for (1) the re-election of the retiring Directors; (2) the renewal of the grant of the Share Buy-back Mandate; and (3) the renewal of the grant of the Share Issue Mandate. This circular contains the Notice of AGM, explanatory statement and all other information reasonably necessary to enable the Shareholders to make informed decisions as to whether to vote for or against the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 116 of the Articles, the following Directors, namely, Messrs. Meth Jiaravanont, Michael Ross, Suphachai Chearavanont, Umroong Sanphasitvong and Viroj Sangsnit, will retire from office as Directors by rotation and, being eligible, will offer themselves for re-election at the AGM.

Mr. Viroj Sangsnit has served the Company as an independent non-executive Director for more than nine years. The Company, having reviewed the composition of the Board, considered Mr. Viroj Sangsnit suitable for re-election in line with the approach set out in the nomination policy and the diversity of the Company. Mr. Viroj Sangsnit has substantial board experience and has understanding of the Group's business and operations. He has contributed significantly to helping the Company achieve high standards of corporate governance with his objective perspectives and has contributed to the diversity of the Board by bringing his professional management experience, his senior administrative experience gained outside the retail industry and his independent opinion to the Company. He was not involved in the everyday management of the Company, did not have any family ties with the other Directors or senior management of the Company and the Company is not aware of any circumstance which would interfere with the exercise of his professional judgment. He has also confirmed to the Company that he meets the independence requirements set out in Rule 3.13 of the Listing Rules. Based on the above, the Board believes that Mr. Viroj Sangsnit has the character, integrity and experience to fulfill the role of an independent non-executive Director and, if re-elected, will continue to make significant contribution to the Company, if re-elected.

Details of each of the retiring Directors proposed for re-election at the AGM are set out in Appendix I to this circular.

SHARE BUY-BACK MANDATE

The existing general mandate to buy back Shares granted to the Directors at the annual general meeting held on 8 June 2018 will expire upon the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM in respect of granting the Share Buy-back Mandate to the Directors. Assuming it is granted by the Shareholders, in the event that the Share Buy-back Mandate is exercised in full and on the basis of 11,019,072,390 Shares in issue as at the Latest Practicable Date, up to 1,101,907,239 Shares may be bought back by the Company as a result during the period up to the earliest of (1) the conclusion of the next annual general meeting of the Company; (2) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws of the Cayman Islands (under which the Company is incorporated) or by the Articles; and (3) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement as required by the Listing Rules, providing the requisite information regarding the Share Buy-back Mandate, is set out in Appendix II to this circular.

SHARE ISSUE MANDATE

The existing general mandate to allot, issue or otherwise deal with new Shares granted to the Directors at the annual general meeting held on 8 June 2018 will expire upon the conclusion of the AGM.

LETTER FROM THE BOARD

Ordinary resolutions will be proposed at the AGM for the grant of the Share Issue Mandate to the Directors in order to increase the flexibility for the Company to raise new capital as and when the Directors consider appropriate. If the resolution set out as Resolution A in item 4 of the Notice of AGM is passed, exercising in full of the Share Issue Mandate granted under that resolution, on the basis of 11,019,072,390 Shares were in issue as at Latest Practicable Date, would result in up to 2,203,814,478 new Shares being allotted, issued or otherwise dealt with by the Company during the period up to the earliest of (1) the conclusion of the next annual general meeting of the Company; (2) the expiration of the period within which the next annual general meeting of the Company is required to be held in accordance with applicable laws of the Cayman Islands (under which the Company is incorporated) or by the Articles; and (3) the revocation or variation by an ordinary resolution of the Shareholders in general meeting. In addition, the resolution set out as Resolution C in item 4 of the Notice of AGM will be proposed at the AGM providing that any Shares bought back under the Share Buy-back Mandate (if granted) will be added to the total number of Shares which may be allotted and issued under the Share Issue Mandate.

ANNUAL GENERAL MEETING

Notice of AGM is set out on page 13 to 16 convening the annual general meeting to be held at Suite 6411-6413, 64/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Thursday, 16 May 2019 at 2:30 p.m., during which resolutions will be proposed in relation to the re-election of Directors and the renewal of the general mandates to issue new Shares and to buy back Shares.

A form of proxy for use at the AGM is enclosed with this circular and also published on the website of HKExnews. Whether or not you are able to attend the AGM, you are requested to complete and return the form of proxy to the Company at 21st Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

In accordance with the Listing Rules, a resolution put to vote at a general meeting must be decided by way of poll. The Company will announce the results of the poll on the resolutions voted at the AGM in the manner prescribed under Rule 13.59(5) of the Listing Rules.

RECOMMENDATION

The Directors believe that resolutions for the re-election of Directors and the granting of the Share Buy-back Mandate and the Share Issue Mandate as set out in the Notice of AGM are in the best interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
Umroong Sanphasitvong
Director

The following are the biographies of the Directors proposed to be re-elected at the AGM in accordance with the Articles.

Mr. Michael Ross, aged 54, has been an Executive Director of the Company since September 2006. He was re-designated as the Executive Vice Chairman of the Company from 1 May 2008 to 1 September 2010. Mr. Ross has been re-designated as the Vice Chairman of the Company with effect from 1 January 2012. He obtained a Master degree in Science from University of Salford, United Kingdom and a Bachelor degree in Hospitality Management from The Hong Kong Polytechnic University, Hong Kong. He completed an Executive Program at the Kennedy School of Government of Harvard University in USA in 2009. He has extensive experience in retail business. Since joining Lotus Supercenter in 1999, he had served major key positions in Business Development, Operations and Merchandising. During this period, Mr. Ross also served as the Regional President in the Southern Region & Eastern Region of Lotus. Mr. Ross has been a member of the Chinese People's Political Consultative Conference (CPPCC) Shanghai Pudong New Area Committee since June 2013. Mr. Ross holds directorships in subsidiaries of the Group and did not hold any directorship in other listed public companies in the last three years.

Mr. Ross is a brother-in-law of Mr. Soopakij Chearavanont, an Executive Director and the Chairman of the Company, Mr. Narong Chearavanont, an Executive Director and the Vice Chairman of the Company and Mr. Suphachai Chearavanont, an Executive Director. He is also a cousin-in-law of Mr. Meth Jiaravanont, an Executive Director. Save as disclosed above, Mr. Ross does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Ross did not have any interest in shares within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract entered into between the Company and Mr. Ross. He has not been appointed for a specific term but shall be subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles. For the year ended 31 December 2018, Mr. Ross did not receive any emoluments for his directorship in the Company.

Save as disclosed above, there is no information relating to Mr. Ross that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company in respect of Mr. Ross's proposed re-election.

Mr. Meth Jiaravanont, aged 60, has been an Executive Director of the Company since 2005. He obtained a Bachelor of Arts degree in Economics from Occidental College, California, USA and a Master degree in Business Administration from New York University, USA. Mr. Jiaravanont has extensive experience in investment, finance, banking and strategic business development in Asia and USA. He is currently a non-executive director of C.P. Pokphand Co. Ltd. (a company listed on the Main Board of SEHK). He is also the Senior Executive Assistant to the Chairman-Finance of CPG and a director of CPPC Public Company Limited. Save as disclosed above, Mr. Jiaravanont has not held any directorship in other listed public companies in the last three years. He has not held any other position with the Group.

Mr. Jiaravanont is a cousin of Mr. Soopakij Chearavanont, an Executive Director and the Chairman of the Company, Mr. Narong Chearavanont, an Executive Director and the Vice Chairman of the Company, and Mr. Suphachai Chearavanont, an Executive Director. Mr. Michael Ross, an Executive Director and the Vice Chairman of the Company, is a cousin-in-law of Mr. Meth Jiaravanont. Save as disclosed above, Mr. Meth Jiaravanont does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Jiaravanont held 61,080,066 shares of the Company, and had no other interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract entered into between the Company and Mr. Jiaravanont. He has not been appointed for a specific term but shall be subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles. For the year ended 31 December 2018, Mr. Jiaravanont received emoluments of RMB791,000 which was determined with reference to his duties and responsibilities within the Group.

Save as disclosed above, there is no information relating to Mr. Jiaravanont that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company in respect of Mr. Jiaravanont's proposed re-election.

Mr. Suphachai Chearavanont, aged 52, has been an Executive Director of the Company since 2000. He obtained a Bachelor of Science degree in Business Administration from Boston University in USA, majoring in Financial Management. Mr. Chearavanont has extensive experience in the telecommunication and broadcasting industries. He is an executive director of C.P. Pokphand Co. Ltd. (a company listed on the Main Board of SEHK), a director of True Corporation Public Company Limited (a company listed on SET). Mr. Chearavanont is a director and the Chief Executive Officer of True Visions Public Company Limited and True Move Company Limited. He is also the Chief Executive Officer of CPG. Mr. Chearavanont was previously a director of Siam Makro Public Company Limited (a company listed on SET). Save as disclosed above, Mr. Chearavanont has not held any directorship in other listed public companies in the last three years. He has not held any other position with the Group.

Mr. Suphachai Chearavanont is a brother of Mr. Soopakij Chearavanont, an Executive Director and the Chairman of the Company, and Mr. Narong Chearavanont, an Executive Director and the Vice Chairman of the Company. He is also a cousin of Mr. Meth Jiaravanont, an Executive Director and a brother-in-law of Mr. Michael Ross, an Executive Director and the Vice Chairman of the Company. Save as disclosed above, Mr. Suphachai Chearavanont does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Chearavanont held 122,160,132 shares of the Company, and had no other interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract entered into between the Company and Mr. Chearavanont. He has not been appointed for a specific term but shall be subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles. For the year ended 31 December 2018, Mr. Chearavanont did not receive any emoluments for his directorship in the Company.

Save as disclosed above, there is no information relating to Mr. Chearavanont that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company in respect of Mr. Chearavanont's proposed re-election.

Mr. Umroong Sanphasitvong, aged 66, has been an Executive Director of the Company since 2005. He was appointed as a member of the Remuneration Committee and the Corporate Governance Committee of the Company in December 2006 and August 2016, respectively. He obtained a Bachelor degree and a Master degree in Accounting from Thammasat University, Thailand and has extensive experience in financial management. Mr. Sanphasitvong is currently a director of True Corporation Public Company Limited, CP ALL Public Company Limited and Siam Makro Public Company Limited (each a company listed on SET), and of CPPC Public Company Limited. He is also the Deputy Group Chief Financial Officer of CPG. Saved as disclosed above, Mr. Sanphasitvong had not held any directorship in other listed public companies in the last three years. He holds directorships in several subsidiaries of the Group.

Mr. Sanphasitvong does not have any relationship with any directors, senior management and substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Sanphasitvong held 61,080,066 ordinary shares of the Company and had no other interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract entered into between the Company and Mr. Sanphasitvong. He has not been appointed for a specific term but shall be subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles. For the year ended 31 December 2018, Mr. Sanphasitvong did not receive any emoluments for his directorship in the Company.

Save as disclosed above, there is no information relating to Mr. Sanphasitvong that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company in respect of Mr. Sanphasitvong's proposed re-election.

Mr. Viroj Sangsnit, aged 83, has been an Independent Non-Executive Director of the Company and a member of the Audit Committee of the Company since 1999. He has also been a member of the Remuneration Committee of the Company since September 2005. He was appointed as a member of the Nomination Committee and the Corporate Governance Committee of the Company with effect from 1 April 2012 and 20 August 2016 respectively. Mr. Sangsnit was the Deputy Minister of Transport from 1991 to 1992 and the Deputy of Minister of Defense in 1996 in Thailand. He had not held any directorship in other listed public companies in the last three years and he had not held any other position with the Group.

Mr. Sangsnit does not have any relationship with any directors, senior management and substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Sangsnit did not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract entered into between the Company and Mr. Sangsnit. He is appointed for a term of one year, which is renewable, and shall be subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles. For the year ended 31 December 2018, Mr. Sangsnit received director's fee of RMB203,000 which was determined with reference to his anticipated time and effort to be spent on the Company's matters.

Save as disclosed above, there is no information relating to Mr. Sangsnit that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company in respect of Mr. Sangsnit's re-election.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders for their consideration of the Share Buy-back Mandate. The Shares proposed to be bought back by the Company are fully paid-up.

LISTING RULES RELATING TO THE BUY BACK OF SHARES

The Listing Rules permit companies whose primary listing is on the SEHK to buy back their shares on the SEHK subject to certain restrictions. The Company is empowered by its memorandum of association and the Articles and the laws of the Cayman Islands (under which the Company is incorporated) to buy back its own Shares.

EXERCISE OF THE GENERAL MANDATE TO BUY BACK SHARES

In accordance with the Listing Rules, all Share buy-backs on the SEHK by the Company must be approved in advance by an ordinary resolution either by way of a general mandate or by specific approval in relation to specific transactions.

The resolution set out as Resolution B in item 4 of the Notice of AGM will, if passed, give a general unconditional mandate to the Directors to buy back Shares on the SEHK at any time representing up to 10% of the total number of Shares in issue at the date on which such resolution is passed, until the next annual general meeting of the Company or any earlier date as referred to in that Resolution (the “Relevant Period”).

Accordingly, exercise in full of the Share Buy-back Mandate (on the basis that 11,019,072,390 Shares were in issue as at the Latest Practicable Date) would result in up to 1,101,907,239 Shares being bought back by the Company during the Relevant Period.

REASONS FOR THE BUY-BACKS

Buy-backs pursuant to such mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the Shares and/or earnings per Share and the liquidity of the Shares on the SEHK. The Directors believe that the flexibility afforded to them by the Share Buy-back Mandate would be in the best interests of the Company and the Shareholders.

FUNDING OF BUY-BACKS

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Articles and the laws of the Cayman Islands (under which the Company is incorporated). The Directors propose that any buy-back of Shares under the Share Buy-back Mandate would be financed by the capital paid up on the bought back Shares, the profits of the Company which would otherwise be available for dividend, the Company’s share premium account and/or its contributed surplus account.

IMPACT ON THE WORKING CAPITAL OR GEARING POSITION

If the Share Buy-back Mandate is exercised in full, there may be a material adverse effect on the working capital requirements of the Company or its gearing levels, as compared with the position disclosed in the Company's audited accounts for the year ended 31 December 2018 (the most recent published audited accounts). The Directors will evaluate the prevailing financial conditions of the Company at the time when they consider exercising the Share Buy-back Mandate and do not propose to exercise the mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company at the time of the relevant buy-backs, unless the Directors determine that such buy-backs are, taking into account all relevant factors, in the best interests of the Company.

SHARE PRICES

The highest and lowest prices at which Shares were traded on the SEHK during each of the twelve months preceding the issue of this circular were as follows:

	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
April	0.129	0.111
May	0.129	0.111
June	0.126	0.099
July	0.124	0.099
August	0.118	0.101
September	0.120	0.103
October	0.106	0.095
November	0.105	0.088
December	0.098	0.071
2019		
January	0.095	0.074
February	0.116	0.080
March	0.097	0.085
April (up to the Latest Practicable Date)	0.088	0.079

EFFECT OF THE TAKEOVERS CODE

A Shareholder's proportionate interest in the voting rights of the Company will increase upon the Company exercising its power to buy back Shares pursuant to the Share Buy-back Mandate, and such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of his/her or their shareholding interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, based on information available to the Company, CPG, through its subsidiaries, which are regarded as parties acting in concert for the purposes of the Takeovers Code, held in aggregate 7,154,799,417 Shares, representing approximately 64.93% of the total number of Shares currently in issue. On the assumption that CPG and its subsidiaries do not acquire any further Shares or dispose of any Shares throughout and on the basis that no further Shares are issued or bought back prior to the AGM, and in the event that the Directors exercise in full the power to buy back Shares pursuant to the Share Buy-back Mandate following its approval at the AGM, the aggregate shareholding interest held by CPG and its subsidiaries would increase to approximately 72.15% of the issued share capital of the Company. In the opinion of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of Takeovers Code.

In the event that any exercise of the Share Buy-back Mandate would, to the Directors' knowledge, have such a consequence, the Directors would not exercise the Share Buy-back Mandate to such extent.

The Directors have no present intention to exercise the power to buy back Shares to such extent that the aggregate amount of the share capital of the Company in public hands would be reduced to less than 25%.

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates have a present intention to sell Shares to the Company in the event that the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected person that he/she/it has a present intention to sell Shares to the Company or has undertaken not to sell Shares held by them to the Company in the event that the Share Buy-back Mandate is approved by the Shareholders.

UNDERTAKING OF DIRECTORS

The Directors have undertaken to the SEHK that they will exercise the power of the Company to make buy-backs pursuant to the Share Buy-back Mandate in accordance with the Listing Rules, the laws of the Cayman Islands (under which the Company is incorporated) and the memorandum of association of the Company and the Articles.

SHARE BUY-BACKS MADE BY THE COMPANY

The Company has not bought back any Shares, whether on the SEHK or otherwise, in the six months preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



C.P. Lotus Corporation

卜蜂蓮花有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00121)

NOTICE is hereby given that the annual general meeting of C.P. Lotus Corporation (the “Company”) will be held at Suite 6411-6413, 64/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Thursday, 16 May 2019 at 2:30 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 December 2018;
2. To elect retiring directors of the Company (the “Directors”) and to authorise the board of Directors to fix their remuneration;
3. To re-appoint the auditors of the Company and to authorise the board of Directors to fix their remuneration; and
4. (By way of special business) to consider, and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

A. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with unissued shares in the capital of the Company (“Shares”) and to make or grant offers, agreements, options and other securities, including warrants to subscribe for Shares, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and other securities, including warrants to subscribe for Shares, which would or might require the exercise of such powers at any time during or after the end of the Relevant Period;
- (c) the aggregate number of Shares which may be allotted or conditionally or unconditionally agreed to be allotted (whether pursuant to an option or otherwise), issued or otherwise dealt with by the Directors pursuant to the

NOTICE OF ANNUAL GENERAL MEETING

approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or any issue of Shares on the exercise of the subscription or conversion rights attaching to any securities which may be issued by the Company from time to time or the exercise of any options granted under the share option scheme of the Company or any issue of Shares in lieu of the whole or part of a dividend on Shares, shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
- (iii) the time of the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this Resolution; and

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (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, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

B. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which Shares may be listed and which 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/or the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and/or other requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate number of Shares authorised to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this Resolution:

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

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and

(iii) the time of the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this Resolution.”

C. **“THAT**, conditional upon the Resolutions set out in paragraphs 4A and 4B of the notice convening this Meeting being duly 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 otherwise deal with unissued Shares pursuant to the resolution set out in paragraph 4A of the notice convening this Meeting be and is hereby extended by the addition to the aggregate number of Shares which may be dealt with by the directors of the Company pursuant to the said resolution of an amount representing the number of Shares bought back by the Company under the authority granted pursuant to the resolution set out in paragraph 4B of the notice convening this Meeting, provided that such extended amount shall not exceed 10% of the total number of Shares in issue at the date of passing of the said resolution.”

By Order of the Board
Liu Shek David
Company Secretary

Hong Kong, 11 April 2019

As at the date of this notice, the Board comprises eight executive directors, namely Mr. Soopakij Chearavanont, Mr. Li Wen Hai, Mr. Narong Chearavanont, Mr. Michael Ross, Mr. Yang Xiaoping, Mr. Meth Jiaravanont, Mr. Suphachai Chearavanont and Mr. Umroong Sanphasitvong, and five independent non-executive directors, namely Mr. Viroj Sangsnit, Mr. Songkitti Jaggabatara, Mr. Itthaporn Subhawong, Mr. Prasobsook Boondech and Mr. Cheng Yuk Wo.

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Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such power or authority), must be lodged with the Company at 21st Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting.
3. The register of members of the Company will be closed for the following periods:

For the purpose of determining shareholders who are entitled to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 10 May 2019 to Thursday, 16 May 2019 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for the attendance and voting at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Progressive Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 9 May 2019 for registration.