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**勒泰集團有限公司**  
**LERTHAI GROUP LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 112)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Annual General Meeting**”) of Lerthai Group Limited (the “**Company**”) will be held at Room 3303, Tower Two, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Wednesday, 29 July 2020 at 9:30 a.m. for the following purposes:

### **AS ORDINARY BUSINESS**

1. To receive and consider audited consolidated financial statements, directors’ report and auditor ‘s report of the Company for the year ended 31 December 2019.
2. (a) To re-elect Ms. Zhang Yan as an executive director of the Company;  
(b) To re-elect Mr. Chan Ho Yin as a non-executive director of the Company;  
(c) To re-elect Ms. Chi Lai Man Jocelyn as a non-executive director of the Company;  
(d) To re-elect Mr. Wong Tat Keung as an independent non-executive director of the Company;  
(e) To re-elect Ms. Chan Lai Ping as an independent non-executive director of the Company; and  
(f) To authorise the board of directors of the Company to fix their remuneration.
3. To re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.

## AS SPECIAL BUSINESS

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued shares of the Company (the “**Shares**”) subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase the Shares at a price determined by the Directors;
- (c) the aggregate number of Shares which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (a) shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing this resolution, and the said authority shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be purchased pursuant to the approval in paragraph (a) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 laws and/or the Company’s articles of association to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) 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 rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as defined below), or (ii) the exercise of the options granted under any share option scheme adopted by the Company, or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate number of issued Shares as at the date of passing this resolution, and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be issued pursuant to the approval in paragraph (a) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” shall have the same meaning as those ascribed to it under the resolution set out in paragraph 4(d) of the notice convening the meeting of which this resolution forms part; and

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of the resolutions nos. 4 and 5 as set out in the notice convening the meeting of which these resolutions form part, the general mandate granted to the Directors pursuant to the resolution no. 5 as set out in the notice convening the meeting of which this resolution forms part be and is hereby extended by the addition thereto of the aggregate number of Shares repurchased by the Company under the authority granted pursuant to the resolution no. 4 as set out in the notice convening the meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the aggregate number of issued Shares as at the date of passing this resolution.”

By Order of the Board  
**Lerthai Group Limited**  
**Yang Longfei**  
*Chairman and Chief Executive Officer*

Hong Kong, 29 June 2020

*Website of the Company: <http://www.lerthai.com.hk>*

*Notes:*

1. The register of members will be closed from Friday, 24 July 2020 to Wednesday, 29 July 2020, both days inclusive. For the purpose of ascertaining the members’ entitlement to the attendance of the Annual General Meeting, all share transfers accompanied by the relevant share certificates must be lodged with the Company’s registrar and transfer office, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Thursday, 23 July 2020.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more separate proxies to attend and, on a poll, to vote instead of him. A proxy needs not be a member of the Company.

3. To be valid, a form of proxy in the prescribed form 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 registrar and transfer office, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours (excluding any part of a day that is public holiday) before the time for holding the Annual General Meeting (i.e. not later than 9:30 a.m. on Monday, 27 June 2020 (Hong Kong Time)) or at any adjournment thereof.
  
4. As at the date hereof, the Board comprises Mr. Yang Longfei and Ms. Zhang Yan as executive Directors, Mr. Yang Shao Ming, Mr. Chan Ho Yin and Ms. Chi Lai Man Jocelyn as non-executive Directors, Ms. Chan Lai Ping, Mr. Wong Hon Kit and Mr. Wong Tat Keung as independent non-executive Directors.