

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares of Litu Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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**LITU HOLDINGS LIMITED**

**力圖控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1008)**

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE  
BY THE COMPANY OF ITS OWN SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at 3/F, 38 On Lok Mun Street, On Lok Tsuen, Fanling, New Territories, Hong Kong on Friday, 10 June 2022 at 11:00 a.m. is set out on pages 13 to 16 of this circular. A form of proxy for use at the annual general meeting is also enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at [www.hkex.com.hk](http://www.hkex.com.hk) and the Company at [www.lituholdings.com](http://www.lituholdings.com).

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general 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 annual general meeting or any adjournment thereof should you so wish.

**PRECAUTIONARY MEASURES FOR THE AGM**

Practical measures will be taken to try to avoid the spread of COVID-19 at the AGM, including:

- Compulsory temperature checks and health declarations for all attendees, including Directors and Shareholders
- Prohibition from attendance at the AGM if the attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance to the venue of the AGM
- Compulsory wearing of surgical face masks throughout the AGM
- Seating will be arranged so as to allow for appropriate social distancing
- No refreshments will be served at the AGM

Any person who does not comply with the precautionary measures may be denied entry into the venue of the AGM. The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person. Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice and implement further precautionary measures. Shareholders should check the Company's website at [www.lituholdings.com](http://www.lituholdings.com) for the further announcements and updates on the AGM arrangements, if any.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held to consider and, if thought fit, to approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate, and the proposed re-election of Directors
“Articles of Association”	the articles of association of the Company, and “Article” shall mean an Article of the Articles of Association
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Company”	Litu Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“core connected person”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the aggregate nominal share capital of the Company in issue at the date of the passing of such resolution
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 April 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing such resolution

## DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.005 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.

**LETTER FROM THE BOARD**

**LITU HOLDINGS LIMITED**

**力圖控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1008)**

**Board of Directors**

*Executive Directors:*

Mr. Huang Wanru

*(Chairman)*

Ms. Jiang Xiang Yu

*Non-executive Director:*

Ms. Li Li

*Independent non-executive Directors:*

Mr. Lam Ying Hung, Andy

Mr. Lui Tin Nang

Mr. Siu Man Ho, Simon

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place of  
business in Hong Kong:*

3/F, 38 On Lok Mun Street

On Lok Tsuen, Fanling

New Territories

Hong Kong

29 April 2022

*To the Shareholders*

Dear Sir or Madam

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE  
BY THE COMPANY OF ITS OWN SHARES; AND  
(2) PROPOSED RE-ELECTION OF DIRECTORS**

**INTRODUCTION**

At the AGM to be held at 3/F, 38 On Lok Mun Street, On Lok Tsuen, Fanling, New Territories, Hong Kong on Friday, 10 June 2022 at 11:00 a.m., resolutions will be proposed, among other matters:

- (a) to grant the General Mandate to the Directors;
- (b) to grant the Repurchase Mandate to the Directors;
- (c) to increase the number of Shares to be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate; and
- (d) to re-elect the Directors.

## **LETTER FROM THE BOARD**

The purposes of this circular are to provide you with information in relation to the resolutions to be proposed at the AGM for the grant of the General Mandate and the Repurchase Mandate, the re-election of Directors and to give you the notice of the AGM.

### **GENERAL MANDATE AND REPURCHASE MANDATE**

The General Mandate and the Repurchase Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any other applicable law of the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

#### **General Mandate**

The Company has in issue an aggregate of 1,567,884,634 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 313,576,926 Shares, representing 20% of the aggregate nominal amount of the issued Shares at the time of the passing of the resolution approving the General Mandate on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM.

The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be approved by the Shareholders.

#### **Repurchase Mandate**

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Repurchase Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in Appendix I.

### **RE-ELECTION OF DIRECTORS**

Mr. Jiang Xiang Yu was appointed as executive Director with effect from 16 July 2021, details of such appointment are set out in the announcement of the Company dated 16 July 2021.

According to Article 83(3), any Director appointed by the Board to fill a casual vacancy on the Board shall hold office only until the next general meeting of the Company and shall then be eligible for re-election. In accordance with Article 83(3), Mr. Jiang Xiang Yu shall

## LETTER FROM THE BOARD

retire from his office as Director. Being eligible, Mr. Jiang Xiang Yu would offer himself for re-election as executive Director. At the AGM, an ordinary resolution will be proposed to re-elect Mr. Jiang Xiang Yu as executive Director.

According to Article 84(1), one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation at every annual general meeting of the Company. A retiring Director shall be eligible for re-election.

In accordance with Article 84(1), Mr. Huang Wanru and Mr. Lui Tin Nang shall retire from their offices as Director. Being eligible, each of Mr. Huang Wanru and Mr. Lui Tin Nang would offer himself for re-election as Director. At the AGM, an ordinary resolution will be proposed to re-elect Mr. Huang Wanru as executive Director and Mr. Lui Tin Nang as independent non-executive Director.

Particulars relating to Mr. Jiang Xiang Yu, Mr. Huang Wanru and Mr. Lui Tin Nang are set out in Appendix II to this circular.

### **Nomination policy and process for the independent non-executive Directors**

All three independent non-executive Directors have served on the Board for over 13 years as each of Mr. Lam Ying Hung, Andy, Mr. Lui Tin Nang and Mr. Siu Man Ho, Simon was appointed as an independent non-executive Director on 4 March 2009.

In reviewing the structure of the Board, the nomination committee of the Company will consider the structure, size and diversity (including gender, age, cultural and educational background, length of service, skills, knowledge and experience etc.) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy. All appointments to the Board are based on meritocracy and the candidates will be assessed based on criteria such as education background and relevant skills and experience for consideration of the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

Mr. Lui Tin Nang, an independent non-executive Director proposed to be re-elected at the AGM, has years of experience in accounting, auditing, taxation, corporate finance and business advisory and has been acting as an independent non-executive director of various companies listed on the Stock Exchange since 2002. During his term as an independent non-executive Director, Mr. Lui Tin Nang has demonstrated that he has the required character, integrity and experience to perform his duties by providing objective views and independent guidance to the Board. In nominating Mr. Lui Tin Nang for re-election, the nomination committee of the Company has reviewed, amongst other things, the perspectives, skills and experience that he has brought and could continue bring to the Board, the factors as set out in his biographical details in Appendix II to this circular, and his contribution to the diversity of the Board. The nomination committee of the Company has also assessed and reviewed his annual confirmation of independence based on the independence criteria set out in Rule 3.13 of the Listing Rules, and considers that Mr. Lui Tin Nang remains independent. Having assessed the independence of Mr. Lui Tin Nang, the nomination committee of the Company is satisfied that he has the

## LETTER FROM THE BOARD

required character, integrity and experience to continue to fulfil his role as an independent non-executive Director effectively and could continue to bring in objective insights and independent judgment to the Board as well as the Board committees he currently serves on.

The Board considers that with his past experience, in-depth understanding with the operations and business of the Group, the long service of Mr. Lui Tin Nang would not affect his exercise of independent judgment. The Board is of the view that Mr. Lui Tin Nang has been committed to devoting sufficient time and attention to perform his duties as independent non-executive Director over the years and that his wide breadth of professional experience and knowledge in his field has been and will continue to contribute greatly to the diversity of the Board. As such, the Board considers that the re-election of Mr. Lui Tin Nang as independent non-executive Director is in the best interest of the Company and the Shareholders as a whole.

### **ACTION TO BE TAKEN**

Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or adjournment thereof in person if you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

### **RECOMMENDATION**

The Directors believe that the proposed grant of the General Mandate and the Repurchase Mandate, the extension of the General Mandate, and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

### **GENERAL**

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM. Your attention is drawn to the information set out in the appendices to this circular.

Yours faithfully  
For and on behalf of the Board  
**Litu Holdings Limited**  
**Huang Wanru**  
*Chairman*



This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

## **1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES**

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,567,884,634 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are to be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 156,788,463 fully paid Shares.

## **3. REASONS FOR THE REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

## **4. FUNDING OF REPURCHASES**

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the memorandum and articles of association of the Company for such purpose.

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 December 2021, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

## 5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2021</b>		
April	0.440	0.375
May	0.510	0.425
June	0.530	0.380
July	0.415	0.350
August	0.405	0.320
September	0.370	0.330
October	0.370	0.330
November	0.350	0.315
December	0.365	0.310
<b>2022</b>		
January	0.410	0.310
February	0.365	0.310
March	0.365	0.305
April (up to the Latest Practicable Date)	0.315	0.255

## 6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM and exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Directors, Mr. Cai Xiao Ming, David and Ms. Li Li. are entitled to exercise and/or control the exercise of 57.50% and 15.98% of the voting rights in the general meetings of the Company respectively. In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the voting rights of Mr. Cai Xiao Ming, David and Ms. Li Li in the Company would increase to approximately 63.88% and 17.76% respectively. Such increase will not give rise to an obligation on either of them to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code. The Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any purchase made under the Repurchase Mandate.

The Directors will not exercise the Repurchase Mandate to such an extent that would result in the amount of Shares held by the public being reduced to less than 25%.

#### **7. SHARES REPURCHASES MADE BY THE COMPANY**

Neither the Company nor any of its subsidiaries has repurchased any of the Company's listed securities during the six months immediately prior to the Latest Practicable Date.

The details of the Directors who will retire from office by rotation at the AGM and being eligible, would offer themselves for re-election at the AGM, are set out below:

**Mr. HUANG Wanru (黃萬如) — Executive Director**

Mr. Huang Wanru (“**Mr. Huang**”), aged 53, was appointed as a vice president of the Group in October 2011 and resumed the same position in March 2020 when he rejoined the Group after brief departure from the Group in June 2018 for other business engagements. With years of extensive working experience in the finance field, Mr. Huang has been responsible for the financial and management information system of the Group. Since he joined the Group in May 1998, he has been serving in various subsidiary companies of the Group in various roles such as cost accounting, finance manager and finance controller. Since March 2008, he has been appointed as the financial controller of the Group. Mr. Huang has been appointed as an executive Director and a member of the remuneration committee of the Company with effect from 31 March 2020. He was appointed as a member of the nomination committee of the Company with effect from 21 January 2022. He has been the chairman of the Company since 22 April 2022. He was also appointed as director of certain subsidiaries of the Group.

Mr. Huang has signed a letter of appointment with the Company for a term of 3 years, which may be terminated by serving 3 months’ notice in advance by either party. In accordance with the articles of association of the Company, Mr. Huang will be subject to re-election at the general meeting of the Company after his appointment. Pursuant to the terms of his service contract with the Group, Mr. Huang will receive an emolument of RMB591,500 per year. Mr. Huang may also be entitled to receive any discretionary bonus from the Company each year. The terms of his emolument have been reviewed and recommended by the remuneration committee of Company Board with reference to the prevailing market rate and his duties and responsibilities in the Group, and which terms were approved by the Board.

As at the Latest Practicable Date, Mr. Huang has personal interest in 1,735,204 Shares, representing 0.11% of the issued share capital of the Company as at the Latest Practicable Date. Save as disclosed above, Mr. Huang (i) has not held other positions in the Group; (ii) does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) has not held any other directorships in listed public companies in the past three years; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Huang that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Huang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. JIANG Xiang Yu (蔣祥瑜) — Executive Director**

Mr. Jiang Xiang Yu (“**Mr. Jiang**”), aged 66, was appointed as a vice president of the Group in September 2011. Since he joined the Group in June 1999, he has been serving in various subsidiary companies of the Group as general manager and has over 20 years of experience in the cigarette package industry. Mr. Jiang has been appointed as an executive Director with effect from 16 July 2021 and he was also appointed as director of certain subsidiaries of the Group.

Mr. Jiang has signed a letter of appointment with the Company for a term of 3 years, which may be terminated by serving 3 months’ notice in advance by either party. In accordance with the articles of association of the Company, Mr. Jiang will be subject to re-election at the general meeting of the Company after his appointment. Mr. Jiang will not receive any director’s fee for his appointment as an executive Director but may be entitled to receive discretionary bonuses (if any, as determined by the Board at its discretion). For his other roles in the Group, he is entitled to receive an emolument of HK\$664,910 per annum and any discretionary bonus to be determined by the board of directors of the subsidiary in its absolute discretion. The terms of his emolument have been reviewed and recommended by the remuneration committee of the Company with reference to the prevailing market rate and his duties and responsibilities in the Group, and which terms were approved by the Board.

As at the Latest Practicable Date, Mr. Jiang interested in 2,000,000 Shares, representing 0.13% of the issued share capital of the Company as at the Latest Practicable Date. Save as disclosed above, Mr. Jiang (i) has not held other positions in the Group; (ii) does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) has not held any other directorships in listed public companies in the past three years; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Jiang that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Jiang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. LUI Tin Nang (呂天能) — Independent Non-executive Director**

Mr. LUI Tin Nang (“**Mr. Lui**”), aged 64, was appointed as an Independent Non-executive director on 4 March 2009. Mr. Lui is the chairman of the Audit Committee and a member of the remuneration committee and the nomination committee of the Company. Mr. Lui has a Bachelor degree in science from the University of Leeds, a Master degree in Business Administration from the University of Bradford in United Kingdom and a Postgraduate diploma in insolvency from HKICPA. He is a fellow member of the HKICPA (Practicing), The Institute of Chartered Accountants in England & Wales, the Taxation Institute of Hong Kong, and The Society of Chinese Accountants and Auditors. He is also a member of The Chartered Institute of Management Accountant, Institute of Certified Public Accountants in Australia and the Certified Tax Adviser. He has years of experience in accounting, auditing, taxation, corporate finance and business advisory.

Mr. Lui has renewed his appointment for a fixed term of three years commencing from 30 March 2021 and his annual director's fee is HK\$145,000 which was determined by the Company with reference to the duties and level of responsibilities and the remuneration policy of the Company and the then prevailing market conditions.

Mr. Lui was previously an independent non-executive director of China Regenerative Medicine International Limited (formerly known as China Bio-Med Regeneration Technology Limited) (stock code: 8158), and Zhonghua Gas Holdings Limited (formerly known as Northern New Energy Holdings Limited) (stock code: 8246), the shares of which are listed on the Stock Exchange.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lui has not held other positions in the Group. Mr. Lui does not have any relationship with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) and did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years prior to the Latest Practicable Date. Mr. Lui does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Lui, in his role as a former director of China Regenerative Medicine International Limited, was publicly censured by the Stock Exchange on 15 July 2019 for certain breaches of the Rules Governing the Listing of Securities on GEM of the Stock Exchange and his obligations under the Declaration and Undertaking given by him to the Stock Exchange. He was also reprimanded by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") on 2 November 2020 for failure to comply with the Accountant's Report Rules (Cap. 159A of the Laws of Hong Kong) and HKICPA's Practice Note 840 (Revised) in relation to the issuance of an accountant's report for a solicitor's firm by Mr. Lui. Details of the above are set out in the announcements of the Company dated 9 August 2019 and 21 April 2021.

Save as disclosed above and in the announcements of the Company dated 9 August 2019 and 21 April 2021, there are no other matters concerning Mr. Lui that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Lui that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

## NOTICE OF AGM

# LITU HOLDINGS LIMITED

## 力圖控股有限公司

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1008)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Litu Holdings Limited (the “**Company**”) will be held at 3/F, 38 On Lok Mun Street, On Lok Tsuen, Fanling, New Territories, Hong Kong on Friday, 10 June 2022 at 11:00 a.m. to transact the following ordinary business:

1. to receive and consider the audited consolidated financial statements and reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2021;
2. (a) to re-elect Mr. Huang Wanru as executive Director;  
(b) to re-elect Mr. Jiang Xiang Yu as executive Director;  
(c) to re-elect Mr. Lui Tin Nang as independent non-executive Director; and  
(d) to authorise the board of Directors to fix the Directors’ remuneration;
3. to re-appoint auditors and to authorise the board of Directors to fix their remuneration;

and, as special business and, if thought fit, passing the following resolutions as ordinary resolutions:

4. “**THAT:**
  - (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), 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 unissued Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
  - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a)

## NOTICE OF AGM

above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements 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 in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date 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 the articles of association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for 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 Shares (subject to such exclusion 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) the exercise by the Directors during the Relevant Period of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;



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- (b) the aggregate nominal amount of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
  - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date 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 the articles of association of the Company or any applicable law of the Cayman Islands to be held; and
    - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.”
6. “**THAT** subject to the ordinary resolutions nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 4 above be and is hereby extended by the addition thereon of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this resolution, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued Shares on the date of the passing of resolution no. 5.

By order of the Board  
**Litu Holdings Limited**  
**Huang Wanru**  
*Chairman*

Hong Kong, 29 April 2022

*Registered office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*  
3/F, 38 On Lok Mun Street  
On Lok Tsuen, Fanling  
New Territories  
Hong Kong

## NOTICE OF AGM

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. For ascertaining shareholders' entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from 6 June 2022 to 10 June 2022 (both days inclusive) during which period no transfers of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, all transfer shares of the Company accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 3 June 2022.
4. In relation to proposed resolutions nos. 4 and 6 above, approvals are being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Listing Rules. The Directors have no immediate plans to issue any Shares other than the Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be approved by shareholders of the Company.
5. In relation to proposed resolution no. 5 above, the Directors wish to state that they shall exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular of the Company dated 29 April 2021.

*As at the date of this notice, the Board comprises two executive Directors, namely, Mr. Huang Wanru (Chairman) and Mr. Jiang Xiang Yu, one non-executive Director, namely, Ms. Li Li, and three independent non-executive Directors, namely, Mr. Lui Tin Nang, Mr. Lam Ying Hung, Andy and Mr. Siu Man Ho, Simon.*