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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

**If you have sold or transferred** all your shares in Lam Soon (Hong Kong) Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



## LAM SOON (HONG KONG) LIMITED

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 411)**

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

A letter from the Board is set out on pages 4 to 7 of this circular. A notice convening the annual general meeting of Lam Soon (Hong Kong) Limited to be held at 3rd Floor, Lam Soon Building, 21 Dai Fu Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Thursday, 10 November 2022 at 12:00 noon is set out on pages 14 to 18 of this circular. Whether or not you are able to attend the annual general meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event no later than 48 hours before the time appointed for holding the meeting or the adjourned meeting as the case may be. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

#### **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

Please see page 3 of this circular for precautionary measures being taken to prevent and control the spread of 2019 Coronavirus disease (“COVID-19”) at the AGM, including, without limitation:

- compulsory temperature check and health declaration;
- compulsory wearing of surgical face masks at all times on Company premises;
- no corporate gifts will be distributed and no refreshments will be served at the AGM; and
- other practical precautions which may include maintaining appropriate distancing and spacing at the venue, limiting the number of attendees at the AGM as may be necessary to avoid over-crowding.

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. **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 attend the AGM in person.**

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## DEFINITIONS

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

|                           |   |
|---------------------------|---|
| “AGM”                     | the annual general meeting of the Company to be held on Thursday, 10 November 2022 at 12:00 noon  |
| “Articles of Association” | the articles of association of the Company  |
| “Board”                   | the board of Directors  |
| “Companies Ordinance”     | the Companies Ordinance, Chapter 622 of the Laws of Hong Kong   |
| “Company”                 | Lam Soon (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange                |
| “COVID-19”                | 2019 Coronavirus Disease  |
| “Director(s)”             | the director(s) of the Company  |
| “Group”                   | the Company and its subsidiaries  |
| “Hong Kong”               | the Hong Kong Special Administrative Region of the People’s Republic of China   |
| “HK\$”                    | Hong Kong dollars, the lawful currency of Hong Kong   |
| “Latest Practicable Date” | 30 September 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular |
| “Listing Rules”           | the Rules Governing the Listing of Securities on the Stock Exchange   |
| “SFO”                     | Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong  |
| “Share(s)”                | ordinary share(s) of the Company  |
| “Shareholder(s)”          | holder(s) of Share(s)   |
| “Stock Exchange”          | The Stock Exchange of Hong Kong Limited   |

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## DEFINITIONS

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“Takeovers Code” the Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission

“%” per cent.

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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In view of the ongoing COVID-19 epidemic and requirements for prevention and control of its spread, the Company may, depending on the development with regard to COVID-19, implement necessary preventive measures at the AGM to protect attending Shareholders, proxy and other attendees from the risk of infection, including, without limitation:

- (i) Compulsory body temperature check and disinfection arrangement will be conducted on every Shareholder, proxy and other attendees at the entrance of the AGM venue. Any person with a body temperature of above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms, may be denied entry into the AGM venue.
- (ii) Each attendee will be required to complete and submit at the entrance of the AGM venue a health declaration form. Any attendee who does not comply with this requirement may be denied entry into the AGM venue.
- (iii) Attendees are required to prepare his/her own surgical face masks and wear the same inside the AGM venue and throughout the meeting at all times.
- (iv) Any person who is subject to health quarantine order will be denied entry into the AGM venue.
- (v) No corporate gifts will be distributed and no refreshments will be served at the AGM.
- (vi) Other practical precautions which may include maintaining appropriate distancing and spacing at the AGM venue, limiting the number of attendees at the AGM as may be necessary to avoid over-crowding. The Company may implement further changes and precautionary measures as appropriate.

In the interest of all attendees' health and safety, the Company wishes to advise all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, Shareholders may complete the proxy form and appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

Subject to the development of COVID-19, the Company may implement further precautionary measures and may issue further announcement on such measures as appropriate.

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## LETTER FROM THE BOARD

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# LAM SOON (HONG KONG) LIMITED

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 411)**

*Directors:*

Kwek Leng Hai (*Chairman*)\*  
Wong Cho Fai (*Group Managing Director*)  
Chew Seong Aun\*  
Whang Sun Tze, *Ph.D.*\*  
Lo Kai Yiu, Anthony\*\*  
Huang Lester Garson, *SBS, JP*\*\*  
Ho Yuk Wai, Joan\*\*

*Registered Office:*

21 Dai Fu Street  
Tai Po Industrial Estate  
Tai Po  
New Territories  
Hong Kong

\* *Non-Executive Director*

\*\* *Independent Non-Executive Director*

7 October 2022

*To the Shareholders*

Dear Sir or Madam,

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

#### **INTRODUCTION**

The purpose of this circular is to provide you with information in respect of resolutions to be proposed at the AGM for, (i) granting of general mandates to the Directors to issue and buy-back Shares and the extension of the general mandate to issue Shares by the amount of Shares bought back by the Company pursuant to the general mandate to buy back Shares; and (ii) re-election of Directors and other relevant information regarding the AGM.

#### **GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES**

At the annual general meeting of the Company held on 10 November 2021, general mandates were given to the Directors, (i) to buy back Shares not exceeding 10% of the total number of the shares of the Company in issue as at 10 November 2021; and (ii) to allot, issue and deal with Shares not exceeding the aggregate of 20% of the total number of the shares of the Company in issue as at 10 November 2021 and those Shares not exceeding 10% of the total number of the shares of the Company in issue as at 10 November 2021 bought back by the Company (collectively referred to as “Existing General Mandates”).

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## LETTER FROM THE BOARD

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In accordance with the provisions of the Listing Rules and the terms of the Existing General Mandates, the Existing General Mandates shall lapse at the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; and (iii) the date upon which the authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

Ordinary resolutions relating to the new general mandates (i) to issue Shares not exceeding 20% of the total number of Shares in issue as at the date of the passing of the resolution; (ii) to buy-back Shares not exceeding 10% of the total number of Shares in issue as at the date of the passing of the resolution; and (iii) of extension of the general mandate to issue Shares by the number of Shares bought back by the Company pursuant to the general mandate to buy-back Shares will be proposed at the AGM.

As at the Latest Practicable Date, the total number of issued Shares comprised 243,354,165 Shares. Assuming there is no change in the total number of issued Shares during the period from the Latest Practicable Date to the date of AGM, the maximum number of Shares which may be issued pursuant to the new general mandate will not exceed 48,670,833 Shares (being 20% of the total number of Shares in issue as at the date of the passing of the resolution), not taking into account any additional new Shares which may be issued pursuant to the mandate extended to issue Shares by the number of Shares bought back by the Company pursuant to the general mandate to buy-back Shares. With reference to the proposed ordinary resolutions relating to new general mandates, the Directors wish to state that, as at the date hereof, they have no immediate plans to buy back any existing Shares or to issue any new Shares pursuant to the relevant mandates.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed general mandate to buy-back Shares is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

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

In accordance with Article 84 of the Articles of Association and Code B.2.2 of the Corporate Governance Code of the Company, Mr. WONG Cho Fai (Group Managing Director), Dr. WHANG Sun Tze (Non-executive Director) and Ms. HO Yuk Wai, Joan (Independent Non-executive Director) shall retire from office by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

Ms. HO Yuk Wai, Joan, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Brief biographical details of the retiring Directors proposed for re-election at the AGM are set out in Appendix II to this circular pursuant to the Listing Rules.

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## LETTER FROM THE BOARD

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The Board Nomination Committee of the Company reviewed the length of services, education background, qualification, skill, experience, number of other directorships, profile, meeting attendance, participation in the affairs of the Company (where applicable) of Mr. WONG Cho Fai, Dr. WHANG Sun Tze and Ms. HO Yuk Wai, Joan and the confirmation of independence of Ms. HO Yuk Wai, Joan and concluded that they are suitable to stand for re-election as Directors. Accordingly, the Board recommended their re-election at the AGM.

### ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 14 to 18 of this circular. There is no Shareholder that is materially interested in the proposed resolutions to be considered at the AGM and therefore none of the Shareholders is required to abstain from voting in respect of such resolutions.

A form of proxy for use at the AGM is enclosed. Shareholders are requested to complete the form of proxy and return it to the Company's Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon and in any event, not less than 48 hours before the time fixed for holding the AGM. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM (or any adjournment thereof) should they so wish.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at general meetings must be taken by poll. The chairman of the AGM will therefore put each of the resolutions to be proposed at the AGM to be voted by way of a poll pursuant to the Articles of Association. Where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The results of poll will be published on the websites of the Stock Exchange and of the Company after the conclusion of the AGM in the manner prescribed under Rule 13.39(5) and 13.39 (5A) of the Listing Rules.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.



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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors believe that the granting of the general mandates to issue and buy-back Shares and the re-election of the Directors are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all relevant resolutions set out in the notice of the AGM on pages 14 to 18 of this circular.

Your attention is drawn to the information set out in Appendices I and II to this circular.

Yours faithfully,  
By Order of the Board  
**Kwek Leng Hai**  
*Chairman*

**GENERAL MANDATE TO BUY-BACK SHARES**

At the AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate (the “Buy-back Mandate”) to exercise all the powers of the Company to buy back on the Stock Exchange the issued and fully paid Shares. Under the Buy-back Mandate, the number of Shares that the Company may buy back shall not exceed 10% of the aggregate number of shares of the Company in issue on the date of passing the said resolution.

Shareholders should note that the Buy-back Mandate covers buy-backs made only during the period ending on the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws; or (iii) the date upon which such authority is revoked or varied.

As at the Latest Practicable Date, 243,354,165 Shares were in issue and fully paid. Assuming that there are no changes (from the Latest Practicable Date to the date of the AGM) in the total number of issued Shares, the maximum number of Shares that may be bought back by the Company pursuant to the Buy-back Mandate will be 24,335,416.

**DIRECTORS AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of their close associates (as defined under the Listing Rules) has a present intention, in the event that the Buy-back Mandate is approved by the Shareholders, to sell any Shares to the Company.

No persons who are core connected persons (the directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or their close associates (as defined in the Listing Rules)) have notified the Company that they have a present intention to sell any Shares to the Company or have undertaken not to sell any of the Shares held by them to the Company, in the event that the Company is authorised to make buy-backs of Shares, on the Stock Exchange.

**DIRECTORS’ UNDERTAKING**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules, the Companies Ordinance and all other applicable laws of Hong Kong and in accordance with the regulations set out in the Articles of Association.

## **EFFECT OF THE TAKEOVERS CODE**

If on the exercise of the power of buy-back Shares pursuant to the Buy-back Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights and may give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, GuoLine International Limited ("GuoLine"), a wholly-owned subsidiary of GuoLine Capital Assets Limited, the ultimate holding company of the Company, held a beneficial interest of 140,008,659 Shares, representing approximately 57.53% of the total number of issued Shares.

In the event of the Directors exercise the powers to buy back Shares in full pursuant to the Buy-back Mandate, assuming that no Share is sold by GuoLine, the shareholding of GuoLine in the Company would be increased to approximately 63.93%. The Directors are not aware of any general offer obligation which will arise under Rule 26 of the Takeovers Code as a result of any buy-backs made under the Buy-back Mandate.

## **PUBLIC FLOAT**

The Directors do not have a present intention to exercise the Buy-back Mandate to such extent, causing the public float of the Shares to fall below 25%.

## **LISTING RULES REQUIREMENTS FOR BUY-BACK OF SHARES**

### **Shareholders' Approval**

The Listing Rules provide that all securities buy-back on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific resolution in relation to specific transaction.

### **Reasons for Buy-back**

The Directors consider that the Buy-back Mandate will provide the Company with the flexibility to make such buy-backs when appropriate and beneficial to the Company and its shareholders. Such buy-backs may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share.

### **Source of Funds**

Buy-backs must be made from internal resources, borrowings and/or other funds legally available for such purposes in accordance with the Articles of Association and the laws of Hong Kong.

**Material Adverse Impact**

On the basis of the consolidated financial position of the Company as at 30 June 2022 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position and gearing ratio of the Company and the number of Shares in issue, the Directors consider that there will not be a material impact on the working capital or the gearing position of the Company in the event that the proposed purchases were to be carried out in full at any time during the proposed buy-back period. No buy-back would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company (as compared with the position disclosed in the latest published audited financial statements) unless the Directors consider that such buy-backs were in the best interests of the Company.

**SHARE BUY-BACK MADE BY THE COMPANY**

The Company has not bought back any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

**GENERAL**

During each of the twelve months preceding the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

|   | <b>Price per Share</b>          |                                |
|---|---------------------------------|--------------------------------|
|   | <b>Highest</b><br><i>(HK\$)</i> | <b>Lowest</b><br><i>(HK\$)</i> |
| <b>2021</b>                                   |                                 |                                |
| September                                     | 15.20                           | 14.80                          |
| October                                       | 15.60                           | 15.10                          |
| November                                      | 16.20                           | 15.40                          |
| December                                      | 15.60                           | 14.92                          |
| <b>2022</b>                                   |                                 |                                |
| January                                       | 15.38                           | 14.82                          |
| February                                      | 15.50                           | 14.00                          |
| March   | 14.50                           | 12.80                          |
| April   | 14.00                           | 11.50                          |
| May   | 12.80                           | 11.80                          |
| June  | 12.20                           | 11.20                          |
| July  | 11.42                           | 9.41                           |
| August  | 10.00                           | 9.20                           |
| September (up to the Latest Practicable Date) | 10.30                           | 9.70                           |

*The following are the particulars of the directors who will retire and be eligible for re-election at the AGM:*

1. **Mr. WONG Cho Fai** (“Mr Wong”), aged 55, Group Managing Director and Executive Director of the Company since appointment to the Board in July 2020.

Mr. Wong holds a bachelor’s degree in Social Science and a master’s degree in Business Administration from The Chinese University of Hong Kong. He also completed the General Management Program in Harvard Business School.

Mr. Wong has more than 30 years of experiences in fast moving consumer goods in USA, Asia and particularly China. Mr. Wong has worked in several multinational Fortune 500 corporations, including Campbell Soup, S.C. Johnson, Coca Cola and Colgate Palmolive. Prior to joining the Company, Mr. Wong served as the President of Campbell Soup Greater China and the Managing Director of S.C. Johnson Greater China.

Save as disclosed above, he did not hold any directorship in other listed public companies in the last three years prior to the Latest Practicable Date. Mr. Wong does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wong was interested in 2,500,000 underlying shares in respect of the share options under the share option scheme of the Company within the meaning of Part XV of the SFO. Mr. Wong has entered into a service agreement with the Company under which he is entitled to an emolument of approximately HK\$6.5 million per annum inclusive of basic salary, year-end bonus and pension contributions. He is also eligible to a performance related discretionary bonus. Mr. Wong is not appointed for a specific term but his directorate is subject to retirement by rotation and re-election at the AGM pursuant to the Articles of Association.

Save as disclosed above, there is no other matter concerning Mr. Wong that needs to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

2. **Dr. WHANG Sun Tze** (“Dr. Whang”), aged 78, Non-executive Director of the Company since appointment to the Board in 1984.

Dr. Whang holds a Doctorate Degree in Chemical Engineering. He is the brother-in-law of Mr. Kwek Leng Hai, the chairman and a Non-Executive Director of the Company.

Save as disclosed above, he did not hold any directorship in other listed public companies in the last three years prior to the Latest Practicable Date. Save as aforesaid, Dr. Whang does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Dr. Whang was interested in 27,543,069 Shares within the meaning of Part XV of the SFO. There is no service contract being executed between Dr. Whang and the Company. Dr. Whang is not appointed for a specific term but is subject to retirement by rotation and re-election at the AGM pursuant to the Articles of Association. For the year ended 30 June 2022, he is entitled to a Director’s fee of HK\$240,000 subject to Shareholders’ approval at the AGM.

Save as disclosed above, there is no other matter concerning Dr. Whang that needs to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

3. **Ms. HO Yuk Wai, Joan** (“Ms. Ho”), aged 57, Independent Non-executive Director of the Company since appointment to the Board in November 2019. She is a member of both the Board Audit and Risk Management Committee and the Board Nomination Committee of the Company.

Ms. Ho is a member of the Hong Kong Institute of Certified Public Accountants and a member of the Chartered Professional Accountants of Canada. She is also a Chartered Financial Analyst and a member of the CFA Institute. Ms. Ho graduated from Queen’s University, Canada with a bachelor’s degree (with honours) in Commerce.

Ms. Ho has over 30 years of experience in auditing and advisory services. She was an audit partner of KPMG China financial services group between 2000 and 2015 and was also in charge of the firm’s internal audit, risk and compliance services for financial institutions and the accounting advisory services. Ms. Ho has extensive experience in capital market transactions and conducting operational reviews of banks in Hong Kong and the People’s Republic of China.

Ms. Ho also serves as a member for a number of regulatory review tribunals and disciplinary panels.

Save as disclosed above, she did not hold any directorship in other listed public companies in the last three years prior to the Latest Practicable Date. Ms. Ho does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Ho did not have any interest in Shares within the meaning of Part XV of the SFO. There is no service contract being executed between Ms. Ho and the Company. Ms. Ho is not appointed for a specific term but is subject to retirement by rotation and re-election at the AGM pursuant to the Articles of Association. For the year ended 30 June 2022, she is entitled to a Director’s fee of HK\$340,000 subject to Shareholders’ approval at the AGM.

Save as disclosed above, there is no other matter concerning Ms. Ho that needs to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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# LAM SOON (HONG KONG) LIMITED

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 411)**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of Lam Soon (Hong Kong) Limited (the “Company”) will be held at 3rd Floor, Lam Soon Building, 21 Dai Fu Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Thursday, 10 November 2022 at 12:00 noon, for the following purposes:

### **As Ordinary Business:**

1. To lay before the meeting the audited Financial Statements together with the Report of the Directors and the Independent Auditor’s Report for the year ended 30 June 2022.
2. To declare a final dividend. (Resolution 1)
3. To fix the fees of the Directors for the year ended 30 June 2022. (Resolution 2)
4. (A) To re-elect Mr. Wong Cho Fai as a Director. (Resolution 3)  
(B) To re-elect Dr. Whang Sun Tze as a Director. (Resolution 4)  
(C) To re-elect Ms. Ho Yuk Wai, Joan as an Independent Non-executive Director. (Resolution 5)
5. To re-appoint KPMG as auditor of the Company and to authorise the Board of Directors to fix their remuneration. (Resolution 6)

### **As Special Business:**

6. To consider and, if thought fit, pass with or without amendments, the following as ordinary resolutions:

#### **Ordinary Resolutions**

- A. **“THAT:** (Resolution 7)
  - (a) subject to paragraph (b), the exercise by the Directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to buy back shares in the capital of the Company on The Stock Exchange of Hong Kong Limited, subject to and in accordance with all applicable laws of the Hong Kong Special Administrative Region and the Articles of Association of the Company, be and is hereby generally and unconditionally approved;



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## NOTICE OF ANNUAL GENERAL MEETING

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(b) the aggregate number of shares of the Company to be bought back by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10% of the aggregate number of the shares of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution:

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

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

(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 to be held; and

(iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution in general meeting.”

**B. “THAT:**

(Resolution 8)

(a) subject to paragraph (b), pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all other applicable laws, the exercise by the Directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and deal with additional shares of the Company or securities convertible into such share or warrants or similar rights to subscribe for any shares in the Company and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period (as defined hereinafter) be and is hereby generally and unconditionally approved;

(b) the aggregate number of the shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:

(i) a Rights Issue (as defined hereinafter);

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or securities which are convertible into shares of the Company;
- (iii) the exercise of any option or subscription rights under the Company's share option schemes or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or
- (iv) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company,

shall not exceed 20% of the aggregate number of the shares of the Company in issue on the date of the passing of this resolution and the said approval shall be limited accordingly; and

- (c) For the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (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 laws to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company 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 outside Hong Kong).”

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## NOTICE OF ANNUAL GENERAL MEETING

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- C. “**THAT** conditional upon the passing of the resolution nos. 7 and 8 set out in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or deal with additional shares pursuant to resolution no. 8 set out in the notice convening this meeting be and is hereby extended by the addition thereto of the aggregate number of the shares of the Company bought back by the Company under the authority granted pursuant to resolution no. 7 set out in the notice convening this meeting, provided that such number shall not exceed 10% of the total number of the shares of the Company in issue at the date of passing of this resolution.” (Resolution 9)

By Order of the Board  
**Cheng Man Ying**  
*Company Secretary*

Hong Kong, 7 October 2022

*Notes:*

- (1) A shareholder entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy does not need to be a shareholder of the Company.
- (2) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a copy of such authority notarially certified, must be deposited at the Company's Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited (“Computershare”) at 17M 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 adjourned meeting, as the case may be. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the meeting if the shareholder so wishes.
- (3) The Register of Members of the Company will be closed from Monday, 7 November 2022 to Thursday, 10 November 2022 (both days inclusive) during which period no transfer of shares will be registered. In order for the shareholders to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with Computershare at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 4 November 2022 for registration.  
  
The Register of Members of the Company will also be closed from Thursday, 17 November 2022 to Friday, 18 November 2022 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for the final dividend, subject to Shareholders' approval at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with Computershare, not later than 4:30 p.m. on Wednesday, 16 November 2022 for registration.
- (4) If typhoon signal no. 8 or above, or a “black” rainstorm warning signal is in force or at any time after 7:00 a.m. on the meeting date, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.lamsoon.com](http://www.lamsoon.com)) to notify shareholders of the date, time and place of the rescheduled meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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(5) In view of the ongoing COVID-19 epidemic and requirements for prevention and control of its spread, the Company may, depending on the development with regard to COVID-19, implement necessary preventive measures at the AGM to protect attending Shareholders, proxy and other attendees from the risk of infection, including, without limitation:

- compulsory temperature check and health declaration;
- compulsory wearing of surgical face masks at all times on Company's premises;
- no corporate gifts will be distributed and no refreshments will be served at the AGM; and
- other practical precautions which may include maintaining appropriate distancing and spacing at the venue, limiting the number of attendees at the AGM as may be necessary to avoid over-crowding.

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. **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 attend the AGM in person.**