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LAI SUN DEVELOPMENT

Lai Sun Development Company Limited
(Incorporated in Hong Kong with limited liability)

(Stock Code: 488)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a general meeting (“**General Meeting**”) of the members (“**Members**”) of Lai Sun Development Company Limited (“**Company**”) will be held at Grand Ballrooms 1 and 2, Level B, Hong Kong Ocean Park Marriott Hotel, 180 Wong Chuk Hang Road, Aberdeen, Hong Kong on Tuesday, 15 November 2022 at 8:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the entering into of the LSD-eSun Framework Agreement (as defined in the circular of the Company dated 28 October 2022 (the “**Circular**”), a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose) by the Company (as lender) for an initial term of three years commencing from 1 January 2023 and expiring on 31 December 2025 be and is hereby approved, confirmed and ratified in all respects;
- (b) the LSD-eSun Loan Transactions (as defined in the Circular) contemplated under the LSD-eSun Framework Agreement be and are hereby approved, confirmed and ratified;
- (c) the LSD-eSun Annual Caps (as defined in the Circular) be and are hereby approved and confirmed; and
- (d) any director of the Company be and is hereby authorised to do all things and acts, enter into all transactions, arrangements and agreements, and sign and execute all documents (under hand or under the common seal of the Company) which he/she may in his/her absolute discretion, consider desirable or expedient to implement and/or to give effect to the LSD-eSun Framework Agreement and the LSD-eSun Loan Transactions contemplated thereunder.”

2. “**THAT**

- (a) the entering into of the LSD-LF Framework Agreement (as defined in the Circular, a copy of which is tabled at the meeting and marked “B” and initialled by the chairman of the meeting for identification purpose) by the Company (as lender) for an initial term of three years commencing from 1 January 2023 and expiring on 31 December 2025 be and is hereby approved, confirmed and ratified in all respects;
- (b) the LSD-LF Loan Transactions (as defined in the Circular) contemplated under the LSD-LF Framework Agreement be and are hereby approved, confirmed and ratified;
- (c) the LSD-LF Annual Caps (as defined in the Circular) be and are hereby approved and confirmed; and
- (d) any director of the Company be and is hereby authorised to do all things and acts, enter into all transactions, arrangements and agreements, and sign and execute all documents (under hand or under the common seal of the Company) which he/she may in his/her absolute discretion, consider desirable or expedient to implement and/or to give effect to the LSD-LF Framework Agreement and the LSD-LF Loan Transactions contemplated thereunder.”

By order of the Board
Lai Sun Development Company Limited
Chow Kwok Wor
Company Secretary

Hong Kong, 28 October 2022

Registered Office:

11th Floor
Lai Sun Commercial Centre
680 Cheung Sha Wan Road
Kowloon, Hong Kong

Notes:

1. *A Member entitled to attend and vote at the General Meeting convened by the above notice (“**Notice**”) or its adjourned meeting (as the case may be) is entitled to appoint one (or if he/she/it holds two or more shares in the share capital of the Company (“**Shares**”), more than one) proxy to attend and to speak at the General Meeting and, on a poll, vote on his/her/its behalf in accordance with the articles of association of the Company. A proxy need not be a Member.*
2. *A form of proxy for use at the General Meeting is available at the respective websites of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and the Company.*
3. *To be valid, a form of proxy, duly signed and completed 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’s share registrar, Tricor Tengis Limited (“**Registrar**”), at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the General Meeting or its adjourned meeting (as the case may be) and in default, the form of proxy will not be treated as valid. Completion and return of the form of proxy shall not preclude Members from attending in person and voting at the General Meeting or at its adjourned meeting (as the case may be) should they so wish. In such case, the said form(s) of proxy shall be deemed to be revoked.*

The contact phone number of the Registrar is (852) 2980 1333.

4. *To ascertain the entitlements to attend and vote at the General Meeting, Members must lodge the relevant transfer document(s) and share certificate(s) at the office of the Registrar not later than 4:30 p.m. on Wednesday, 9 November 2022 for registration.*
5. *Where there are joint registered holders of any Share, any one of such joint holders may attend and vote at the General Meeting or its adjourned meeting (as the case may be), either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto; but if more than one of such joint holders are present at the General Meeting or its adjourned meeting (as the case may be) personally or by proxy, that one of such holders so present whose name stands first in the Register of Members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.*
6. *In compliance with Rule 13.39(4) of the Rules Governing in the Listing of Securities on the Stock Exchange, voting on all the resolutions proposed in this Notice shall be decided by way of poll at the General Meeting.*
7. *If a tropical cyclone warning signal No. 8 or above is hoisted or a black rainstorm warning signal is in force at any time after 7:00 a.m. on the date of the General Meeting, the General Meeting will be postponed and Members will be informed of the date, time and venue of the postponed General Meeting by a supplementary notice, posted on the respective websites of the Company and the Stock Exchange.*

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before 7:00 a.m. on the date of the General Meeting and where conditions permit, the General Meeting will be held as scheduled.

The General Meeting will be held as scheduled when an amber or red rainstorm warning signal is in force.

Members should decide on their own whether they would attend the General Meeting under a bad weather condition after considering their own situations and if they do so, they are advised to exercise care and caution.

8. *Members are advised to read the Circular which contains information concerning the resolutions to be proposed at the General Meeting.*
9. *In light of the epidemic situation of the novel coronavirus (COVID-19), certain measures will be implemented at the General Meeting or its adjourned meeting (as the case may be) with a view to addressing the risk to attendees of infection, including the following:*
 - (a) *all attendees will be required to undergo body temperature check;*
 - (b) *all attendees will be required to scan the “LeaveHomeSafe” venue QR code at the entrance of the venue of the General Meeting, and comply with the requirements of the Vaccine Pass Direction under the Prevention and Control of Disease (Vaccine Pass) Regulation (Chapter 599L of the Laws of Hong Kong);*
 - (c) *any attendees who are subject to health quarantine prescribed by the Government of the Hong Kong Special Administrative Region will not be admitted to the venue of the General Meeting;*
 - (d) *all attendees will be required to wear surgical face masks throughout the General Meeting;*
 - (e) *each attendee will be assigned a designated seat at the time of registration to ensure social distancing;*
 - (f) *any person who does not comply with the measures above may be denied entry into, or be required to leave, the venue of the General Meeting; and*
 - (g) *no refreshments or beverages will be provided, and there will be no corporate gifts.*
10. *The Company reminds Members that they should carefully consider the risks of attending the General Meeting, taking into account their own personal circumstances. The Company would like to remind Members that physical attendance in person at the General Meeting is not necessary for the purpose of exercising their voting rights and **strongly recommends that Members appoint the Chairman of the General Meeting as their proxy** and submit their form of proxy as early as possible. In light of the risks posed by the COVID-19 pandemic, the Company **strongly encourages Members NOT to attend the General Meeting in person.***
11. *The Company will keep the evolving COVID-19 situation under review and may implement additional measures (which it will announce closer to the date of the General Meeting).*

As at the date of this announcement, the Board comprises the following members:

Executive Directors: *Dr. Lam Kin Ngok, Peter (Chairman) and Messrs. Chew Fook Aun (Deputy Chairman), Lau Shu Yan, Julius (Chief Executive Officer), Lam Hau Yin, Lester (also alternate to Madam U Po Chu) and Lee Tze Yan, Ernest;*

Non-Executive Director: *Madam U Po Chu; and*

Independent Non-Executive Directors: *Messrs. Lam Bing Kwan, Leung Shu Yin, William and Ip Shu Kwan, Stephen.*