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

If you have sold or transferred all your shares in **Raymond Industrial 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 was effected for transmission to the purchaser or the transferee.

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PROPOSALS FOR GENERAL MANDATE TO ISSUE NEW SHARES, RE-ELECTION OF RETIRING DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

A notice of the annual general meeting (the “**AGM**”) of Raymond Industrial Limited (the “**Company**”) to be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong at 2:30 p.m. on 19 May 2023 (Friday) is set out on pages 10 to 13 of this circular.

A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the registered office of the Company at Rooms 1801-1813, 18th Floor, Grandtech Centre, 8 On Ping Street, Shatin, New Territories, as soon as possible but in any event not later than 48 hours before the time appointed for holding 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 any adjournment thereof should you so wish.

27 April 2023

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong at 2:30 p.m. on 19 May 2023 (Friday), the notice of which is set out on pages 10 to 13 of this circular
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“Company”	Raymond Industrial Limited, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	20 April 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“PRC”	The People’s Republic of China which, for the purpose of this circular, exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SFO”	the Securities and Future Ordinance (Cap. 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	the ordinary share(s) of the Company
“Share Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares up to 20% of the aggregate number of issued Shares of the Company as at the date of passing of the ordinary resolution in relation thereof
“Shareholders”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the same meaning ascribed to it under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



RAYMOND Industrial Ltd

利 民 實 業 有 限 公 司

(Incorporated in Hong Kong with limited liability)

(Stock code: 0229)

Executive Directors

Dr. WONG, Man Hin Raymond (*Chairman*)

Mr. WONG, Ying Man John

Mr. MOK, Kin Hing

Registered Office:

Rooms 1801-1813

18th Floor, Grandtech Centre

8 On Ping Street

Shatin, New Territories

Hong Kong

Non-executive Directors

Dr. WONG, Kin Lae Wilson

Mr. XIONG, Zhengfeng

Mr. WONG, Ying Kit David

Independent Non-executive Directors

Ms. LING, Kit Sum Imma

Mr. LO, Kwong Shun Wilson

Dr. KO, Siu Fung Stephen

27 April 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATE TO ISSUE NEW SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with (i) information in respect of the granting of the Share Issue Mandate; (ii) information in respect of the re-election of the retiring Directors; and (iii) the notice of the AGM, and to seek your approval of the resolutions relating to these matters at the AGM.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE NEW SHARES

At the annual general meeting of the Company held on 20 May 2022, a general mandate was given by the Company to the Directors to exercise the powers of the Company to allot, issue and deal with Shares of not exceeding 20% of the aggregate number of issued Shares of the Company as at the date of the passing of the resolution. Such general mandate will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant the Share Issue Mandate to the Directors in order to ensure flexibility to the Directors to issue new Shares. As at the Latest Practicable Date, a total of 501,324,860 Shares was in issue. Subject to the passing of the proposed ordinary resolution approving the Share Issue Mandate and on the basis that there are no further changes in the issued Shares of the Company from the Latest Practicable Date up to the date of convening the AGM, the Directors would be allowed under the Share Issue Mandate to issue a maximum of 100,264,972 Shares, representing 20% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM.

3. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were three executive Directors, namely Dr. WONG, Man Hin Raymond, Mr. WONG, John Ying Man and Mr. MOK, Kin Hing, three non-executive Directors, namely Dr. WONG, Kin Lae Wilson, Mr. XIONG, Zhengfeng and Mr. WONG, Ying Kit David, and three independent non-executive Directors, namely Ms. LING, Kit Sum Imma, Mr. LO, Kwong Shun Wilson and Dr. KO, Siu Fung Stephen.

In accordance with article 112 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being or if their number is not three or a multiple of three then the number nearest one-third shall retire from office. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree between themselves) be determined by lot. A retiring Director shall retain office until the close of the meeting at which he retires and shall then be eligible for re-election at that meeting.

Mr. MOK, Kin Hing, Mr. WONG, Ying Kit David and Ms. LING, Kit Sum Imma will retire from the Board by rotation at the forthcoming AGM. Mr. MOK, Kin Hing, Mr. WONG, Ying Kit David and Ms. LING, Kit Sum Imma shall be eligible and will offer themselves for re-election at the AGM.

The Nomination Committee has assessed and reviewed each of the independent non-executive Directors' annual written confirmation of independence based on the independence guidelines as set out in Rule 3.13 of the Listing Rules and confirmed that all independent non-executive Directors remain independent.

LETTER FROM THE BOARD

In addition, the Nomination Committee has also reviewed the structure, size and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills, knowledge and experience, time commitment and contribution of the Directors with reference to the nomination principles and criteria set out in the board diversity policy of the Company.

The Nomination Committee has recommended to the Board on re-election of all the retiring Directors. The Company considers that the retiring independent non-executive Director is independent, and that all the retiring Directors will continue to bring valuable perspectives, skill and experience to the Board for its efficient and effective functioning and diversity.

In this regard, the Board is satisfied that Mr. MOK, Kin Hing, Mr. WONG, Ying Kit David and Ms. LING, Kit Sum Imma are persons of integrity and stature and believes that their re-election will benefit the Board as well as the Company. The biographical details of the Directors proposed to be re-elected are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

4. THE AGM

A notice of the AGM to be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong at 2:30 p.m. on 19 May 2023 (Friday) is set out on pages 10 to 13 of this circular.

5. PROXY ARRANGEMENT

A form of proxy for use at the AGM is enclosed with this circular and has been posted on the websites of the Stock Exchange (www.hkex.com.hk) and the Company (www.raymondfinance.com) respectively. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the registered office of the Company at Rooms 1801-1813, 18th Floor, Grandtech Centre, 8 On Ping Street, Shatin, New Territories, Hong Kong as soon as possible but 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 any adjournment thereof should you so wish.

6. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by a poll. Therefore, all resolutions proposed at the AGM shall be voted by poll. The results of the poll will be published on the HKEx news website at www.hkexnews.hk and the Company's website at www.raymondfinance.com after the AGM as soon as possible.

LETTER FROM THE BOARD

7. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors individually and collectively accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this circular misleading.

8. RECOMMENDATION

The Directors consider that (i) the granting of the Share Issue Mandate and (ii) the re-election of the retiring Directors is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully
For and on behalf of the Board
Raymond Industrial Limited
WONG, Man Hin Raymond
Chairman

Pursuant to the Listing Rules, the details of the retiring Directors proposed for re-election at the AGM are provided as follows:

1. **Mr. MOK, Kin Hing** (“**Mr. Mok**”), aged 59, was alternate Director to Mr. Wong, Kin Lae Wilson, ex-Chairman and executive Director of the Company until 1 July 2008 when he was appointed as an executive Director with effect from 1 July 2008. Mr. Mok joined the Company as a production planning coordinator in 1990. He was appointed as a production manager in 1993 and general manager of Raymond (Panyu Nansha) Electrical Appliances Development Co. Ltd. in 1996. Mr. Mok is also a director of Raymond Electric (China) Limited, a subsidiary of the Company.

As at the Latest Practicable Date, Mr. Mok has personal interests in 2,825,000 Shares within the meaning of Part XV of the SFO.

There is no service contract between Mr. Mok and the Company. His directorship is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association of the Company. The director’s fee, salaries, commission/bonus and others (allowances and benefits) paid to Mr. Mok for the year ended 31 December 2022 were HK\$150,000, HK\$1,620,000, HK\$260,000 and HK\$653,843.71 respectively, which were determined with reference to market condition, his duties and responsibilities in the Group during the year.

Save as disclosed above, as at the Latest Practicable Date, Mr. Mok does not (i) hold any other position with the Company and other members of the Group or other major appointments and professional qualifications; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) have any relationship with any other Directors, senior management of the Company or substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interest in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Mok that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

2. **Mr. WONG, Ying Kit David** (“**Mr. David Wong**”), aged 59, was appointed a non-executive Director on 26 May 2014. Prior to his appointment as non-executive Director, he was an alternate Director of the late Dr. Wong, Kin Hang Philip (who was a non-executive Director) from 4 July 2008 to 26 May 2014. Mr. David Wong is a Registered Architect and Authorized Person in Hong Kong. He is also a member of the Hong Kong Institute of Architects. Mr. David Wong is the founder and executive director of Hong Kong Wine Vault.

Mr. David Wong is a cousin of Dr. Wong, Man Hin Raymond, the Chairman and an executive Director of the Company; a brother of Mr. Wong, Ying Man John, the Vice-Chairman and an executive Director of the Company and a nephew of Dr. Wong, Kin Lae Wilson, a non-executive Director of the Company.

As at the Latest Practicable Date, Mr. David Wong has personal interests in 1,350,000 Shares within the meaning of Part XV of the SFO.

There is no service contract between Mr. David Wong and the Company. His directorship is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association of the Company. The director’s fee will be paid to Mr. David Wong for the year ended 31 December 2022 were HK\$150,000, was determined with reference to market conditions, his duties and responsibilities in the Group during the year.

Save as disclosed above, as at the Latest Practicable Date, Mr. David Wong does not (i) hold any other position with the Company and other members of the Group or other major appointments and professional qualifications; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) have any relationship with any other Directors, senior management of the Company or substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interest in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, there are no other matters concerning the re-election of Mr. David Wong that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

3. **Ms. Ling, Kit Sum Imma (“Ms. Ling”)**, aged 68, was appointed as an independent non-executive Director on 1 June 2020. She is also the Chairlady of the audit committee of the Company, and a member of the remuneration committee and nomination committee of the Company. Ms. Ling is a Certified Public Accountant and a retired assurance partner of PricewaterhouseCoopers. She is also an independent non-executive director of Wise Ally International Holdings Limited (stock code: 9918), EVA Precision Industrial Holdings Limited (stock code: 0838), and Arta TechFin Corporation Limited (stock code: 0279), and was an independent non-executive director of Digital Hollywood Interactive Limited (stock code: 2022) from November 2017 to June 2021, all of which are listed on the Main Board of the Stock Exchange. Ms. Ling is a council member and the treasurer of The Education University of Hong Kong. She is also a council member of The Hong Kong Federation of Youth Groups and an executive committee member of the Hong Kong Youth Hostels Association. Ms. Ling was appointed as an independent manager of the incorporated management committee of Ng Yuk Secondary School, an aided school, in February 2023. She previously served as a member of the Appeal Board Panel (Town Planning) (2016-2022), the Hospital Governing Committee of the Hospital Authority (2015-2022), a board member of the Estate Agents Authority (2015-2021) and the Employees Compensation Assistance Fund Board (2006-2012). Ms. Ling is a member of Hong Kong Institute of Certified Public Accountants, Association of Chartered Certified Accountants, Chartered Professional Accountants of Canada, and Chartered Institute of Management Accountants. She is an accredited general mediator.

As at the Latest Practicable Date, Ms. Ling does not have any interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract between Ms. Ling and the Company. Her directorship is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association of the Company. The Director’s fee paid to Ms. Ling for year ended 31 December 2022 was HK\$210,000, the amount of which was determined with reference to market conditions, her duties and responsibilities in the Group during the year.

Save as disclosed above, as at the Latest Practicable Date, Ms. Ling does not (i) hold any other position with the Company and other members of the Group or other major appointments and professional qualifications; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) have any relationship with any other directors, senior management of the Company or substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interest in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, there are no other matters concerning the re-election of Ms. Ling that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF THE AGM



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of Raymond Industrial Limited (the “Company”) will be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong at 2:30 p.m. on 19 May 2023 (Friday) for the following purposes:

Ordinary Business

1. To receive and adopt the audited financial statements, report of the board (the “Board”) of directors (the “Directors”) of the Company and the independent auditors of the Company for the year ended 31 December 2022.
2. To declare a final dividend of 4 Hong Kong cents per ordinary share for the year ended 31 December 2022.
3.
 - (a) To re-elect Mr. MOK, Kin Hing as an executive Director;
 - (b) To re-elect Mr. WONG, Ying Kit David as a non-executive Director;
 - (c) To re-elect Ms. LING, Kit Sum Imma as an independent non-executive Director; and
 - (d) To authorise the Board of Directors to fix the remuneration of the Directors.
4. To re-appoint RSM Hong Kong as auditors of the Company and authorise the Board to fix their remuneration.

Special Business

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

5. “**THAT**
 - (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “Shares”) and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into the Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF THE AGM

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into the Shares) which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of issued Shares of the Company allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the subscription rights or conversion under the terms of any securities which are convertible into the Shares or warrants to subscribe for the Shares; (iii) any share option scheme or similar arrangement for the time being adopted for the grant to the Directors and employees of the Company and/or other eligible persons of the rights to acquire the Shares; or (iv) any scrip dividend on the Shares in accordance with the Articles of Association of the Company, shall not exceed 20% of the aggregate number of issued Shares of the company as at the date of the passing of this resolution; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier 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; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting;

and

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

By Order of the Board
Raymond Industrial Limited
WONG, Man Hin Raymond
Chairman

NOTICE OF THE AGM

Registered office and principal place of business:

Rooms 1801-1813, 18th Floor, Grandtech Centre
8 On Ping Street, Shatin
New Territories, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he was solely entitled thereto; but if more than one of such joint holders are present at the above meeting, the vote of the person, whether attending in person or by proxy, whose name stands first on the register of members of the Company in respect of such Share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
3. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the registered office of the Company at Rooms 1801- 1813, 18th Floor, Grandtech Centre, 8 On Ping Street, Shatin, New Territories, Hong Kong not less than 48 hours before the time appointed for the holding of the above meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude any member from attending and voting at the above meeting (or any adjournment thereof) in person.
4. The Register of Members of the Company will be closed for the following periods:—
 - (1) For the purpose of determining shareholders who are entitled to attend and vote at the forthcoming annual general meeting to be held on Friday, 19 May 2023 (the “**2023 AGM**”), the register of members of the Company will be closed from Monday, 15 May 2023 to Friday, 19 May 2023, both days inclusive. In order to be qualified for attending and voting at the 2023 AGM, all transfer documents, accompanied by the relevant share certificates, should be lodged for registration with the Company’s share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on Friday, 12 May 2023.
 - (2) For the purpose of determining shareholders who are qualified for the final dividend, the register of members of the Company will be closed from Thursday, 25 May 2023 to Tuesday, 30 May 2023, both days inclusive. In order to be qualified for the final dividend, all transfer documents, accompanied by the relevant share certificates, should be lodged for registration with the Company’s share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on Wednesday, 24 May 2023.
5. A circular containing, inter alia, details of the proposed general mandate to issue shares of the Company and information of the retiring Directors who are proposed to be re-elected at the 2023 AGM will be dispatched to the shareholders of the Company.

NOTICE OF THE AGM

As at the date hereof, the Board comprises the following Directors:

Executive Directors:

Dr. WONG, Man Hin Raymond

Mr. WONG, Ying Man John

Mr. MOK, Kin Hing

Non-executive Directors:

Dr. WONG, Kin Lae Wilson

Mr. XIONG, Zhengfeng

Mr. WONG, Ying Kit David

Independent Non-executive Directors:

Ms. LING, Kit Sum Imma

Mr. LO, Kwong Shun Wilson

Dr. KO, Siu Fung Stephen