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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, other licensed corporation, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Lippo China Resources Limited, you should at once hand this circular and the accompanying 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.

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LIPPO CHINA RESOURCES LIMITED

力寶華潤有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 156)

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND BUY-BACK SHARES,
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
(3) PROPOSED SHARE CONSOLIDATION,
(4) PROPOSED CHANGE IN BOARD LOT SIZE
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Lippo China Resources Limited to be held at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 2 June 2023 at 11:00 a.m. (or so soon thereafter as the annual general meeting of Hongkong Chinese Limited convened for 10:15 a.m. on the same date shall have been concluded or adjourned) or any adjourned meeting thereof to approve matters referred to in this circular is set out on pages 27 to 34 of this circular.

Whether or not you are able or intend to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the registered office of Lippo China Resources Limited as soon as possible but in any event not less than 48 hours (that is, 11:00 a.m. on Wednesday, 31 May 2023) before the time appointed for the holding of the Annual General Meeting or any adjourned meeting thereof. Completion and return of the form of proxy shall not preclude shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should they so desire.

3 May 2023

CONTENTS

	<i>Page</i>
DEFINITIONS	1
EXPECTED TIMETABLE	4
LETTER FROM THE BOARD	7
APPENDIX	26
NOTICE OF ANNUAL GENERAL MEETING	27

DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 2 June 2023 at 11:00 a.m. (or so soon thereafter as the annual general meeting of HKC convened for 10:15 a.m. on the same date shall have been concluded or adjourned), notice of which is set out on pages 27 to 34 of this circular, or any adjourned meeting thereof;
“AGM Notice”	notice of the Annual General Meeting;
“Articles of Association”	articles of association of the Company;
“Board”	board of the Directors;
“Business Day”	a day (other than public holiday, a Saturday or Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which banks in Hong Kong are generally open for business and the Stock Exchange is open for business of dealing in securities;
“CCASS”	Central Clearing and Settlement System established and operated by HKSCC;
“CCASS Operational Procedures”	operational procedures of HKSCC in relation to CCASS containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time;
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 10,000 Existing Shares to 2,000 Consolidated Shares;

DEFINITIONS

“close associates”	has the meaning ascribed to it in rule 1.01 of the Listing Rules;
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Company”	Lippo China Resources Limited 力寶華潤有限公司, a company incorporated in Hong Kong with limited liability whose shares are listed on the Main Board of the Stock Exchange and an approximately 74.99% indirect subsidiary of Lippo;
“Consolidated Share(s)”	share(s) of the Company immediately after the Share Consolidation becoming effective;
“core connected persons”	has the meaning ascribed to it in rule 1.01 of the Listing Rules;
“Designated Broker” or “Funderstone”	Funderstone Securities Limited, a securities firm appointed by the Company to provide matching services, on a best effort basis, for the odd lots of the Consolidated Shares;
“Director(s)”	director(s) of the Company;
“Existing Share(s)”	share(s) of the Company before the Share Consolidation becomes effective;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“HKC”	Hongkong Chinese Limited (香港華人有限公司*), a company incorporated in Bermuda with limited liability whose shares are listed on the Main Board of the Stock Exchange and an approximately 73.95% subsidiary of Lippo;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;

DEFINITIONS

“Latest Practicable Date”	26 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein;
“Lippo”	Lippo Limited 力寶有限公司, a company incorporated in Hong Kong with limited liability whose shares are listed on the Main Board of the Stock Exchange;
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange;
“OUE”	OUE Limited, a company incorporated in the Republic of Singapore with limited liability whose shares are listed on the Mainboard of the SGX-ST and a joint venture of HKC and Lippo;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong);
“SGX-ST”	Singapore Exchange Securities Trading Limited;
“Share(s)”	ordinary share(s) in the share capital of the Company;
“Share Consolidation”	the proposed share consolidation on the basis that every ten (10) issued Existing Shares be consolidated into one (1) Consolidated Share and to round down the number of Consolidated Shares in the issued share capital of the Company to the nearest whole number by disregarding each and every fractional Consolidated Share which would otherwise arise therefrom;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	Code on Takeovers and Mergers; and
“%”	per cent.

* For identification purpose only

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Consolidation and Change in Board Lot Size is as follows:

Events	Time and Date
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the AGM	4:30 p.m. on Monday, 29 May 2023
Closure of register of members for the entitlement to attend and vote at the AGM	Tuesday, 30 May 2023 to Friday, 2 June 2023 (both dates inclusive)
Latest date and time for lodging forms of proxy for the AGM	11:00 a.m. on Wednesday, 31 May 2023
Record date for attending the AGM	Friday, 2 June 2023
Date and time of the AGM	11:00 a.m. on Friday, 2 June 2023 (or so soon thereafter as the annual general meeting of HKC convened for 10:15 a.m. on the same date shall have been concluded or adjourned)
Announcement of voting results of the AGM	Friday, 2 June 2023

EXPECTED TIMETABLE

The following events are conditional upon the fulfilment of the conditions for the implementation of the Share Consolidation and Change in Board Lot Size as set out in the paragraph headed “Conditions of the Share Consolidation” under the section headed “Proposed Share Consolidation” in the Letter from the Board:

Events	Time and Date
Effective date of the Share Consolidation	Tuesday, 6 June 2023
First day for free exchange of existing share certificates for new share certificates for the Consolidated Shares	Tuesday, 6 June 2023
Dealings in the Consolidated Shares commence	9:00 a.m. on Tuesday, 6 June 2023
Original counter for trading in the Existing Shares in board lots of 10,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Tuesday, 6 June 2023
Temporary counter for trading in the Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Tuesday, 6 June 2023
Original counter for trading in the Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Tuesday, 20 June 2023
Parallel trading in the Consolidated Shares (in form of new share certificates and existing share certificates) commences	9:00 a.m. on Tuesday, 20 June 2023

EXPECTED TIMETABLE

Events	Time and Date
Designated Broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Tuesday, 20 June 2023
Designated Broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4.00 p.m. on Tuesday, 11 July 2023
Temporary counter for trading in the Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Tuesday, 11 July 2023
Parallel trading in Consolidated Shares (in form of new share certificates and existing share certificates) ends	4:10 p.m. on Tuesday, 11 July 2023
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares	Thursday, 13 July 2023

All times and dates above refer to Hong Kong local times and dates. The expected timetable set out above is indicative only and may be subject to change. Any changes to the expected timetable will be announced by the Company as and when appropriate.



LIPPO CHINA RESOURCES LIMITED

力寶華潤有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 156)

Executive Directors:

Dr. Stephen Riady (*Chairman*)

Mr. John Luen Wai Lee, BBS, JP

(Chief Executive Officer)

Mr. James Siu Lung Lee

Mr. Brian Riady

Registered Office:

40th Floor

Tower Two

Lippo Centre

89 Queensway

Hong Kong

Non-executive Director:

Mr. Leon Nim Leung Chan

Independent Non-executive Directors:

Mr. Edwin Neo

Mr. Victor Ha Kuk Yung

Ms. Min Yen Goh

3 May 2023

To the shareholders of the Company

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND BUY-BACK SHARES,
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
(3) PROPOSED SHARE CONSOLIDATION,
(4) PROPOSED CHANGE IN BOARD LOT SIZE
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 6 April 2023 in relation to the proposed Share Consolidation and the Change in Board Lot Size.

The purpose of this circular is to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolutions mentioned herein which will be dealt with at the Annual General

LETTER FROM THE BOARD

Meeting to be held at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 2 June 2023 at 11:00 a.m. (or so soon thereafter as the annual general meeting of HKC convened for 10:15 a.m. on the same date shall have been concluded or adjourned) and to convene the Annual General Meeting, notice of which is set out on pages 27 to 34 of this circular.

At the Annual General Meeting, resolutions will be proposed to grant the Directors a general mandate to issue Shares and a general mandate to buy-back Shares, since the previous general mandates granted to the Directors at the annual general meeting of the Company held on 8 June 2022 will expire on conclusion of the Annual General Meeting. In accordance with the Listing Rules, all proposed buy-back of securities by the Company must be approved by the Shareholders in general meeting by way of ordinary resolution, either granting a general mandate or specific approval of a particular transaction. An explanatory statement as required by the Listing Rules containing all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution set out in the AGM Notice approving the grant of a mandate to the Directors to exercise the powers of the Company to buy-back Shares is set out in the section headed “General Mandate to Buy-back Shares” below. Resolutions will also be proposed to re-elect the retiring Directors. This circular sets out such information in relation to the proposed mandates to issue and buy-back Shares, details of the re-election of retiring Directors, further details of the Share Consolidation and the Change in Board Lot Size and the AGM Notice.

GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution, as set out in the AGM Notice, will be proposed which, if passed, will give the Directors a general and unconditional mandate to allot, issue and otherwise deal with new Shares representing up to 20% of the total number of issued Shares as at the date of passing of the relevant resolution at the Annual General Meeting. In addition, conditional upon the proposed resolution to authorise the buy-back of Shares as is more particularly described under the section headed “General Mandate to Buy-back Shares” being passed, an ordinary resolution will be proposed to authorise the Directors to allot, issue and otherwise deal with new Shares up to an amount equal to the total number of issued Shares purchased under the authority to buy-back subject to a maximum number equivalent to 10% of the total number of issued Shares as at the date of passing of the relevant resolution at the Annual General Meeting. The general mandate to issue Shares will be valid for the period from the date of passing the ordinary resolutions as set out in paragraphs 4A and 4C of the AGM Notice (the “Ordinary Resolutions 4A and 4C”), 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 is required by any applicable law of Hong Kong or the Articles of Association to be held; and (iii) the authority set out in Ordinary Resolutions 4A and 4C being revoked or varied by way of ordinary resolution of the Company in general meeting. Such number of Shares referred to above shall, where applicable, be adjusted in the event that the Shares in issue as at the date of passing the resolutions are, at any time thereafter, converted into a larger or smaller number of Shares.

LETTER FROM THE BOARD

GENERAL MANDATE TO BUY-BACK SHARES

Explanatory Statement

General information

At the Annual General Meeting, an ordinary resolution, as set out in the AGM Notice, will be proposed which, if passed, will give the Directors a general and unconditional mandate to exercise all the powers of the Company to buy-back issued Shares subject to the criteria set out in this circular. In particular, Shareholders should note that the maximum number of Shares that may be bought-back pursuant to such mandate will be limited to such number of Shares representing 10% of the total number of issued Shares as at the date of passing of the relevant resolution at the Annual General Meeting. For your information, as at the Latest Practicable Date, there were 9,186,912,716 Shares in issue. On the basis of this figure and assuming no further Shares are issued or bought-back prior to the Annual General Meeting, not more than 918,691,271 Shares may be bought-back on the Stock Exchange by the Company during the proposed purchase period pursuant to the general mandate proposed to be granted at the Annual General Meeting. The buy-back mandate will be valid for the period from the date of passing the ordinary resolution as set out in paragraph 4B of the AGM Notice (the “Ordinary Resolution 4B”), 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 is required by any applicable law of Hong Kong or the Articles of Association to be held; and (iii) the authority set out in Ordinary Resolution 4B being revoked or varied by way of ordinary resolution of the Company in general meeting. Such number of Shares referred to above shall, where applicable, be adjusted in the event that the Shares in issue as at the date of passing the resolution are, at any time thereafter, converted into a larger or smaller number of Shares.

While it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to buy-back Shares, the Directors believe that the grant of a general mandate to buy-back Shares would provide more flexibility and be beneficial to the Company. The exercise of the buy-back mandate to buy-back Shares may, depending on market conditions and funding arrangements of the Company at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such buy-backs in circumstances where the Directors consider to be in the interests and for the benefit of the Company and its Shareholders. On the basis of the consolidated financial position of the Company as at 31 December 2022 (being the date to which the latest published audited consolidated financial statements of the Company have been made up) and in particular the working capital or gearing position of the Company at that time and the number of Shares in issue at present, there may be a material adverse impact on the working capital or gearing position of the Company in the event that the proposed buy-backs were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the buy-back mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company unless the proposed buy-backs are on terms favourable to the Company.

LETTER FROM THE BOARD

The Company is empowered by the Articles of Association to buy-back its Shares. The Company proposes to make the buy-backs out of distributable profits or other funds which shall be legally permitted to be utilised for such purpose in accordance with the Articles of Association and the Companies Ordinance.

Directors, their close associates 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 close associates of any of the Directors have any present intention, in the event that the resolution as set out in the AGM Notice is approved by the Shareholders, to sell any Shares to the Company.

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company nor have they 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.

Listing Rules

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-backs pursuant to the proposed resolution set out in the AGM Notice and in accordance with the Listing Rules, all applicable laws of Hong Kong and the regulations set out in the Articles of Association.

Code on Takeovers and Mergers

If, on the exercise of the power to buy-back Shares in accordance with the resolution set out in the AGM Notice, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes 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 thereby may in certain circumstances become obliged to make a mandatory offer for Shares in accordance with Rules 26 and 32 of the Takeovers Code.

LETTER FROM THE BOARD

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Lippo was beneficially interested in 6,890,184,389 Shares, representing approximately 74.99% of the total number of issued Shares. In the event that the Directors exercised in full the power to buy-back Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the Annual General Meeting, the shareholding of Lippo in the Company would be increased to approximately 83.33% and such increase would not give rise to an obligation to make a general offer for Shares under Rule 26 of the Takeovers Code.

The Directors are not aware of any obligation which would arise under the Takeovers Code as a consequence of any buy-back of its Shares by the Company.

The Directors have no intention to exercise the buy-back mandate to such extent as would cause the public float to fall below 25% or such other minimum percentage as prescribed by the Listing Rules from time to time.

Miscellaneous

During the six months immediately preceding the Latest Practicable Date, no Shares were bought-back by the Company.

During each of the twelve months immediately preceding the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as set out in the Appendix.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 103 of the Articles of Association, Ms. Min Yen Goh and Mr. Brian Riady will retire from office at the Annual General Meeting and, being eligible, will offer themselves for re-election.

In accordance with Article 112 of the Articles of Association, Dr. Stephen Riady and Mr. Victor Ha Kuk Yung will retire from office by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election.

The Board, after the evaluation and recommendation by the nomination committee of the Company (the "Nomination Committee") in accordance with the Directors' nomination policy of the Company, recommends the Shareholders to approve the re-election of the above retiring Directors at the Annual General Meeting.

LETTER FROM THE BOARD

Details of the retiring Directors proposed to be re-elected at the Annual General Meeting are as follows:

Ms. Min Yen Goh

Ms. Min Yen Goh (“Ms. Goh”), aged 62, was appointed an independent non-executive Director on 30 December 2022. She is a member of the remuneration committee of the Company (the “Remuneration Committee”) and Nomination Committee. On 30 December 2022, Ms. Goh was also appointed an independent non-executive director and a member of the remuneration committee and nomination committee of each of Lippo and HKC. Since January 2022, Ms. Goh has been serving as an independent director and a member of each of the nominating committee and remuneration committee of OUE. Save as disclosed herein, Ms. Goh has not held any directorship in other listed public companies for the last three years.

Ms. Goh obtained a Bachelor of Science in Economics and Finance with high distinction from Babson College in the United States of America. Ms. Goh is currently the managing director of Eng Wah Group and a director of Eng Wah Global Pte. Ltd. Ms. Goh was a director of Eng Wah Organization Limited, which was listed on the Mainboard of SGX-ST before it was privatized in 2008.

Save as disclosed herein, as at the Latest Practicable Date, Ms. Goh did not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Ms. Goh (in the capacity of an executor) was deemed to be interested in 2,000,000 Shares. Save as disclosed herein, as at the Latest Practicable Date, Ms. Goh was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

Ms. Goh entered into a letter agreement with the Company for her appointment as an independent non-executive Director for a term of two years commencing from 30 December 2022 which will be terminable by either party by giving three months’ prior written notice or in accordance with the provisions of the Articles of Association. Ms. Goh is also subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Based on the above letter agreement, Ms. Goh was entitled to receive a director’s fee of HK\$258,000 per annum, which was determined by reference to the prevailing market rate for independent non-executive directors of listed companies in Hong Kong. Following the review of the Directors’ fees by the Remuneration Committee, her director’s fee has been adjusted to HK\$265,200 per annum with effect from 1 April 2023. Ms. Goh is also entitled to receive additional fees for serving as members of various Board committees of the Company. For the year ended 31 December 2022, Ms. Goh received a director’s fee of HK\$1,387 from the Company and additional fees of HK\$593 for serving as a member of the Remuneration Committee and Nomination Committee.

LETTER FROM THE BOARD

Furthermore, Ms. Goh did not have any matter that was required to be disclosed pursuant to paragraphs (h) to (v) of rule 13.51(2) of the Listing Rules or that needed to be brought to the attention of the Shareholders as at the Latest Practicable Date.

Mr. Brian Riady

Mr. Brian Riady (“Mr. Riady”), aged 32, was appointed an executive Director on 30 March 2023. Mr. Riady was also appointed an executive director of each of Lippo and HKC on 30 March 2023. He is the Deputy Chief Executive Officer and Executive Director of OUE and a non-independent and non-executive director of OUE Healthcare Limited (formerly known as OUE Lippo Healthcare Limited) (“OUEH”). Mr. Riady is also a non-independent non-executive director of OUE Commercial REIT Management Pte. Ltd. (the manager of OUE Commercial Real Estate Investment Trust (“OUE C-REIT”). OUEH and OUE C-REIT are listed on the SGX-ST and are joint ventures of HKC and Lippo. He also holds directorships in certain subsidiaries of the Company. Save as disclosed herein, Mr. Riady has not held any directorship in other listed public companies for the last three years.

Mr. Riady holds a Bachelor of Science (Political Communication) and a Bachelor of Arts (Economics) from the University of Texas at Austin, the United States of America. He attended the Executive Education programs at the Harvard Business School.

Mr. Riady is the son of Dr. Stephen Riady (a controlling shareholder of the Company) and Madam Shincee Leonardi (“Madam Leonardi”). Dr. Stephen Riady is an executive Director and the Chairman of the Board. Mr. Riady is a nephew of Mr. James Tjahaja Riady (“Mr. James Riady”, a controlling shareholder of the Company) and Madam Aileen Hambali (“Madam Hambali”), the spouse of Mr. James Riady. Mr. Riady is a brother-in-law of Dr. Andy Adhiwana (“Dr. Adhiwana”), an executive director and the Group Chief Executive Officer of Auric Pacific Group Limited (“Auric”), a subsidiary of the Company. Interest of Dr. Stephen Riady in the Company was disclosed in the section headed “Directors’ and chief executive’s interests and short positions in shares, underlying shares and debentures of the Company and associated corporations” in the Report of the Directors of the Annual Report of the Company for the year ended 31 December 2022 (the “Report of the Directors”). Interests of Madam Leonardi, Mr. James Riady and Madam Hambali in the Company were disclosed in the section headed “Interests and short positions of shareholders discloseable under the Securities and Futures Ordinance” in the Report of the Directors. Save as disclosed herein, as at the Latest Practicable Date, Mr. Riady did not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Mr. Riady was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

Mr. Riady entered into a letter agreement with the Company for his appointment as an executive Director for a term of two years commencing from 30 March 2023 which will be terminable by either party by giving three months' prior written notice or in accordance with the provisions of the Articles of Association. Mr. Riady is also subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Based on the above letter agreement, Mr. Riady was entitled to receive a director's fee of HK\$258,000 per annum which was determined by reference to his background, experience, offices, time commitment, duties and responsibilities with the Company as well as the employment conditions elsewhere in the Group. Following the review of the Directors' fees by the Remuneration Committee, his director's fee has been adjusted to HK\$265,200 per annum with effect from 1 April 2023.

Furthermore, Mr. Riady did not have any matter that was required to be disclosed pursuant to paragraphs (h) to (v) of rule 13.51(2) of the Listing Rules or that needed to be brought to the attention of the Shareholders as at the Latest Practicable Date.

Dr. Stephen Riady

Dr. Stephen Riady (former name: Stephen Tjondro Riady) ("Dr. Riady"), aged 62, was appointed a Director on 30 July 1992 and the Chairman of the Board on 25 March 2011. Dr. Riady is also an executive director and the Chairman of the board of directors of Lippo and HKC. He is a member of the remuneration committee and nomination committee of each of the Company, Lippo and HKC. Dr. Riady was appointed as the Executive President of each of the Company, Lippo and HKC with effect from 1 January 2015. Dr. Riady holds directorships in certain subsidiaries of the Company, Lippo and HKC. He is the Executive Chairman and the Group Chief Executive Officer of OUE and a non-executive non-independent director of Healthway Medical Corporation Limited, a company listed on the sponsor-supervised listing platform of the SGX-ST. He was a member of the board of commissioners of PT Lippo Karawaci Tbk, a company listed on the Indonesia Stock Exchange. Save as disclosed herein, Dr. Riady has not held any directorship in other listed public companies for the last three years.

Dr. Riady is a graduate of the University of Southern California, the United States of America and holds a Master Degree of Business Administration from Golden Gate University, the United States of America and an Honorary Degree of Doctor of Business Administration from Edinburgh Napier University, United Kingdom. He is one of the first Honorary University Fellows installed by the Hong Kong Baptist University ("HKBU") in September 2006.

LETTER FROM THE BOARD

Dr. Riady is the father of Mr. Brian Riady, an executive director of each of the Company, Lippo and HKC. Dr. Riady is the father-in-law of Dr. Adhiwana. Dr. Riady is the spouse of Madam Leonardi, a brother of Mr. James Riady and a brother-in-law of Madam Hambali and their interests in the Company were disclosed in the Report of the Directors.

Other than Lippo, Dr. Riady is also a director of Lippo Capital Group Limited (“Lippo Capital Group”), Lippo Capital Holdings Company Limited (“Lippo Capital Holdings”), Lippo Capital Limited (“Lippo Capital”) and Skyscraper Realty Limited (“Skyscraper”) which have discloseable interests in the Company under Part XV of the SFO.

As at the Latest Practicable Date, 6,890,184,389 Shares were held by Skyscraper directly as beneficial owner which in turn is a 100% owned subsidiary of Lippo. Lippo Capital, through its subsidiary, Lippo, was indirectly interested in 6,890,184,389 Shares, representing approximately 74.99% of the total number of issued Shares. Lippo Capital is a 60% owned subsidiary of Lippo Capital Holdings which in turn is a wholly-owned subsidiary of Lippo Capital Group. Dr. Riady was beneficial owner of one share in, representing 100% of the issued share capital of, Lippo Capital Group. Accordingly, Dr. Riady was taken to be interested in 6,890,184,389 Shares, representing approximately 74.99% of the issued Shares pursuant to Part XV of the SFO. Further information about the interest of Dr. Riady in the Company was disclosed in the section headed “Directors’ and chief executive’s interests and short positions in shares, underlying shares and debentures of the Company and associated corporations” in the Report of the Directors.

Save as disclosed herein and in the Report of the Directors, as at the Latest Practicable Date, Dr. Riady did not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company.

Dr. Riady entered into a letter agreement with the Company for his appointment as an executive Director for a term of two years commencing on 1 January 2023, which will be terminable by either party by giving three months’ prior written notice or in accordance with the provisions of the Articles of Association. Dr. Riady is also subject to retirement by rotation and re-election at the Company’s annual general meetings in accordance with the Articles of Association. With effect from 1 April 2023, Dr. Riady is entitled to receive a director’s fee of HK\$265,200 per annum. Dr. Riady also entered into an employment agreement (as supplemented) for his appointment as Executive President of the Company with effect from 1 January 2015, which will be terminable by either party by giving three months’ prior written notice. Under the above employment agreement (as supplemented), Dr. Riady is entitled to receive a monthly salary of HK\$87,150, discretionary bonus and other fringe benefits. In addition, Dr. Riady entered into an employment contract with Auric which will be terminable by either party by giving six months’ prior written notice. For the year ended 31 December 2022, Dr. Riady

LETTER FROM THE BOARD

received director's fee, salaries, fringe benefits and pension contribution in the total amount of approximately HK\$1,313,000 and a discretionary bonus of HK\$10,083,000 from the Company. Dr. Riady also received salaries, fringe benefits and pension contribution in the total amount of approximately HK\$1,073,000 from a subsidiary of the Company. The above discretionary bonus was not fixed in the relevant employment agreement and was determined by the Remuneration Committee from time to time. His emoluments were determined by reference to his duties and responsibilities.

Furthermore, Dr. Riady did not have any matter that was required to be disclosed pursuant to paragraphs (h) to (v) of rule 13.51(2) of the Listing Rules or that needed to be brought to the attention of the Shareholders as at the Latest Practicable Date.

Mr. Victor Ha Kuk Yung

Mr. Victor Ha Kuk Yung ("Mr. Yung"), aged 69, was appointed an independent non-executive Director on 30 September 2004. He is also an independent non-executive director of Lippo. Mr. Yung is the chairman of the audit committee and a member of the remuneration committee and nomination committee of each of the Company and Lippo. He was an independent non-executive director of HKC and Travel Expert (Asia) Enterprises Limited, a listed public company in Hong Kong. Save as disclosed herein, Mr. Yung has not held any directorship in other listed public companies for the last three years.

Mr. Yung is a professional accountant with over 40 years of working experience in the financial and accounting fields, and served in management positions in various multinational companies in Asia. Mr. Yung holds a Master of Science Degree in Corporate Governance and Directorship from the HKBU, and is a member of the Hong Kong Institute of Certified Public Accountants.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Yung did not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Yung was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

Mr. Yung entered into a letter agreement with the Company for his appointment as an independent non-executive Director for a term of two years commencing from 30 September 2022, which will be terminable by either party by giving three months' prior written notice or in accordance with the provisions of the Articles of Association. Mr. Yung is also subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the Articles of Association. With effect from 1 April 2023, Mr. Yung is entitled to

LETTER FROM THE BOARD

receive a director's fee of HK\$265,200 per annum, which was determined by reference to the prevailing market rate for independent non-executive directors of listed companies in Hong Kong. Mr. Yung is also entitled to receive additional fees for serving as chairman and/or members of various Board committees of the Company. For the year ended 31 December 2022, Mr. Yung received a director's fee of HK\$255,000 from the Company and additional fees of HK\$193,500 for serving as the chairman of the audit committee of the Company and a member of each of the Remuneration Committee and Nomination Committee.

Furthermore, Mr. Yung did not have any matter that was required to be disclosed pursuant to paragraphs (h) to (v) of rule 13.51(2) of the Listing Rules or that needed to be brought to the attention of the Shareholders as at the Latest Practicable Date.

Mr. Yung has served as an independent non-executive Director for more than nine years and his re-election as an independent non-executive Director will be subject to a separate resolution to be approved by the Shareholders at the Annual General Meeting. In addition to his confirmation of independence in accordance with rule 3.13 of the Listing Rules, Mr. Yung continues to demonstrate the attributes of an independent non-executive director by providing independent views and advice to the Group. Mr. Yung also continues to demonstrate his ability to exercise independent judgment and provide a balanced and objective view in relation to the Group's affairs. There is no evidence that his tenure has had any impact on his independence. The Directors are of the opinion that Mr. Yung remains independent notwithstanding the length of his service. The Directors also believe that his valuable knowledge and experience in the business of the Group and his external experience continue to generate significant contribution to the Company and the Shareholders as a whole. The continuous appointment of Mr. Yung as an independent non-executive Director will help to maintain the stability of the Board. Furthermore, the Nomination Committee reviewed the eligibility of Mr. Yung seeking for re-election at the Annual General Meeting and also reviewed and assessed the annual confirmation of independence of Mr. Yung provided pursuant to rule 3.13 of the Listing Rules. The Board, through the assessment and recommendation by the Nomination Committee, is of the opinion that Mr. Yung has met the independence guidelines of rule 3.13 of the Listing Rules. With the reasons above, the Board considers that Mr. Yung is independent for the purpose of acting as an independent non-executive Director.

LETTER FROM THE BOARD

LONG SERVING INDEPENDENT NON-EXECUTIVE DIRECTORS

Two independent non-executive Directors have served the Company for more than nine years. Mr. Edwin Neo was appointed an independent non-executive Director on 8 March 2002. Mr. Victor Ha Kuk Yung was appointed an independent non-executive Director on 30 September 2004. During their years of appointment, the above Directors have demonstrated their ability to provide independent views and advice to the Group's matters. Notwithstanding their years of service as independent non-executive Directors, they have continued to bring in fresh perspectives, skills and knowledge on an ongoing basis. Their wealth of skills, knowledge and experience have enabled them to contribute meaningfully and objectively to the Board as independent non-executive Directors and their independence from management was not considered to have been diminished by their years of service.

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every ten (10) Existing Shares be consolidated into one (1) Consolidated Share and to round down the number of Consolidated Shares in the issued share capital of the Company to the nearest whole number by disregarding each and every fractional Consolidated Share which would otherwise arise therefrom.

Effects of the Share Consolidation

As at the Latest Practicable Date, 9,186,912,716 Existing Shares have been allotted and issued. Upon the Share Consolidation becoming effective and assuming that no further Existing Shares are issued or bought back from the Latest Practicable Date until the effective date of the Share Consolidation, not more than 918,691,271 Consolidated Shares will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders would otherwise be entitled.

LETTER FROM THE BOARD

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions being satisfied:

- (i) the passing of an ordinary resolution as set out in paragraph 5 of the AGM Notice by the Shareholders to approve the Share Consolidation at the AGM;
- (ii) the Listing Committee of the Stock Exchange granting the approval for listing of, and permission to deal in the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with the relevant procedures and requirements under Hong Kong laws (where applicable) and the Listing Rules to effect the Share Consolidation.

Subject to the satisfaction of all the above conditions, it is expected that the Share Consolidation will become effective on Tuesday, 6 June 2023, being the second Business Day immediately after the date of the AGM.

Listing application

An application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange. Upon the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is currently proposed to be sought.

LETTER FROM THE BOARD

Adjustments in relation to other securities of the Company

As at the Latest Practicable Date, the Company has no outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

PROPOSED CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lot size of 10,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 10,000 Existing Shares to 2,000 Consolidated Shares.

Based on the closing price of HK\$0.105 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, the theoretical value of each board lot of 2,000 Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$2,100 based on the theoretical closing price per Consolidated Share of HK\$1.05.

The Change in Board Lot Size will not result in change of the relative rights of the Shareholders.

REASONS FOR THE SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

Pursuant to rule 13.64 of the Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or proceed with a consolidation or splitting of securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020 has further stated that (i) market price of the shares at a level less than HK\$0.10 each will be considered as trading at extremity as referred to under rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

LETTER FROM THE BOARD

The Share Consolidation ratio (that is, every ten (10) Existing Shares into one (1) Consolidated Share) and the Change in Board Lot Size were determined after considering the following factors:

- (a) For the past two years, the existing board lot value of the Company has been constantly less than HK\$2,000. Based on the closing price of HK\$0.117 per Existing Share being the average closing price as quoted on the Stock Exchange during the two-year period immediately before the Latest Practicable Date, with a board lot size of 10,000 Existing Shares, the Company is trading under HK\$2,000 per board lot. In view of this, the Board on its initiative proposes to effect the Share Consolidation in order to comply with the trading requirements of the Listing Rules. Based on the closing price of HK\$0.105 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, the theoretical value of each board lot of 2,000 Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$2,100 based on the theoretical closing price per Consolidated Share of HK\$1.05;
- (b) The Share Consolidation and the Change in Board Lot Size will reduce the number of new board lots and increase the value of each new board lot. Transaction fees are typically charged either per board lot or by trading amount. For transaction fees charged per board lot, transaction costs of dealings in fewer board lots are lower than those for more board lots. For transaction fees charged by trading amount, particularly for those that are subject to a minimum charge, increasing the value of each board lot will save costs for investors; and in view of the recent trading price of the Shares, it is considered that the Share Consolidation will enable the Company to comply with the trading requirements under the Listing Rules and, together with the Change in Board Lot Size, reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks or securities houses will charge minimum transaction costs for each securities trade;
- (c) The low trading price of the Existing Shares may give potential investors the impression that the market value of the Company is low, resulting in investment in the Existing Shares becoming less attractive. With a higher trading price of the Consolidated Shares, the corporate image of the Company will be enhanced, thereby attracting more investors trading in the Consolidated Shares. With a corresponding upward adjustment in the trading price of the Consolidated Shares, it is believed that the Share Consolidation will make investing in the Shares more attractive to a boarder range of investors, and thus further broaden the shareholder base of the Company; and

LETTER FROM THE BOARD

- (d) As at the Latest Practicable Date, the Company has no plan to conduct any capital raising activities in the next 12 months and accordingly the Share Consolidation will unlikely have any effect on any capital raising activities of the Company in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct capital raising exercises such as placing and rights issues when suitable opportunities arise in order to support future development of the Company and the Board considers that Share Consolidation and Change in Board Lot Size will make capital raising exercises (if any) more attractive to potential investors. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group nor result in change in the relative rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may otherwise be entitled.

In summary, the combination of the Share Consolidation and the Change in Board Lot Size will allow the transaction value and costs per board lot to remain attractive to potential investors while ensuring that the Company continues to comply with the Listing Rules.

In view of the above reasons, the Company considers the Share Consolidation and the Change in Board Lot Size are justifiable to achieve the above-mentioned purposes. Taking into account the potential benefits and the insignificant amount of costs to be incurred, the Board is of the view that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole despite the potential costs and negative impact arising from the creation of odd lots to Shareholders.

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares that arise from the Share Consolidation will be disregarded and will not be allocated to the Shareholders.

Fractional Consolidated Share which would otherwise arise would be determined based on the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder. Any investor whose Shares are maintained with its/his/her licensed securities dealer/custodian bank through CCASS or have been lodged with its/his/her Investor Participant Account with CCASS or otherwise held through a nominee should note that HKSCC or the relevant nominee (as the case may be) will be regarded as a single Shareholder according to the register of members of the Company.

LETTER FROM THE BOARD

Shareholders concerned about losing out on fractional entitlement to which they would otherwise be entitled and/or any investor whose Shares are not held in its/his/her own name concerned about losing out on the entitlement mentioned in the preceding paragraph which they would be entitled to receive had such Shares been registered in its/his/her own name are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser and may wish to consider the possibility of buying or selling Existing Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares and/or arrange for the Shares to be registered in its/his/her own name (as the case may be).

Arrangement on odd lots trading

In order to facilitate the trading of odd lots of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Funderstone as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares during the period from 20 June 2023 to 11 July 2023, both dates inclusive. Holders of the Consolidated Shares in odd lots represented by the existing share certificates for the Consolidated Shares who wish to take advantage of this facility either to dispose of their odd lots of the Consolidated Shares or to top up their odd lots to a full board lot may directly contact Ms. Joe Cheng of Funderstone at Room 1802, 18/F Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong (telephone number: 852 2533 7301) during office hours within such period.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots trading arrangement are recommended to consult their own professional advisers.

Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is currently expected to be on Tuesday, 6 June 2023, being the second Business Day immediately after the date of the AGM, the Shareholders may during the business hours, on or after Tuesday, 6 June 2023 and until Thursday, 13 July 2023 (both dates inclusive) submit existing share certificates in the colour of green for the Existing Shares to the Company's Registrar, Tricor Tengis Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in exchange for new share certificates in the colour of pink for the Consolidated Shares at the expense of the Company.

LETTER FROM THE BOARD

Thereafter, share certificates of the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates cancelled/issued is higher.

Subject to the Share Consolidation becoming effective, after 4:10 p.m. on Tuesday, 11 July 2023, trading will only be in Consolidated Shares and existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for share certificates for Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out on pages 27 to 34 of this circular. To the best of knowledge, information and belief of the Directors, having made all reasonable enquires, no Shareholders are required to abstain from voting on the resolution(s) proposed at the Annual General Meeting.

A form of proxy is enclosed with this circular for use at the Annual General Meeting. Whether or not you intend to be present at the meeting, you are requested to complete and return the enclosed form of proxy to the registered office of the Company in accordance with the instructions printed thereon not less than 48 hours (that is, 11:00 a.m. on Wednesday, 31 May 2023) before the time appointed for the holding of the meeting or any adjourned meeting thereof. Completion and delivery of a form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting thereof in person if you so wish.

VOTING BY POLL AT GENERAL MEETINGS

Pursuant to the requirements under the Listing Rules, any votes of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith and in compliance with the Listing Rules, decides to allow a resolution to be voted on by a show of hands. Therefore, the chairman of the Annual General Meeting will exercise his power under the Articles of Association to demand a poll for each resolution set out in the AGM Notice. The Company will appoint scrutineers to handle vote-taking procedures at the Annual General Meeting. The results of the poll will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.lcr.com.hk as soon as possible after the conclusion of the Annual General Meeting.

LETTER FROM THE BOARD

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.

RECOMMENDATIONS

The Directors are of the opinion that (i) the proposed grant of the general mandates to issue and buy-back Shares; (ii) the proposed re-election of retiring Directors; and (iii) the proposed Share Consolidation, in each case as described in this circular, are in the interests of the Company and the Shareholders, and accordingly, recommend you to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By Order of the Board
LIPPO CHINA RESOURCES LIMITED
John Luen Wai Lee
Chief Executive Officer

APPENDIX

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

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	0.143	0.119
May	0.123	0.112
June	0.118	0.110
July	0.113	0.097
August	0.102	0.093
September	0.143	0.093
October	0.138	0.109
November	0.117	0.100
December	0.112	0.103
2023		
January	0.110	0.100
February	0.113	0.102
March	0.138	0.106
April (up to 26 April 2023)	0.139	0.100



LIPPO CHINA RESOURCES LIMITED
力寶華潤有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 156)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Lippo China Resources Limited (the “Company”) will be held at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 2 June 2023 at 11:00 a.m. (or so soon thereafter as the annual general meeting of Hongkong Chinese Limited convened for 10:15 a.m. on the same date shall have been concluded or adjourned) for the following purposes:

1. To receive and adopt the audited Financial Statements of the Company and the Reports of the Directors and the Independent Auditor for the year ended 31 December 2022.
2.
 - A. To consider the re-election of Ms. Min Yen Goh as a Director of the Company;
 - B. To consider the re-election of Mr. Brian Riady as a Director of the Company;
 - C. To consider the re-election of Dr. Stephen Riady as a Director of the Company;
 - D. To consider the re-election of Mr. Victor Ha Kuk Yung as a Director of the Company; and
 - E. To authorise the Board of Directors of the Company to fix the Directors’ remuneration.
3. To consider the re-appointment of Ernst & Young as the Auditor of the Company and to authorise the Board of Directors of the Company to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. As special business, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

A. “THAT:

- (a) subject to paragraphs (c) and (d) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company (which may be so required) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company), which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company), the making or granting of which might require the exercise of such powers by the Directors of the Company to allot, issue and deal with additional shares in the capital of the Company after the end of the Relevant Period;
- (c) the aggregate number of 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 approvals in paragraphs (a) and (b), otherwise than (i) pursuant to a Rights Issue (as hereinafter defined), or (ii) pursuant to the exercise of any options granted under any share option scheme adopted by the Company or an issue of shares upon exercise of subscription rights pursuant to warrants (if any) issued by the Company, or (iii) an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the Articles of Association of the Company, or (iv) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures or other securities issued by the Company which carry

NOTICE OF ANNUAL GENERAL MEETING

rights to subscribe for or are convertible into shares of the Company, shall not exceed 20 per cent. of the total number of shares of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly;

- (d) the Company may not issue securities convertible into shares for cash consideration unless the initial conversion price is not lower than the Benchmarked Price (as hereinafter defined) of the shares at the time of the relevant placing, and the Company may not issue warrants, options or similar rights to subscribe for (i) any new shares of the Company; or (ii) any securities convertible into new shares of the Company, for cash consideration under the General Mandate (as hereinafter defined);
- (e) for the purposes of this resolution:

“Benchmarked Price” means the higher of:

- (a) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the General Mandate (as hereinafter defined); and
- (b) the average closing price in the 5 trading days immediately prior to the earlier of:
 - (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the General Mandate (as hereinafter defined);
 - (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the General Mandate (as hereinafter defined); and
 - (iii) the date on which the placing or subscription price is fixed;

“General Mandate” means the general mandate to be approved in this resolution;

NOTICE OF ANNUAL GENERAL MEETING

“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 any applicable law of Hong Kong or the Articles of Association of the Company to be held; and
- (iii) the authority set out in this resolution being revoked or varied by way of ordinary resolution of the Company in general meeting;

“Rights Issue” means an offer by way of rights to holders of shares whose names appear on the register of members on a fixed record date which enables those holders to subscribe shares in proportion to their then shareholdings (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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange); and

“shares” shall, for the purposes of the general mandate referred to in this resolution, mean such number of shares as may be adjusted in the event that the shares in issue as at the date of passing this resolution are, at any time thereafter, converted into a larger or smaller number of shares; and

- (f) the authority conferred by this resolution shall be in substitution for all previous authorities granted to the Directors of the Company, except that it shall be without prejudice to and shall not affect the exercise of the power of the Directors of the Company pursuant to such authorities to allot additional shares of the Company up to and in accordance with the approval therein contained prior to the date of this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

B. “THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy-back issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation granted to the Directors of the Company and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to buy-back its shares at a price determined by the Directors of the Company;
- (c) the aggregate number of shares which is authorised to be bought-back by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10 per cent. of the total number of the issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) 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 any applicable law of Hong Kong or the Articles of Association of the Company to be held; and
- (iii) the authority set out in this resolution being revoked or varied by way of ordinary resolution of the Company in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“shares” shall, for the purposes of the general mandate referred to in this resolution, mean such number of shares as may be adjusted in the event that the shares in issue as at the date of passing this resolution are, at any time thereafter, converted into a larger or smaller number of shares.”

- C. “THAT conditional on the passing of the resolutions set out in paragraphs 4A and 4B of the notice convening this meeting of which this resolution forms part, the general mandate granted to the Directors of the Company to allot and issue shares pursuant to the resolution set out in paragraph 4A of the notice convening this meeting be and is hereby extended by the addition to the aggregate number of the shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate of the aggregate number of the shares in the capital of the Company bought-back by the Company under the authority granted pursuant to the resolution set out in paragraph 4B of the notice convening this meeting, provided that such number of shares shall not exceed 10 per cent. of the total number of shares of the Company in issue at the date of passing of this resolution. For the purposes of this resolution, “shares” shall mean such number of shares as may be adjusted in the event that the shares in issue as at the date of passing this resolution are, at any time thereafter, converted into a larger or smaller number of shares.”

5. As special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“THAT subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the approval for listing of, and permission to deal in, the Consolidated Shares (as defined below) upon the Share Consolidation (as defined below) becoming effective; and (ii) the compliance with the relevant procedures and requirements under Hong Kong laws (where applicable) and the Rules Governing the Listing of Securities on the Stock Exchange to effect the Share Consolidation (as hereinafter defined), with effect from the second business day immediately following the date on which this resolution is passed or the above conditions are fulfilled (whichever is later):

- (a) every ten (10) issued ordinary shares in the share capital of the Company be consolidated (the “Share Consolidation”) into one (1) ordinary share (each a “Consolidated Share”) in the share capital of the Company, such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the articles of association of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (b) any fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholder(s) of the Company concerned, but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “Directors”) may think fit and/or repurchased (and, if thought fit, cancelled) in such manner and on such terms as the Directors may think fit; and

- (c) the Directors be authorised to issue new share certificates in respect of the Consolidated Shares and the Directors and such person or persons authorised by the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, including under seal where applicable, and deliver all such documents, instruments and agreements, on behalf of the Company, as they shall, in their absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing.”

By Order of the Board
LIPPO CHINA RESOURCES LIMITED
Millie Luk
Secretary

Hong Kong, 3 May 2023

Registered Office:
40th Floor
Tower Two
Lippo Centre
89 Queensway
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Note:

1. Any member entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. 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 notarially certified true copy thereof) must be deposited at the Company's registered office not less than 48 hours (that is, 11:00 a.m. on Wednesday, 31 May 2023) before the time appointed for the holding of the meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude members from attending and voting at the meeting or any adjourned meeting thereof should they so wish.
3. The Register of Members of the Company will be closed from Tuesday, 30 May 2023 to Friday, 2 June 2023 (both dates inclusive) during which period no transfer of shares will be registered, for the purpose of ascertaining shareholders' entitlement to attend and vote at the meeting. In order to be entitled to attend and vote at the meeting, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Registrar, Tricor Tengis Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 29 May 2023.
4. At the meeting, the chairman of the meeting will exercise his power under Article 79(i) of the Articles of Association of the Company to put each of the above resolutions to the vote by way of a poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
5. Should there be any discrepancies between the English and the Chinese versions, the English version shall prevail.