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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

**If you have sold or transferred** all your shares in LH Group Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the 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 the transferee.

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# LH GROUP

叙福樓集團

LH GROUP LIMITED

叙福樓集團有限公司

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

(Stock code: 1978)

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
(3) PROPOSED AMENDMENTS TO  
THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION;  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM of the Company to be held at Hong Kong Playground Association — I+Plus Development and Exchange Centre at 3/F., MacPherson Place, 38 Nelson Street, Mongkok, Kowloon, Hong Kong on Wednesday, 7 June 2023 at 3:30 p.m. is set out on pages 25 to 29 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.lhgroup.com.hk](http://www.lhgroup.com.hk).

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 3:30 p.m. on Monday, 5 June 2023 (Hong Kong time)) or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such event, the instrument appointing a proxy shall be deemed revoked. The Company encourages Shareholders, instead of attending the AGM in person, to appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM, by returning the form of proxy in accordance with the instructions printed thereon.

No refreshments, drinks, corporate souvenirs or gift coupons will be provided at the AGM.

16 May 2023

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## DEFINITIONS

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

<b>“AGM”</b>	the annual general meeting of the Company to be held at Hong Kong Playground Association — I+Plus Development and Exchange Centre at 3/F., MacPherson Place, 38 Nelson Street, Mongkok, Kowloon, Hong Kong on Wednesday, 7 June 2023 at 3:30 p.m. to consider and, if thought fit, approve the resolutions contained in the notice of AGM, which is set out on pages 25 to 29 of this circular, or its adjournment thereof;
<b>“Article(s)” or “Articles of Association”</b>	the amended and restated articles of association of the Company currently in force;
<b>“Board”</b>	the board of Directors;
<b>“Company”</b>	LH Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange (stock code: 1978);
<b>“Companies Act”</b>	The Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, modified and supplemented from time to time;
<b>“close associate(s)”</b>	has the same meaning ascribed to this term under the Listing Rules;
<b>“core connected person”</b>	has the same meaning ascribed to this term in the Listing Rules;
<b>“Director(s)”</b>	the director(s) of the Company;
<b>“Group”</b>	the Company and all of its subsidiaries from time to time;
<b>“Hong Kong”</b>	the Hong Kong Special Administrative Region of the People’s Republic of China;
<b>“Issue Mandate”</b>	the unconditional general mandate proposed to be granted to the Directors at the AGM to allot, issue and/or deal with Shares not exceeding 20% of the issued Shares of the Company as at the date of granting of the Issue Mandate;

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## DEFINITIONS

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<b>“Latest Practicable Date”</b>	9 May 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time);
<b>“Memorandum” or “Memorandum of Association”</b>	the memorandum of association of the Company currently in force;
<b>“Repurchase Mandate”</b>	the unconditional general mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued Shares of the Company as at the date of granting of the Repurchase Mandate;
<b>“SFO”</b>	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended or supplemented from time to time;
<b>“Share(s)”</b>	ordinary share(s) of HK\$0.1 each in the share capital of the Company;
<b>“Shareholder(s)”</b>	holder(s) of the Share(s);
<b>“Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited;
<b>“substantial shareholder(s)”</b>	has the same meaning ascribed to this term in the Listing Rules;
<b>“Takeovers Code”</b>	the Hong Kong Code on Takeovers and Mergers;
<b>“HK\$”</b>	Hong Kong dollars, the lawful currency of Hong Kong; and
<b>“%”</b>	per cent.

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LETTER FROM THE BOARD

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LHGROUP

叙福樓集團

LH GROUP LIMITED

叙福樓集團有限公司

(Incorporated in the Cayman Islands with limited liability)  
(Stock code: 1978)

**Executive Directors:**

Mr. Wong Kit Lung Simon *Prof, BBS, JP*  
(Chairman and Chief Executive Officer)  
Ms. Ko Sau Chee Grace (*Vice Chairperson*)

**Independent non-executive Directors:**

Mr. Sin Yat Kin *SBS, CSDSM, JP*  
Ms. Hung Lo Shan Lusan  
Mr. Hung Wai Man *Prof, JP*

**Registered office:**

Walkers Corporate Limited  
190 Elgin Avenue  
George Town  
Grand Cayman KY1-9008  
Cayman Islands

**Principal place of business in  
Hong Kong:**

Unit 03, L22, Tower 1  
Enterprise Square Five  
38 Wang Chiu Road  
Kowloon Bay, Kowloon  
Hong Kong

16 May 2023

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
(3) PROPOSED AMENDMENTS TO  
THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION;  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the Issue Mandate and the Repurchase Mandate to the Directors; (ii) the re-election of Directors; and (iii) the proposed amendments to the Memorandum and Articles of Association.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the granting of the Issue Mandate and the Repurchase Mandate, the re-election of Directors, the proposed amendments to the Memorandum and Articles of Association and the notice of AGM.

### **ISSUE MANDATE AND REPURCHASE MANDATE**

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the Issue Mandate and the Repurchase Mandate.

#### **Issue Mandate**

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate to allot, issue and/or deal with Shares or underlying shares of the Company (i.e. the Issue Mandate) (other than by way of rights issue or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the issued Shares as at the date of granting of the Issue Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the Issue Mandate authorising the Directors to allot, issue and/or deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 800,000,000 Shares in issue. Subject to the passing of the resolutions for the approval of the Issue Mandate and on the basis that there is no change in the number of shares between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Issue Mandate to allot, issue and/or deal with a maximum of 160,000,000 Shares, representing 20% of the number of the issued shares as at the Latest Practicable Date.

#### **Repurchase Mandate**

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the issued Shares as at the date of granting of the Repurchase Mandate.

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## LETTER FROM THE BOARD

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Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that there is no change in the numbers of shares between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 80,000,000 Shares, representing 10% of the number of the issued shares as at the Latest Practicable Date.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

The Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate up to (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, the Companies Act, (as consolidated and revised) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; or (iii) the revocation or variation of the Issue Mandate (including the extended Issue Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

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

In accordance with Article 108 of the Articles of Association, Mr. Wong Kit Lung Simon and Ms. Hung Lo Shan Lusan will retire as the Directors by rotation at the AGM and, being eligible, will offer themselves for re-election as the Directors by the Shareholders at the AGM.

At the AGM, an ordinary resolution will be proposed to re-elect Mr. Wong Kit Lung Simon as an executive Director and Ms. Hung Lo Shan Lusan as an independent non-executive Director. None of the independent non-executive Directors had served more than nine years nor holding seven or more listed company directorship as at the Latest Practicable Date.

The Board has duly considered the composition of the members of the Board. In order to better achieve the objectives of the Board diversity policy, with the recommendation of the nomination committee of the Board, the Board has decided to propose the re-election of Mr. Wong Kit Lung Simon as an executive Director and Ms. Hung Lo Shan Lusan as the independent non-executive Director at the AGM. The Board is of the view that, Ms. Hung Lo Shan Lusan, who possesses of professional qualification in accountancy, is able to provide valuable professional advice in terms of accounting, finance and other aspects to the Company, thus contributing to

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## LETTER FROM THE BOARD

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better corporate governance of the Company. In addition, Ms. Hung Lo Shan Lusan possesses of education and accounting backgrounds which are different from those of other Directors and the Board believes that she will bring diversity perspectives to the Board.

The Board has confirmed, Ms. Hung Lo Shan Lusan does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders, and does not hold any interests of the Company in any form. Ms. Hung Lo Shan Lusan has confirmed meeting the independence guidelines under Rule 3.13 of the Listing Rules. Accordingly, the Board has reasonable belief that she is independent. The Board also confirmed that, save as disclosed in this circular, Mr. Wong Kit Lung Simon does not have any relationship with other Directors and senior management.

Mr. Wong Kit Lung Simon and Ms. Hung Lo Shan Lusan do not act as directors of seven or more listed companies. The Board believes that they can commit sufficient time to assume their Director's duties.

Biographical details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board proposes to amend the existing Memorandum and Articles of Association in order to bring the Memorandum and Articles of Association in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Listing Rules, which took effect on 1 January 2022.

The proposed amendments to the Memorandum and Articles of Association ("**Proposed Amendments**") are summarised below:

1. to specify that the Company shall hold an annual general meeting within six months after the end of the Company's financial year;
2. to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the Listing Rules, or the rules, codes or regulations of any competent regulatory authority, to abstain from voting to approve the matter under consideration;



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## LETTER FROM THE BOARD

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3. to provide that in addition to the right to convene an extraordinary general meeting on the requisition of one or more Shareholder(s) holding not less than one-tenth (1/10th) of the paid up capital of the Company having the right of voting at general meetings, such Shareholder(s) shall also have the right to add resolutions to the meeting agenda of a general meeting;
4. to provide that the branch register of members in Hong Kong may be closed on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws in Hong Kong); and
5. to make other necessary amendments for updating the Memorandum and Articles of Association and better aligning with the wording in the applicable laws of Cayman Islands and the Listing Rules.

For details of the Proposed Amendments, please refer to Appendix III to this circular. The Proposed Amendments are subject to consideration and approval by the Shareholders by way of a special resolution at the AGM.

### **AGM**

A notice convening the AGM to be held at Hong Kong Playground Association — I+Plus Development and Exchange Centre at 3/F., MacPherson Place, 38 Nelson Street, Mongkok, Kowloon, Hong Kong on Wednesday, 7 June 2023 at 3:30 p.m. is set out on pages 25 to 29 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the proposed grant of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate and the proposed re-election of Directors; and a special resolution will be proposed to approve the proposed amendments to the Memorandum and Articles of Association.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.lhgroup.com.hk](http://www.lhgroup.com.hk). Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 3:30 p.m. on Monday, 5 June 2023 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such event, the instrument appointing a proxy shall be deemed revoked.

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## LETTER FROM THE BOARD

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

### **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determination of eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 2 June 2023 to Wednesday, 7 June 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend the AGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 1 June 2023.

For the purpose of determination of entitlement to the final dividend, the register of members of the Company will be closed from Tuesday, 13 June 2023 to Thursday, 15 June 2023, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, all completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 12 June 2023.

### **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.

### **RECOMMENDATION**

The Directors consider the proposed grant of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate, the proposed re-election of Directors and the proposed amendments to the Memorandum and Articles of Association are 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.

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## LETTER FROM THE BOARD

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### GENERAL

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully  
For and on behalf of the Board  
**LH Group Limited**  
**Wong Kit Lung Simon** *Prof, BBS, JP*  
*Chairman*

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## **APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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

### **1. LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which is summarised below.

- (a) The shares proposed to be purchased by the company are fully paid-up;
- (b) The company has previously sent to its shareholders an explanatory statement complying with the provisions of Rule 10.06(1)(b) of the Listing Rules; and
- (c) The shareholders of the company have given a specific approval or a general mandate to the directors of the company to make the purchase(s), by way of an ordinary resolution which complies with the provisions of Rule 10.06(1)(c) of the Listing Rules and which has been passed at a general meeting of the company duly convened and held.

### **2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSON**

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

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

### **3. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 800,000,000 fully paid Shares.

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## **APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 80,000,000 fully paid Shares, representing 10% of the issued shares of the Company as at the date of passing of the resolution.

The Shares repurchased by the Company under the Repurchase Mandate shall be automatically cancelled.

### **4. REASONS FOR THE REPURCHASE**

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

### **5. FUNDING OF REPURCHASES**

Repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available for the purpose in accordance with the applicable laws of the Cayman Islands and the memorandum of association of the Company and the Articles of Association.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 December 2022, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

**6. SHARE PRICES**

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

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2022</b>		
May	1.140	1.040
June	1.120	0.940
July	1.000	0.920
August	0.960	0.910
September	0.940	0.860
October	0.920	0.820
November	0.910	0.830
December	1.100	0.840
<b>2023</b>		
January	1.120	1.010
February	1.320	1.050
March	1.330	1.140
April	1.330	1.150
May (up to the Latest Practicable Date)	1.290	1.260

**7. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING**

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

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

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**APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the Shares then in issue:

<b>Name of Shareholder(s)</b>	<b>Number of Shares</b>	<b>Capacity</b>	<b>Approximate percentage of shareholding</b>
LHG Holdings Limited ("LHG Holdings") <sup>(1)</sup>	600,000,000	Beneficial owner	75%
Mr. Wong Kit Lung Simon <sup>(5)</sup>	600,000,000	Interest held jointly with other persons; interest in a controlled corporation	75%
Ms. Ko Sau Chee Grace <sup>(5)</sup>	600,000,000	Interest held jointly with other persons; interest in a controlled corporation	75%
Mr. Ko Cheuk Kuen <sup>(5)</sup>	600,000,000	Interest held jointly with other persons; interest in a controlled corporation	75%
Mr. Wong Yiu Hung <sup>(5)</sup>	600,000,000	Interest held jointly with other persons; interest in a controlled corporation	75%
Mr. Liu Cheung <sup>(5)</sup>	600,000,000	Interest held jointly with other persons; interest in a controlled corporation	75%

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**APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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<b>Name of Shareholder(s)</b>	<b>Number of Shares</b>	<b>Capacity</b>	<b>Approximate percentage of shareholding</b>
Mr. Liu Chi Hung Peter <sup>(5)</sup>	600,000,000	Interest held jointly with other persons; interest in a controlled corporation	75%
Mr. Lau Kwong Kwan <sup>(5)</sup>	600,000,000	Interest held jointly with other persons; interest in a controlled corporation	75%
Hop Kwan Holdings Limited (“Hop Kwan”) <sup>(2)(5)</sup>	600,000,000	Interest held jointly with other persons; interest in a controlled corporation	75%
Mr. Lam Kwan Ying <sup>(2)(3)(5)</sup>	600,000,000	Interest of spouse; interest held jointly with other persons; interest in a controlled corporation	75%
Ms. Chan Wai Chun <sup>(2)(4)(5)</sup>	600,000,000	Interest of spouse; interest held jointly with other persons; interest in a controlled corporation	75%

*Notes:*

- (1) LHG Holdings is an investment-holding company incorporated in the British Virgin Islands and owned as to 29.03%, 2.99%, 11.99%, 11.99%, 11.99%, 11.99%, 10.01% and 10.01% by Mr. Wong Kit Lung Simon, Mr. Wong Yiu Hung, Mr. Liu Cheung, Mr. Liu Chi Hung Peter, Mr. Lau Kwong Kwan, Hop Kwan, Mr. Ko Cheuk Kuen and Ms. Ko Sau Chee Grace respectively.
- (2) Mr. Lam Kwan Ying and Ms. Chan Wai Chun each owns 18.33% and 68.33% of Hop Kwan respectively and therefore under the SFO, Mr. Lam Kwan Ying and Ms. Chan Wai Chun are deemed or taken to be interested in the Shares to be held by Hop Kwan.
- (3) Mr. Lam Kwan Ying is the spouse of Ms. Chan Wai Chun and is deemed or taken to be interested in all the Shares in which Ms. Chan Wai Chun has, or is deemed to have, an interest for the purpose of the SFO.
- (4) Ms. Chan Wai Chun is the spouse of Mr. Lam Kwan Ying and is deemed or taken to be interested in all the Shares in which Mr. Lam Kwan Ying has, or is deemed to have, an interest for the purpose of the SFO.



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## APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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- (5) Mr. Wong Kit Lung Simon, Mr. Ko Cheuk Kuen, Mr. Wong Yiu Hung, Mr. Liu Cheung, Mr. Liu Chi Hung Peter, Mr. Lau Kwong Kwan, Hop Kwan, and Ms. Ko Sau Chee Grace are parties acting in concert (having the meaning ascribed to it under the Takeovers Code). Under SFO, Mr. Lam Kwan Ying and Ms. Chan Wai Chun are deemed or taken to be interested in the shares to be held by Hop Kwan. As such, Mr. Wong Kit Lung Simon, Mr. Ko Cheuk Kuen, Mr. Wong Yiu Hung, Mr. Liu Cheung, Mr. Liu Chi Hung Peter, Mr. Lau Kwong Kwan, Hop Kwan, Mr. Lam Kwan Ying, Ms. Chan Wai Chun and Ms. Ko Sau Chee Grace will for the purpose of the SFO together through LHG Holdings control 75% of the entire share capital of the Company.

On the basis that no further Shares are issued and there is no change of the shareholding structure, an exercise of the Repurchase Mandate in full will not result in any of the above Shareholders becoming obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

At as the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholders, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

### **8. SHARES REPURCHASE MADE BY THE COMPANY**

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

*Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:*

**(1) MR. WONG KIT LUNG SIMON** *Prof, BBS, JP* (“MR. WONG”)

Mr. WONG Kit Lung Simon (黃傑龍), *Prof, BBS, JP*, aged 49, was appointed as the Director on 20 June 2017 and was re-designated as executive Director on 8 August 2017. Mr. Wong is the Chairman and Chief Executive Officer of the Group and is the chairperson of the nomination committee of the Company and a member of the remuneration committee of the Company. He is a director of all subsidiaries of the Group. He is primarily responsible for the overall management, strategic planning, brand management, business development, public relations and cooperation of the Group. In carrying out his responsibilities, Mr. Wong has provided the Group with leadership, vision with reformation, marketing and public relations strategies. Mr. Wong has over 25 years of working and management experience in the engineering and restaurant management sectors.

Mr. Wong holds various public positions in Hong Kong, including:

<b>Year of appointment</b>	<b>Organisation</b>	<b>Current position</b>
2023	Community Care Fund	Vice Chairman
2023	Major Sports Events Committee	Member
2021	Environmental Campaign Committee	Chairman
2021	Environment and Conservation Fund Committee	Member
2020	Quality Tourism Services Association	Chairman
2019	Employees Retraining Board	Vice Chairman
2019	Hong Kong Tourism Board	Member
2018	Commission on Poverty	Member
2017	Catering Industry Training Advisory Committee	Chairman
2017	Food Wise Hong Kong Steering Committee	Member

<b>Year of appointment</b>	<b>Organisation</b>	<b>Current position</b>
2016	Hong Kong Japanese Food and Cuisine Association	Founding Chairman
2014	Institute of Dining Professionals	Honorary President
2012	Food Business and Related Services Task Force of the Business Facilitation Advisory Committee	Member

Mr. Wong became a member of the Institution of Highways & Transportation in the United Kingdom in September 1999. He was elected as a member and chartered professional engineer of the Institution of Engineers in Australia in April 2001. He was elected as a registered professional engineer in the civil practice area of the National Professional Engineers Register in Australia in April 2001. He was admitted as a member and chartered civil engineer of the Institution of Civil Engineers in the United Kingdom in December 2001, and he was subsequently registered by the Engineering Council in the United Kingdom in May 2002 to use the title of chartered engineer. Mr. Wong, who has satisfied the requirements under the Recognition of Prior Learning mechanism (Chinese Catering Industry), obtained a Statement of Attainment in Control Cost of Chinese Catering Organizations (Level 4) by the Vocational Training Council in Hong Kong in 28 December 2017.

Mr. Wong obtained his Bachelor of Engineering in Civil Engineering degree from the University of New South Wales in Australia in May 1997. He obtained his Master of Business Administration (Electronic Commerce) degree from Charles Sturt University in Australia (through long distance learning) in November 2001. Mr. Wong was elected as one of the Ten Outstanding Young Persons by the Junior Chamber International Hong Kong in October 2011. He was appointed as Justice of the Peace in July 2014. In January 2019, he was appointed as Adjunct Professor of College of Business of City University of Hong Kong. He has received the Bronze Bauhinia Star awarded by the HKSAR Government in 2021.

Mr. Wong has entered into a service contract with the Company for a term of three years commencing from the 30 May 2021, and will continue thereafter until terminated by not less than one month's notice in writing served by either party on the other. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. For the year ended 31 December 2022, Mr. Wong received remuneration of HK\$4,768,000, inclusive of discretionary bonus of HK\$1,512,000. The remuneration of Mr. Wong

is determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to his qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Wong was deemed to be interested in 600,000,000 Shares held by LHG Holdings Limited. Save as disclosed, Mr. Wong did not have, and is not deemed to have, any other interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO as at the Latest Practicable Date.

Mr. Wong is the son of a substantial shareholder, Mr. Wong Yiu Hung. Saved as disclosed above, Mr. Wong did not have any relationship with other Directors, senior management, or substantial or controlling shareholders of the Company nor hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

There is no information relating to the re-election of Mr. Wong that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter relating to Mr. Wong that needs to be brought to the attention of the Shareholders and the Stock Exchange.

## **(2) MS. HUNG LO SHAN LUSAN (“MS. HUNG”)**

Ms. HUNG Lo Shan Lusan (熊璐珊), aged 56, was appointed as the independent non-executive Director with effect from 30 May 2018. Ms. Hung is also the chairperson of the audit committee and a member of the remuneration committee of the Company. Ms. Hung has over 36 years of experience in accounting, tax and strategic planning.

Prior to joining the Group, from March 1987 to March 1990, Ms. Hung worked as an accountant at Weston Woodley & Robertson. From May 1990 to June 1993, she worked at Ernst & Young where her last position was deputy manager of tax department. From November 1993 to April 2002, she worked with Grant Thornton where her final position was partner. During her tenure at Grant Thornton, she worked at Grant Thornton — Los Angeles as a manager on secondment from December 1995 to February 1997. From January 2003 to September 2005, she was a director of the Chartered Accountants Australia & New Zealand (formerly known as the Institute of Chartered Accountants in Australia). From 2013 to 2015, she was the president of the Association of Women Accountants in Hong Kong. From April 2002 to present, she has been an executive director of Higuma Consulting Limited. Ms. Hung was appointed as Head of Tax, Pacific Jade Tax Consultancy Limited from 3 October 2018 to 30 September 2020. Ms. Hung was

appointed as the independent non-executive Director of China Coal Energy Company Limited with effect from 28 March 2023. She is also the chairperson of the Audit and Risk Management Committee and a member of the Remuneration Committee, Strategic Planning Committee and Nomination Committee. She served as a member of the HKSAR Government Housing Authority — Finance Committee (2014–2019) and Subsidised Housing Committee (2014–2017). She currently serves as a member of the HKSAR Government Housing Authority Audit sub-committee (since April 2018), Business Facilitation Advisory Committee (since January 2023), Committee on the Promotion of Civic Education (since April 2023) and the Hong Kong Breast Cancer Foundation Audit Committee since March 2019. Ms. Hung has been appointed as the Hong Kong representative of the Beijing Women’s Federation since 2014 and a member of executive committee since 2019, and a member of the Shandong Committee of the Chinese People’s Political Consultative Conference since 2018 and a member of the standing committee since 2023.

Ms. Hung was admitted to membership of the Chartered Accountants Australia and New Zealand in April 1990, and was admitted as a fellow member in June 2000. She was admitted as a member of the Hong Kong Society of Accountants in December 1991, and was subsequently admitted as a fellow of Hong Kong Institute of Certified Public Accountants (formerly known as the Hong Kong Society of Accountants) in November 1999. She was admitted as a fellow of the Taxation Institute of Hong Kong in September 2010, and was registered as a Certified Tax Adviser since September 2010 and a Chartered Tax Adviser since 2021.

Ms. Hung obtained her Bachelor of Commerce in Accounting from the University of New South Wales in Australia in April 1988. She completed the Women’s Directorship Programme at The University of Hong Kong in June 2013, and subsequently completed the Board Directorship Programme in July 2013.

Ms. Hung has entered into a letter of appointment with the Company for a term of three years commencing from 4 May 2021 and is subject to termination in certain circumstances as stipulated in the relevant letters of appointment. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to such letter of appointment, she is entitled to the annual director’s fee of HK\$240,000. For the year ended 31 December 2022, Ms. Hung received a director’s fee of HK\$240,000. The remuneration of Ms. Hung is determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to her qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed herein, Ms. Hung did not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and did not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Ms. Hung did not have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no information relating to the re-election of Ms. Hung that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter relating to Ms. Hung that needs to be brought to the attention of the Shareholders and the Stock Exchange.

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**APPENDIX III      DETAILS OF AMENDMENTS TO THE MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

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The following are the proposed amendments to the existing Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and articles numbers referred to herein are the clauses, paragraphs and articles numbers of the existing Memorandum and Articles of Association.

1. Amend the following clause in the Articles of Association:

5(a). If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies ~~Law~~Act, be varied or abrogated either with the consent in writing of ~~the holders of~~ not less than  $\frac{3}{4}$  ~~in nominal value of the issued Shares of the voting rights of the holders of Shares~~ of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be ~~not less than~~ two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy holding not less than one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.

2. Amend the following clause in the Articles of Association:

17(d). The Register may by notice to Shareholders be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine, which may be extended for no more than 30 days in respect of any year by an Ordinary Resolution of the Shareholders passed in that year.

3. Insert the following new clauses to the Articles of Association:

17(e). The notice mentioned above in Article 17(d) shall be given:

- (i) in accordance with the Listing Rules; or

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**APPENDIX III      DETAILS OF AMENDMENTS TO THE MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

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(ii) by advertisement in a newspaper circulating generally in Hong Kong.

17(f). The Company shall, on demand, provide any person who is entitled to inspect the Register seeking to inspect a Register or part of a Register that is closed under this Articles with a certificate signed by the Company Secretary of the Company stating the period for which, and by whose authority, it is closed.

4. Amend the following clause in the Articles of Association:

62. At all times during the Relevant Period other than the year of the Company's adoption of these Articles, the Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and such annual general meeting shall be held within six months after the end of its previous financial year not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.

5. Insert the following new clause to the Articles of Association:

63A. Any Shareholder who is entitled to attend the general meeting shall have the right to (a) speak at the general meeting; and (b) vote at a general meeting except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration, and subject to Article 79A below.

6. Amend the following clause in the Articles of Association:

64. The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the voting rights on a one vote per Share basis in the share capital of the Company at general meetings ~~paid up capital of the Company having the right of voting at general meetings~~. Such requisition shall be made in writing to the



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**APPENDIX III      DETAILS OF AMENDMENTS TO THE MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

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Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

7. Insert the following new clause to the Articles of Association:

64A. Any one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the voting rights on a one vote per Share basis in the share capital of the Company at general meetings shall have the right to, upon reasonable notice, raise requisition to the Board for adding resolutions to the meeting agenda of a general meeting.

8. Amend the following clause in the Articles of Association:

92(b). Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) appoint proxies or authorise such person or persons as it thinks fit to act as its representative or representatives, who enjoy rights equivalent to the rights of other Shareholders, at any meeting of the Company (including but not limited to any general meeting, creditors meeting) or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative or proxy is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he/she represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to speak and vote and where a show of hands is allowed, the right to vote individually on a show of hands.

9. Amend the following clause in the Articles of Association:

112. The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum

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**APPENDIX III      DETAILS OF AMENDMENTS TO THE MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

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number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and be subject to re-election at such meeting. ~~Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting.~~ Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company after his appointment and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

10. Amend the following clause in the Articles of Association:

176(a) The Company shall at each annual general meeting, by Ordinary Resolution, appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by or on the authority of the Company in the annual general meeting by Ordinary Resolution except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.

176(b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by ~~Special~~Ordinary Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term and fix the new auditor's remuneration or delegate the fixing of such remuneration to the Board.

11. Replace all references to “Companies Law” to “Companies Act” in the Memorandum and Articles of Association.

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## NOTICE OF AGM

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**LHGROUP**

**叙福樓集團**

**LH GROUP LIMITED**

**叙福樓集團有限公司**

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

**(Stock code: 1978)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of LH Group Limited (the “**Company**”) will be held at Hong Kong Playground Association — I+Plus Development and Exchange Centre at 3/F., MacPherson Place, 38 Nelson Street, Mongkok, Kowloon, Hong Kong on Wednesday, 7 June 2023 at 3:30 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2022;
2. To declare a final dividend of HK7.77 cents per share in respect of the year ended 31 December 2022;
3. (a) To re-elect Mr. Wong Kit Lung Simon as an executive Director;  
  
(b) To re-elect Ms. Hung Lo Shan Lusan as an independent non-executive Director;  
  
(c) To authorise the board of Directors to fix the remuneration of Directors;
4. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the board of Directors to fix their remuneration;

To, as special business, consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

5. **“THAT:**
  - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as

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## NOTICE OF AGM

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defined below) of all the powers of the Company to allot, issue and/or deal with shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
  - (aa) 20% of the number of shares of the Company in issue on the date of the passing of this resolution; and
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of shares of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of shares of the Company in issue on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

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

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

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## NOTICE OF AGM

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- (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, the Companies Act (as consolidated and revised) of the Cayman Islands (the “**Companies Act**”) or any other applicable law of Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. “**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

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## NOTICE OF AGM

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- (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, the Companies Act or any other applicable law of Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
7. “**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 5 above in respect of the number of shares of the Company in issue referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

### SPECIAL RESOLUTION

8. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** the proposed amendments to the memorandum and articles of association of the Company as set out in the Appendix III to the circular of the Company dated 16 May 2023 be and are hereby approved and adopted.”

By order of the Board  
**LH Group Limited**  
**Wong Kit Lung Simon** *Prof, BBS, JP*  
*Chairman*

Hong Kong, 16 May 2023

***Registered office:***

Walkers Corporate Limited  
190 Elgin Avenue  
George Town  
Grand Cayman KY1-9008  
Cayman Islands

***Principal place of business in***

***Hong Kong:***  
Unit 03, L22, Tower 1  
Enterprise Square Five  
38 Wang Chiu Road  
Kowloon Bay, Kowloon  
Hong Kong

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## NOTICE OF AGM

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*Notes:*

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one proxy or, if the member holds two or more Shares, to appoint more than one proxy, to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting (the “AGM”) to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 3:30 p.m. on Monday, 5 June 2023 (Hong Kong time)) or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the AGM or any adjournment thereof, should he so wish.
3. In relation to proposed resolutions nos. 5 and 7 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the Listing Rules.
4. In relation to proposed resolution no. 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular of the Company dated 16 May 2023.
5. For the purpose of determination of eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 2 June 2023 to Wednesday, 7 June 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend the AGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 1 June 2023.
6. For the purpose of determination of entitlement to the final dividend, the register of members of the Company will be closed from Tuesday, 13 June 2023 to Thursday, 15 June 2023, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, all completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 12 June 2023.