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



LAM SOON (HONG KONG) LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 411)

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

A letter from the Board is set out on pages 2 to 5 of this circular. A notice convening the annual general meeting of Lam Soon (Hong Kong) Limited to be held at 3rd Floor, Lam Soon Building, 21 Dai Fu Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Monday, 13 November 2023 at 12:00 noon is set out on pages 13 to 16 of this circular. Whether or not you are able to attend the annual general meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event no later than 48 hours before the time appointed for holding the meeting or the adjourned meeting as the case may be. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

10 October 2023

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on Monday, 13 November 2023 at 12:00 noon
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Company”	Lam Soon (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“INED(s)”	Independent Non-executive Director(s) of the Company
“Latest Practicable Date”	4 October 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission
“%”	per cent.

LETTER FROM THE BOARD



LAM SOON (HONG KONG) LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 411)

Directors:

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

Registered Office:

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

* *Non-Executive Director*

** *Independent Non-Executive Director*

10 October 2023

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

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

GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES

At the annual general meeting of the Company held on 10 November 2022, general mandates were given to the Directors, (i) to buy back Shares not exceeding 10% of the total number of the shares of the Company in issue as at 10 November 2022; and (ii) to allot, issue and deal with Shares not exceeding the aggregate of 20% of the total number of the shares of the Company in issue as at 10 November 2022 and those Shares not exceeding 10% of the total number of the shares of the Company in issue as at 10 November 2022 bought back by the Company (collectively referred to as “Existing General Mandates”).

LETTER FROM THE BOARD

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

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

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

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

RE-ELECTION OF DIRECTORS

In accordance with Article 84 of the Articles of Association and Code B.2.2 of the Corporate Governance Code of the Company (the “CG Code”), Messrs. KWEK Leng Hai (“Mr. Kwek”), CHEW Seong Aun (“Mr. Chew”) and HUANG Lester Garson (“Mr. Huang”) shall retire from office by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

Brief biographical details of the retiring Directors proposed for re-election at the AGM are set out in Appendix II to this circular pursuant to the Listing Rules.

LETTER FROM THE BOARD

The Board Nomination Committee of the Company (“BNC”) has recommended to the Board that Mr. Kwek, Mr. Chew and Mr. Huang are suitable to be re-elected and their re-election be proposed for Shareholders’ approval at the AGM. The recommendation was made in accordance with the procedure and criteria set out in the Nomination Policy of the Company after reviewing their length of service, education background, qualification, skill, experience, number of other directorships, meeting attendance and participation in the affairs of the Company, and taking into account the Board’s composition as well as various diversity aspects as set out in the Board Diversity Policy of the Company. The annual confirmation of independence made by Mr. Huang pursuant to Rule 3.13 of the Listing Rules were also reviewed by the BNC. The BNC had evaluated his performance and is of the view that he possesses the required character, integrity and experience to fulfill the role of INED. Mr. Kwek, being the Chairman of the BNC, has abstained from voting when his suitability for re-election was considered.

Mr. Huang has served the Board as an INED for more than nine years. In accordance with Code B.2.3 of the CG Code, any further appointment of such INED should be subject to a separate resolution to be approved by the Shareholders. During Mr. Huang’s tenure as an INED, he is not involved in the executive management of the Group nor in any relationship or circumstances which would materially interfere with his exercise of impartial judgement. Mr. Huang has demonstrated his abilities to provide independent, balanced and objective view and advice on the affairs of the Company. The Board considers Mr. Huang to be independent under the Listing Rules despite his long services and believes that with his skills and knowledge, he can continue to contribute to the Board and its diversity. A separate resolution for his re-election will be proposed for approval by the Shareholders at the AGM.

The Board, having considered the recommendation of the BNC, is of the view that the retiring Directors, with their valuable knowledge, experience, diversity of skill sets and understanding of the businesses of the Group, will continue to contribute to the Company and the Shareholders as a whole.

Procedures for a Shareholder to propose a person for election as a Director is disclosed at the Company’s website at www.lamsoon.com.

ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 13 to 16 of this circular. There is no Shareholder that is materially interested in the proposed resolutions to be considered at the AGM and therefore none of the Shareholders is required to abstain from voting in respect of such resolutions.

LETTER FROM THE BOARD

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

VOTING BY WAY OF POLL

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

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Directors believe that the granting of the general mandates to issue and buy-back Shares and the re-election of the Directors are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all relevant resolutions set out in the notice of the AGM on pages 13 to 16 of this circular.

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

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

GENERAL MANDATE TO BUY-BACK SHARES

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

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

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

DIRECTORS AND CORE CONNECTED PERSONS

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

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

DIRECTORS’ UNDERTAKING

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

EFFECT OF THE TAKEOVERS CODE

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

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

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

PUBLIC FLOAT

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

LISTING RULES REQUIREMENTS FOR BUY-BACK OF SHARES**Shareholders' Approval**

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

Reasons for Buy-back

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

Source of Funds

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

Material Adverse Impact

On the basis of the consolidated financial position of the Company as at 30 June 2023 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position and gearing ratio of the Company and the number of Shares in issue, the Directors consider that there will not be a material impact on the working capital or the gearing position of the Company in the event that the proposed purchases were to be carried out in full at any time during the proposed buy-back period. No buy-back would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company (as compared with the position disclosed in the latest published audited financial statements) unless the Directors consider that such buy-backs were in the best interests of the Company.

SHARE BUY-BACK MADE BY THE COMPANY

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

GENERAL

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

	Price per Share	
	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2022		
October	11.10	10.00
November	10.94	10.56
December	11.00	10.38
2023		
January	12.00	10.06
February	10.56	10.00
March	10.50	9.70
April	10.02	9.99
May	10.08	9.13
June	10.86	10.04
July	10.98	10.02
August	9.00	9.00
September	9.00	7.70
October (up to the Latest Practicable Date)	8.00	8.00

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

1. **Mr. Kwek Leng Hai** (“Mr. Kwek”), aged 70, the Chairman of the Company since October 2006 and has been a Non-executive Director of the Company since appointment to the Board in 1997. Mr. Kwek is also the Chairman of Board Nomination Committee and a member of Board Remuneration Committee of the Company

Mr. Kwek is a director and shareholder of GuoLine Capital Assets Limited (“GCAL”), the ultimate holding company of the Company. He is the Executive Chairman of Guoco Group Limited (“GGL”), a subsidiary of GCAL and listed on the Stock Exchange. He is also a non-executive director of GuocoLand Limited (“GuocoLand”, GGL’s subsidiary listed on the Singapore Exchange Securities Trading Limited (“SGX-ST”). He is the non-executive chairman of GL Limited (“GL”, GGL’s subsidiary) which was privatized and delisted from the Official List of SGX-ST on 14 June 2021. He serves as a non-executive director of Hong Leong Bank Berhad (“HLBB”, a listed subsidiary of Hong Leong Financial Group Berhad (“HLFG”, GGL’s associated company listed on Bursa Malaysia Securities Berhad (“Bursa Malaysia”))) and Bank of Chengdu Co., Ltd. (an associated company of HLBB and listed on the Shanghai Stock Exchange).

Mr. Kwek qualified as a chartered accountant of the Institute of Chartered Accountants in England and Wales. He has extensive experience in various business sectors, including but not limited to finance, investment, manufacturing and real estate. He is the brother-in-law of Dr. Whang Sun Tze, a Non-executive Director of the Company.

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

As at the Latest Practicable Date, Mr. Kwek was interested in 2,300,000 Shares within the meaning of Part XV of the SFO. There is no service contract being executed between Mr. Kwek and the Company but he is subject to retirement by rotation and re-election at the AGM pursuant to the Articles of Association. There is no director’s fee payable to Mr. Kwek for the financial year ended 30 June 2023 as he is a salaried director employed by the Company or its related corporation.

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

2. **Mr. Chew Seong Aun** (“Mr. Chew”), aged 59, Non-executive Director of the Company since appointment to the Board in January 2021.

Mr. Chew is the Executive Director and the Group Chief Financial Officer of GGL.

Mr. Chew is a non-executive director of The Rank Group Plc (GGL’s key listed subsidiaries listed on the London Stock Exchange). He is also an executive director of GL. He was a non-executive director of GuocoLand from January 2021 to March 2023. Prior to joining the Company, Mr. Chew had been the chief financial officer of HLFG since 2006 and before that he had held various senior banking positions in the Middle East and Asia for over 10 years.

Mr. Chew obtained a Bachelor of Science (Eng) degree in Civil Engineering (Honours) from Imperial College, University of London and is a fellow member of the Institute of Chartered Accountants in England and Wales. He is also a member of Asian Institute of Chartered Bankers in Malaysia. He has over 30 years of experience in finance and banking.

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

As at the Latest Practicable Date, Mr. Chew did not have any interest in Shares within the meaning of Part XV of the SFO. There is no service contract being executed between Mr. Chew and the Company but he is subject to retirement by rotation and re-election at the AGM pursuant to the Articles of Association. There is no director’s fee payable to Mr. Chew for the financial year ended 30 June 2023 as he is a salaried director employed by the Company or its related corporation.

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

3. **Mr. Huang Lester Garson, SBS, JP** (“Mr. Huang”), aged 63, was appointed as an Independent Non-executive Director of the Company in November 2013. Mr. Huang is the Chairman of the Board Remuneration Committee and a member of the Board Audit and Risk Management Committee of the Company.

Mr. Huang is an independent non-executive director, the Chairman of the board remuneration committee and a member of the board audit and risk management committee of GGL.

Mr. Huang is a practicing solicitor and notary public, and is currently the Managing Partner and Co-Chairman of P. C. Woo & Co., a solicitor firm in Hong Kong. Mr. Huang became a qualified solicitor of Hong Kong in March 1985 and has over 30 years of post-qualification experience. Mr. Huang graduated with a Bachelor of Laws degree from the University of Hong Kong in 1982 and a Master of Education degree from the Chinese University of Hong Kong in 2006.

In 2002, the Government of the Hong Kong Special Administrative Region (“The Government of HKSAR”) appointed Mr. Huang as a Justice of the Peace. In July 2018, The Government of HKSAR awarded him a Silver Bauhinia Star for his contributions to public services.

Mr. Huang’s public roles include serving as the chairman of the Council of City University of Hong Kong and the Social Welfare Advisory Committee of the Labour and Welfare Bureau. He is also a director of Lei Foundation Limited (formerly known as “Faithful Servant Charitable Foundation Limited”), a Steward of The Hong Kong Jockey Club (“HKJC”) and a director of certain group companies of HKJC. He is also a director of Pacific Basin Economic Council Limited.

Mr. Huang was admitted to the Roll of Honour of the Law Society of Hong Kong (“Law Society”) in May 2021. Previously, he was the President of the Law Society from 2007 to 2009. He was also a non-executive director of the Securities and Futures Commission of Hong Kong (“SFC”) and chaired the Investor and Financial Education Council (a subsidiary of the SFC). Mr. Huang was a member of the Hospital Authority and the Hong Kong Monetary Authority’s Exchange Fund Advisory Committee as well as a non-executive director of the Urban Renewal Authority. He also served as a member of the Standing Committee on Judicial Salaries and Conditions of Service and other public positions.

Mr. Huang is an independent non-executive director of Kidsland International Holdings Limited (listed on the Stock Exchange). He was also an independent non-executive director of Top Glove Corporation Bhd. (listed on Bursa Malaysia and Singapore Exchange Securities Trading Limited) until 13 September 2022.

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

As at the Latest Practicable Date, Mr. Huang was interested in 150,000 Shares within the meaning of Part XV of the SFO. There is no service contract being executed between Mr. Huang and the Company but he is subject to retirement by rotation and re-election at the AGM pursuant to the Articles of Association. For the year ended 30 June 2023, he is entitled to a director's fee of HK\$350,000 subject to Shareholders' approval at the AGM.

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

NOTICE OF ANNUAL GENERAL MEETING



LAM SOON (HONG KONG) LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 411)

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Lam Soon (Hong Kong) Limited (the “Company”) will be held at 3rd Floor, Lam Soon Building, 21 Dai Fu Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Monday, 13 November 2023 at 12:00 noon, for the following purposes:

As Ordinary Business:

1. To lay before the meeting the audited Financial Statements together with the Report of the Directors and the Independent Auditor’s Report for the year ended 30 June 2023.
2. To declare a final dividend. (Resolution 1)
3. To fix the fees of the Directors for the year ended 30 June 2023. (Resolution 2)
4. (A) To re-elect Mr. Kwek Leng Hai as a Director. (Resolution 3)
(B) To re-elect Mr. Chew Seong Aun as a Director. (Resolution 4)
(C) To re-elect Mr. Huang Lester Garson as an Independent Non-executive Director. (Resolution 5)
5. To re-appoint KPMG as auditor of the Company and to authorise the Board of Directors to fix their remuneration. (Resolution 6)

As Special Business:

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

Ordinary Resolutions

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

NOTICE OF ANNUAL GENERAL MEETING

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

(c) for the purposes of this resolution:

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

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; and

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

B. “THAT:

(Resolution 8)

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

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

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

NOTICE OF ANNUAL GENERAL MEETING

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

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

- (c) For the purposes of this resolution:

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

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

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

NOTICE OF ANNUAL GENERAL MEETING

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

By Order of the Board
Cheng Man Ying
Company Secretary

Hong Kong, 10 October 2023

Notes:

- (1) A shareholder entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy does not need to be a shareholder of the Company.
- (2) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a copy of such authority notarially certified, must be deposited at the Company’s Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited (“Computershare”) at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting, as the case may be. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the meeting if the shareholder so wishes.
- (3) The Register of Members of the Company will be closed from Wednesday, 8 November 2023 to Monday, 13 November 2023 (both days inclusive) during which period no transfer of shares will be registered. In order for the shareholders to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with Computershare at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 7 November 2023 for registration.

The Register of Members of the Company will also be closed from Monday, 20 November 2023 to Tuesday, 21 November 2023 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for the final dividend, subject to Shareholders’ approval at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with Computershare, not later than 4:30 p.m. on Friday, 17 November 2023 for registration.

- (4) If typhoon signal no. 8 or above, or a “black” rainstorm warning signal is in force or at any time after 9:00 a.m. on the meeting date, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the Company’s website (www.lamsoon.com) to notify shareholders of the date, time and place of the rescheduled meeting.