

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares of Litu Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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**LITU HOLDINGS LIMITED**

**力圖控股有限公司**

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

**(Stock Code: 1008)**

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE  
BY THE COMPANY OF ITS OWN SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at 3/F, 38 On Lok Mun Street, On Lok Tsuen, Fanling, New Territories, Hong Kong on Friday, 7 June 2024 at 11:00 a.m. is set out on pages 15 to 18 of this circular. A form of proxy for use at the annual general meeting is also enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at [www.hkex.com.hk](http://www.hkex.com.hk) and the Company at [www.lituholdings.com](http://www.lituholdings.com).

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

26 April 2024

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held on Friday, 7 June 2024 to consider and, if thought fit, to approve, among other things, (i) the proposed grant of the General Mandate and the Repurchase Mandate; and (ii) the proposed re-election of Directors (or any adjournment thereof)
“Articles of Association”	the articles of association of the Company, and “Article” shall mean an Article of the Articles of Association
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Litu Holdings 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
“controlling shareholder(s)”	has the same meaning ascribed to it under the Listing Rules, and for the context of this circular, shall mean Mr. Cai Xiao Ming, David, Sinorise International Limited and Profitcharm Limited
“core connected person”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the aggregate nominal share capital of the Company in issue at the date of the passing of such resolution
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	19 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

## DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing such resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.005 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



**LITU HOLDINGS LIMITED**

**力圖控股有限公司**

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

**(Stock Code: 1008)**

***Board of Directors***

*Executive Directors:*

Mr. Huang Wanru (*Chairman*)

Ms. Chen Lin Lin Caddie

*Non-executive Director:*

Ms. Li Li

*Independent non-executive Directors:*

Mr. Lam Ying Hung, Andy

Mr. Lui Tin Nang

Mr. Siu Man Ho, Simon

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place of  
business in Hong Kong:*

3/F, 38 On Lok Mun Street

On Lok Tsuen, Fanling

New Territories

Hong Kong

26 April 2024

*To the Shareholders*

Dear Sir or Madam

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE  
BY THE COMPANY OF ITS OWN SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

At the AGM to be held at 3/F, 38 On Lok Mun Street, On Lok Tsuen, Fanling, New Territories, Hong Kong on Friday, 7 June 2024 at 11:00 a.m., resolutions will be proposed, among other matters:

- (a) to grant the General Mandate to the Directors;
- (b) to grant the Repurchase Mandate to the Directors;

## LETTER FROM THE BOARD

- (c) to increase the number of Shares to be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate; and
- (d) to re-elect the Directors.

The purposes of this circular are to provide you with information in relation to the resolutions to be proposed at the AGM for (i) the grant of the General Mandate and the Repurchase Mandate; and (ii) the re-election of Directors, and to give you the notice of the AGM.

### GENERAL MANDATE AND REPURCHASE MANDATE

The General Mandate and the Repurchase Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any other applicable law of the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

### General Mandate

The Company has in issue an aggregate of 1,567,884,634 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 313,576,926 Shares, representing 20% of the aggregate nominal amount of the issued Shares at the time of the passing of the resolution approving the General Mandate on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM.

The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be approved by the Shareholders.

### Repurchase Mandate

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Repurchase Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in Appendix I.

## LETTER FROM THE BOARD

### RE-ELECTION OF DIRECTORS

Ms. Chen Lin Lin Caddie was appointed as executive Director with effect from 16 April 2024, details of such appointment are set out in the announcement of the Company dated 16 April 2024.

According to Article 83(3), any Director appointed by the Board to fill a casual vacancy on the Board shall hold office only until the next general meeting of the Company and shall then be eligible for re-election.

In accordance with Article 83(3), Ms. Chen Lin Lin Caddie shall retire from her office as Director. Being eligible, Ms. Chen Lin Lin Caddie would offer herself for re-election as executive Director. At the AGM, an ordinary resolution will be proposed to re-elect Ms. Chen Lin Lin Caddie as executive Director.

According to Article 84(1), one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation at every annual general meeting of the Company. A retiring Director shall be eligible for re-election.

In accordance with Article 84(1), Mr. Huang Wanru and Mr. Siu Man Ho, Simon shall retire from their offices as Director. Being eligible, each of Mr. Huang Wanru and Mr. Siu Man Ho, Simon would offer himself for re-election as Director. At the AGM, an ordinary resolution will be proposed to re-elect Mr. Huang Wanru as executive Director and Mr. Siu Man Ho, Simon as independent non-executive Director.

Particulars relating to Mr. Huang Wanru, Ms. Chen Lin Lin Caddie and Mr. Siu Man Ho, Simon are set out in Appendix II to this circular.

### **Nomination policy and process for the independent non-executive Directors**

In reviewing the structure of the Board, the nomination committee of the Company (the “**Nomination Committee**”) will consider the structure, size and diversity (including gender, age, cultural and educational background, length of service, skills, knowledge and experience etc.) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy. All appointments to the Board are based on meritocracy and the candidates will be assessed based on criteria such as education background and relevant skills and experience for consideration of the operation of the Board as a whole, with a view to maintaining a sound balance of the Board’s composition. As at the Latest Practicable Date, all three independent non-executive Directors, namely, Mr. Lam Ying Hung, Andy, Mr. Lui Tin Nang and Mr. Siu Man Ho, Simon, were appointed with effect from 4 March 2009 and have served on the Board for more than nine years.

## LETTER FROM THE BOARD

Particular attention was given to reviewing the independence and re-election of Mr. Siu Man Ho, Simon, who was appointed as independent non-executive Director on 4 March 2009 and has served in such role for more than nine years. Pursuant to the code provision B.2.3 of Corporate Governance Code as set out in Appendix C1 to the Listing Rules, if an independent non-executive Director has served more than nine years, such Director's further appointment should be subject to a separate resolution to be approved by Shareholders. Moreover, the accompanying circular proposing their re-election should include reasons why the Board or the Nomination Committee believe that such independent non-executive Director is still independent and should be re-elected, including the factors considered, the process and the discussion of the Board (or Nomination Committee) in arriving at such determination. Further, under code provision B.2.4(b) of the Corporate Governance Code, where all the independent non-executive directors of an issuer have served more than nine years on the board, the issuer should appoint a new independent non-executive director on the board at the forthcoming annual general meeting.

The Company considers that the diverse background of the existing independent non-executive Directors, their past or current positions and offices at other companies and organisations as well as their ongoing professional development and training would still enable them to bring new independent ideas and perspectives to the Board despite the length of their tenure. At the same time, the Company is using its best endeavours to identify a suitable candidate who have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. The Company will make further announcement(s) as and when appropriate.

In considering whether Mr. Siu Man Ho, Simon is still independent, the Nomination Committee and the Board have taken into account his ability to act objectively and impartially and to provide an independent view in respect of the Company's matters. Mr. Siu Man Ho, Simon has not engaged in any executive or daily management of the Company nor has he had any relationships with any Director, senior management or substantial or controlling shareholders of the Company, and there does not exist any circumstance which are expected to interfere with the exercise of his independent judgement. In addition, based on the confirmation of independence under Rule 3.13 of the Listing Rules from Mr. Siu Man Ho, Simon, the Nomination Committee and the Board are of the opinion that he continues to fulfil the independence requirements.

The Nomination Committee and the Board also noted that Mr. Siu Man Ho, Simon has devoted sufficient time and demonstrated the required attributes for the discharge of his duties as independent non-executive Director. In view of Mr. Siu Man Ho, Simon's years of experience in advising on the legal aspects of corporate finance, capital markets, securities, mergers and acquisitions, joint ventures and general commercial matters and has been acting as an independent non-executive director of various companies listed on the Stock Exchange since 2001, he has demonstrated his ability to provide sound advice and independent views on the Company's matters, including the Group's policies, risk management and corporate governance, which have made invaluable contribution to the Company.



## **LETTER FROM THE BOARD**

Taking into account the foregoing factors and the independent scope of work of Mr. Siu Man Ho, Simon in the past years, the Board considers that going forward, Mr. Siu Man Ho, Simon would remain independent under the Listing Rules despite the fact that he has served the Board for more than nine years. The Board also believes that the continued tenure of Mr. Siu Man Ho, Simon will bring considerable stability to the Board and the Board has benefited greatly from the presence of Mr. Siu Man Ho, Simon who has over time gained valuable insight into the Group. Based on the board diversity policy of the Company, the Board is of the view that Mr. Siu Man Ho, Simon can contribute to the diversity of the Board, in particular, with his strong educational background and professional experience in his area of expertise, and the Board is of the opinion that Mr. Siu Man Ho, Simon remains independent notwithstanding the length of his service and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Therefore, the Board considers that the re-election of Mr. Siu Man Ho, Simon as independent non-executive Director is in the best interest of the Company and the Shareholders as a whole.

The proposed re-election of Mr. Siu Man Ho, Simon as independent non-executive Director will be subject to a separate resolution to be approved by the Shareholders at the AGM.

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

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 3 June 2024 to Friday, 7 June 2024 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all transfer of shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4: 30 p.m. on Friday, 31 May 2024.

### **ACTION TO BE TAKEN**

Whether or not you intend 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 Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or adjournment thereof in person if you so wish.

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

## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors believe that (i) the proposed grant of the General Mandate and the Repurchase Mandate; (ii) the extension of the General Mandate; and (iii) the proposed re-election of Directors, are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM. Your attention is drawn to the information set out in the appendices to this circular.

Yours faithfully  
For and on behalf of the Board  
**Litu Holdings Limited**  
**Huang Wanru**  
*Chairman*

*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. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES**

The Listing Rules prohibit a company from knowingly purchasing 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 his/her/its securities to the Company on the Stock Exchange.

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.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,567,884,634 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are to be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 156,788,463 fully paid Shares.

## **3. REASONS FOR THE REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the 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 the Shareholders as a whole.

## **4. FUNDING OF REPURCHASES**

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the memorandum and articles of association of the Company for such purpose.

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 December 2023, 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.

## 5. 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 were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
April	0.249	0.186
May	0.223	0.200
June	0.222	0.139
July	0.170	0.143
August	0.169	0.141
September	0.162	0.140
October	0.156	0.145
November	0.156	0.141
December	0.197	0.137
<b>2024</b>		
January	0.192	0.150
February	0.191	0.150
March	0.180	0.130
April (up to the Latest Practicable Date)	0.146	0.131

## 6. 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 and exercised.

The Directors, so far as the same may be applicable, 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. Neither the explanatory statement in this Appendix I nor the Repurchase Mandate has any unusual features.

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 general offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Directors, Mr. Cai Xiao Ming, David and Ms. Li Li. are entitled to exercise and/or control the exercise of 57.50% and 15.98% of the voting rights in the general meetings of the Company respectively. In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase

Mandate, the voting rights of Mr. Cai Xiao Ming, David and Ms. Li Li in the Company would increase to approximately 63.88% and 17.76% respectively. Such increase will not give rise to an obligation on either of them to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code. The Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any purchase made under the Repurchase Mandate.

The Directors will not exercise the Repurchase Mandate to such an extent that would result in the amount of Shares held by the public being reduced to less than 25%.

#### **7. SHARES REPURCHASES MADE BY THE COMPANY**

Neither the Company nor any of its subsidiaries has repurchased any of the Company's listed securities during the six months immediately prior to the Latest Practicable Date.

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

**Mr. HUANG Wanru (黃萬如) — Executive Director**

Mr. Huang Wanru (“**Mr. Huang**”), aged 55, was appointed as a vice president of the Group in October 2011 and resumed the same position in March 2020 when he rejoined the Group after brief departure from the Group in June 2018 for other business engagements. Mr. Huang was appointed as an executive Director with effect from 31 March 2020. He is currently also a member of each of the nomination committee and the remuneration committee of the Company. With years of extensive working experience in the finance field, Mr. Huang has been responsible for the financial and management information system of the Group. Since he joined the Group in May 1998, he has been serving in various subsidiary companies of the Group in various roles such as cost accounting, finance manager and finance controller. Since March 2008, he has been appointed as the financial controller of the Group. Mr. Huang was also appointed as a director of certain subsidiaries of the Company.

Mr. Huang has signed a letter of appointment with the Company for a term of 3 years from 31 March 2023, which may be terminated by serving 3 months’ notice in advance by either party. In accordance with the articles of association of the Company, Mr. Huang will be subject to re-election at the general meeting of the Company after his appointment. Pursuant to the terms of his service contract with the Group, Mr. Huang will receive an emolument of RMB600,000 per year. Mr. Huang may also be entitled to receive any discretionary bonus from the Company each year. The terms of his emolument have been reviewed and recommended by the remuneration committee of the Board with reference to the prevailing market rate and his duties and responsibilities in the Group, and which terms were approved by the Board.

As at the Latest Practicable Date, Mr. Huang has personal interest in 1,735,204 shares of the Company, representing 0.11% of the issued share capital of the Company as at the Latest Practicable Date. Save as disclosed above and as at the Latest Practicable Date, Mr. Huang (i) has not held other positions in the Group; (ii) does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) has not held any other directorships in listed public companies in the past three years; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Huang that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Huang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Ms. CHEN Lin Lin Caddie (陳玲玲) — Executive Director**

Ms. Chen Lin Lin Caddie (“**Ms. Chen**”), aged 39, is the investment director of the Group and is mainly responsible for overseeing and managing the investment projects of the Group in the People’s Republic of China and overseas. She has obtained a bachelor’s degree in finance and a master’s degree in accounting from Southern Methodist University in 2007 and 2009 respectively. Prior to joining the Group, she was a director of Merryearn Development Limited, a company principally engaged in real estate development and management from July 2020 to April 2024 and was a founding partner of Universal Capital Management Limited, a company principally engaged in private equity fund management in real estate, food and beverage, education, packaging manufacturing and transportation industry in China and Canada from May 2015 to June 2020. Ms. Chen has over 10 years of experience in the real estate investment, development, and management industry, and in particular, is experienced in monitoring and overseeing the internal control and compliance of companies in a directorial or managerial role. She is the sister-in-law of Mr. Cai Xiao Ming, David, a controlling shareholder of the Company.

Ms. Chen has signed a letter of appointment with the Company for a term of 3 years, which may be terminated by serving 3 months’ notice in advance by either party. In accordance with the articles of association of the Company, Ms. Chen will be subject to re-election at the general meeting of the Company after her appointment. Ms. Chen will not receive any director’s fee for her appointment as an executive Director but may be entitled to receive discretionary bonuses (if any, as determined by the Board at its discretion). For her other roles in the Group, she is entitled to receive an emolument of HK\$500,000 per annum and any discretionary bonus to be determined by the Company in its absolute discretion. The terms of her emolument have been reviewed and recommended by the remuneration committee of the Company with reference to the prevailing market rate and her duties and responsibilities in the Group, and which terms were approved by the Board.

Save as disclosed above and as at the Latest Practicable Date, Ms. Chen (i) has not held other positions in the Group; (ii) does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) has not held any other directorships in listed public companies in the past three years; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Ms. Chen that need to be brought to the attention of the Shareholders nor is there any information relating to Ms. Chen that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. SIU Man Ho, Simon (蕭文豪) — Independent Non-executive Director**

Mr. SIU Man Ho, Simon (蕭文豪) (“**Mr. Siu**”), aged 50, was appointed as an independent non-executive Director on 4 March 2009. Mr. Siu is the chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Siu is a practising solicitor of the High Court of Hong Kong. He obtained a Bachelor of Laws degree from the University of Hong Kong in 1996 and is a partner of a Hong Kong law firm, namely Sit, Fung, Kwong & Shum Solicitors. Mr. Siu is also a China Appointed Attesting Officer appointed by the Ministry of Justice of the PRC. His areas of practice include corporate finance, capital markets, securities, mergers and acquisitions, joint ventures and general commercial matters. Mr. Siu is also an independent non-executive director of Wai Yuen Tong Medicine Holdings Limited (stock code 897) and HKE Holdings Limited (stock code 1726), both of which are companies listed on the Main Board of the Stock Exchange. Moreover, he was appointed as the independent non-executive director of Weiye Holdings Limited (stock code 1570) and, Shuang Yun Holdings Limited (stock code 1706) in March 2016 and October 2017 respectively and resigned from the position in December 2018 and August 2023 respectively. He also actively participates in charitable and social services in Hong Kong. He was previously appointed as the director of Hong Kong Pok Oi Hospital. He is acting as the legal adviser for United Hearts Youth Foundation and VQ Foundation as well as the school manager of The Association of Directors and Former Directors of Pok Oi Hospital Ltd. Leung Sing Tak College. He is also a member of the Committee of the Chinese People’s Political Consultative Conference in Yangjiang City of Guangdong Province, the PRC.

Mr. Siu has renewed his appointment for a fixed term of three years commencing from 30 March 2024 and his annual director’s fee is HK\$240,000 which was determined by the Company with reference to the duties and level of responsibilities and the remuneration policy of the Company and the then prevailing market conditions.

As at the Latest Practicable Date, Mr. Siu did not have any interest in the shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above and as at the Latest Practicable Date, Mr. Siu (i) has not held other positions in the Group; (ii) does not have any relationship with any Director, senior management, substantial shareholder (as defined in the Listing Rules) or controlling shareholder of the Company; and (iii) has not held any other directorships in listed public companies in the past three years.

Save as disclosed above, there are no other matters concerning Mr. Siu that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Siu that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.



## NOTICE OF AGM



### LITU HOLDINGS LIMITED

### 力圖控股有限公司

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

**(Stock Code: 1008)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Litu Holdings Limited (the “**Company**”) will be held at 3/F, 38 On Lok Mun Street, On Lok Tsuen, Fanling, New Territories, Hong Kong on Friday, 7 June 2024 at 11:00 a.m. to transact the following ordinary business:

1. to receive and consider the audited consolidated financial statements and reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2023;
2.
  - (a) to re-elect Mr. Huang Wanru as executive Director;
  - (b) to re-elect Ms. Chen Lin Lin Caddie as executive Director;
  - (c) to re-elect Mr. Siu Man Ho, Simon (who has served for more than nine years) as independent non-executive Director; and
  - (d) to authorise the board of Directors to fix the Directors’ remuneration;
3. to re-appoint auditors and to authorise the board of Directors to fix their remuneration;

and, as special business and, if thought fit, passing the following resolutions as ordinary resolutions:

4. “**THAT:**
  - (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued 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;

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- (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 nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with 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 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 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution 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;
- (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 of the 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).”

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5. **“THAT:**
- (a) the exercise by the Directors during the Relevant Period 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 of Hong Kong (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, and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company 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:
    - (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 of the 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 of the Company by this resolution.”
6. **“THAT** subject to the ordinary resolutions nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 4 above be and is hereby extended by the addition thereon of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this resolution, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued Shares on the date of the passing of resolution no. 5.”

By order of the Board  
**Litu Holdings Limited**  
**Huang Wanru**  
*Chairman*

Hong Kong, 26 April 2024

## NOTICE OF AGM

*Registered office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office and principal place  
of business in Hong Kong:*  
3/F, 38 On Lok Mun Street  
On Lok Tsuen, Fanling  
New Territories  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
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 certified copy of that power or authority, at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. For determining the entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Monday, 3 June 2024 to Friday, 7 June 2024 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the annual general meeting, all transfer of shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 31 May 2024.
4. In relation to proposed resolutions nos. 4 and 6 above, approvals are being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Listing Rules. The Directors have no immediate plans to issue any Shares other than the Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be approved by shareholders of the Company.
5. In relation to proposed resolution no. 5 above, the Directors wish to state that they shall 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 of the Company 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 26 April 2024.
6. If a black rainstorm warning signal is in force or a tropical cyclone warning signal no. 8 or above is hoisted in Hong Kong or "extreme conditions" caused by a super typhoon at 8:00 a.m. on the day of the annual general meeting, the annual general meeting will be adjourned. The Company will publish an announcement on its website ([www.lituholdings.com](http://www.lituholdings.com)) and the website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the date, time and venue of the adjourned meeting.

Shareholders should decide on their own whether they would attend the annual general meeting under bad weather conditions having regard to their own situations. Shareholders may contact the Company's Hong Kong branch share registrar's customer service hotline at (852) 2980 1333 during business hours (9:00 a.m. to 6:00 p.m. Monday to Friday, excluding Hong Kong public holidays) for the meeting arrangements.

*As at the date of this notice, the Board comprises two executive Directors, namely, Mr. Huang Wanru (Chairman) and Ms. Chen Lin Lin Caddie, one non-executive Director, namely, Ms. Li Li, and three independent non-executive Directors, namely, Mr. Lui Tin Nang, Mr. Lam Ying Hung, Andy and Mr. Siu Man Ho, Simon.*