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If you are in any 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 all your shares in China Lesso Group Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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LESSO 联塑
CHINA LESSO GROUP HOLDINGS LIMITED
中國聯塑集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2128)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
APPOINTMENT OF EXECUTIVE DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of China Lesso Group Holdings Limited to be held at Hankow II, 6th Floor, The Peninsula, Salisbury Road, Kowloon, Hong Kong at 10:30 a.m. on Friday, 24 May 2024, is set out on pages 15 to 19 of this circular. A form of proxy is also enclosed. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the office of the Company's branch 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 but in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not prevent Shareholders from subsequently attending and voting at the Annual General Meeting if they so wish. For the avoidance of doubt, holders of any treasury Shares shall abstain from voting at general meetings in respect of any treasury Shares held by them, if any.

29 April 2024

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DEFINITIONS

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

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| “Annual General Meeting” | the annual general meeting of the Company convened to be held at Hankow II, 6th Floor, The Peninsula, Salisbury Road, Kowloon, Hong Kong at 10:30 a.m. on Friday, 24 May 2024, the notice of which is set out on pages 15 to 19 of this circular, or any adjournment of the meeting |
| “Board” | the board of Directors |
| “CCASS” | Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system |
| “China” or “PRC” | the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, Macau and Taiwan |
| “Code” | the Codes on Takeovers and Mergers and Share Buy-backs |
| “Company” | China Lesso Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange |
| “Declaration of Dividend” | the declaration of a final dividend of HK20 cents per Share for the year ended 31 December 2023 |
| “Director(s)” | the director(s) of the Company |
| “Existing Issue Mandate” | a general mandate granted to the Directors at the annual general meeting of the Company held on 10 May 2023 to allot, issue and deal with Shares not exceeding 20% of the aggregate number of Shares in issue as at 10 May 2023 |
| “Existing Repurchase Mandate” | a general mandate granted to the Directors at the annual general meeting of the Company held on 10 May 2023 to repurchase Shares not exceeding 10% of the aggregate number of Shares in issue as at 10 May 2023 |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “HKSCC” | Hong Kong Securities Clearing Company Limited |
| “Hong Kong” or “HK” | the Hong Kong Special Administrative Region of the People’s Republic of China |

DEFINITIONS

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| “Latest Practicable Date” | 22 April 2024, being the latest practicable date for ascertaining certain information referred to in this circular prior to the bulk-printing of this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented, or otherwise modified from time to time |
| “Memorandum and Articles of Association” | the memorandum and articles of association of the Company adopted by special resolution passed on 17 June 2022 and as amended from time to time |
| “Proposed Issue and Resale Mandate” | a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and deal with Shares (including any sale or transfer of any treasury Shares) not exceeding 20% of the aggregate number of the issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution granting such mandate |
| “Proposed Repurchase Mandate” | a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution granting such mandate |
| “Retiring Directors” | Mr. Kong Zhaocong, Dr. Lin Shaoquan, Mr. Luo Jianfeng, Dr. Tao Zhigang and Ms. Lu Jiandong |
| “SFO” | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Share(s)” | ordinary share(s) of the Company |
| “Shareholder(s)” | registered holder(s) of the Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “treasury Shares” | has the meaning ascribed to it under the Listing Rules which will come into effect on 11 June 2024 |
| “%” | per cent |

* *The English or Chinese translations in this circular, where indicated, denote for identification purposes only.*

LESSO 联塑
CHINA LESSO GROUP HOLDINGS LIMITED
中國聯塑集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2128)

Executive Directors:

Mr. Wong Luen Hei (*Chairman*)
Mr. Zuo Manlun (*Chief executive*)
Ms. Zuo Xiaoping
Mr. Lai Zhiqiang
Mr. Kong Zhaocong
Mr. Chen Guonan
Dr. Lin Shaoquan
Mr. Huang Guirong
Mr. Luo Jianfeng

Independent non-executive Directors:

Dr. Tao Zhigang
Mr. Cheng Dickson
Ms. Lu Jiandong
Dr. Hong Ruijiang
Ms. Lee Vanessa

Registered office:

Third Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

Principal place of business

in Hong Kong:
Unit 1A, 10th Floor
Tower 2
South Seas Centre
75 Mody Road
Tsim Sha Tsui East
Kowloon, Hong Kong

29 April 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
APPOINTMENT OF EXECUTIVE DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information of the resolutions to be proposed at the Annual General Meeting for the approval of (a) granting the Directors the Proposed Issue and Resale Mandate; (b) granting the Directors the Proposed Repurchase Mandate; (c) the extension of the Proposed Issue and Resale Mandate by adding to

LETTER FROM THE BOARD

it the aggregate number of the issued Shares repurchased under the Proposed Repurchase Mandate; (d) the re-election of Retiring Directors; (e) appointment of executive Director; and (f) the Declaration of Dividend.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 10 May 2023, ordinary resolutions were passed granting the Existing Issue Mandate and the Existing Repurchase Mandate to the Directors.

In accordance with the provisions of the Listing Rules and the terms of the Existing Issue Mandate and the Existing Repurchase Mandate, the Existing Issue Mandate and the Existing Repurchase Mandate shall lapse if, among other matters, they are revoked or varied by ordinary resolutions of the Shareholders in general meeting.

Resolutions set out as resolutions 7A(d) and 7B(c) in the notice of the Annual General Meeting will be proposed at the Annual General Meeting to revoke the Existing Issue Mandate and the Existing Repurchase Mandate, respectively. New general mandate to allot, issue and deal with Shares (including any sale or transfer of treasury Shares) of up to 20% of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of passing the relevant resolution granting this mandate (assuming there is no change to the aggregate number of issued Shares (excluding any treasury Shares) from the Latest Practicable Date to the date of passing the relevant resolution, the aggregate number of issued Shares (excluding any treasury Shares) will be 3,102,418,400), as set out in resolutions 7A(a), (b), (c) and (e) and the Proposed Repurchase Mandate as set out in resolutions 7B(a), (b) and (d) will also be proposed at the Annual General Meeting. Such mandates shall continue until the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Memorandum and Articles of Association to be held; or (iii) the revocation or variation of the authority given under such mandate by ordinary resolution of Shareholders in general meeting. With reference to the proposed new general mandates, the Directors wish to state that they have no immediate plans to issue (including to sell or transfer any treasury Shares out of treasury) or repurchase any 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 Repurchase Mandate is set out in the Appendix 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 in relation to the Proposed Repurchase Mandate at the Annual General Meeting.

Subject to the approval of the Shareholders, the Company may only use the Proposed Issue and Resale Mandate for the sale or transfer of treasury Shares after the amendments to the Listing Rules relating to treasury shares come into effect on 11 June 2024.

Resolutions set out as resolution 7C in the notice of the Annual General Meeting will also be proposed at the Annual General Meeting to extend the Proposed Issue and Resale Mandate under resolution 7A by adding to it the aggregate number of the issued Shares repurchased under the Proposed Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In March 2024, the nomination committee of the Company (the “**Nomination Committee**”), after having reviewed the profile of the Retiring Directors who have offered themselves for re-appointment at the Annual General Meeting to consider their suitability in light of the structure, size and composition of the Board, nominated the Retiring Directors to the Board for it to recommend to Shareholders for re-election as Directors at the Annual General Meeting. Each of Dr. Tao Zhigang and Ms. Lu Jiandong who is a member and present at the meeting of the Nomination Committee, abstained from voting at the meeting of the Nomination Committee when his/her respective nomination was being considered. The Board accepted the nomination by the Nomination Committee and recommended the Retiring Directors stand for re-election by the Shareholders at the Annual General Meeting.

The nominations were made in accordance with the nomination policy of the Company and the objective criteria (including but not limited to: (a) attributes complementary to the Board, (b) business experience, board expertise and skills, (c) availability, (d) motivation, (e) integrity, (f) independence and (g) diversity (in all aspects), with due regard for the benefits of diversity as set out under the board diversity policy of the Company). The Nomination Committee had also taken into account the respective contributions of the Retiring Directors to the Board and their commitments to their roles.

According to the Memorandum and Articles of Association, the Retiring Directors shall retire from office and then be eligible for re-election at the Annual General Meeting.

Biographical details of each of the Retiring Directors to be re-elected at the Annual General Meeting are set out below:

Executive Directors

Mr. Kong Zhaocong, aged 58, is a vice president of the Group and was appointed as an executive Director on 27 February 2010. He is also a director/general manager/supervisor of various companies within the Group. Mr. Kong is primarily responsible for the China’s sales of the Group and has approximately 30 years of experience in the plastic pipe industry. Mr. Kong joined the Group in December 1999 and has held various positions in production management and sales since joining the Group. Prior to joining the Group, Mr. Kong served as a factory manager at Foshan City Dongjian Plastic Materials Factory from March 1993 to January 1999 and served as a manager in the production department of Foshan Shunde Liansu Industrial Co., Ltd. from January 1999 to November 1999.

Mr. Kong has no relationship with any directors, senior management and substantial or controlling shareholders of the Company. Mr. Kong has entered into a service contract with the Group for a term of 3 years commencing from 1 January 2024 until terminated by not less than 3 months’ notice in writing served by either party on the other. The remuneration of Mr. Kong is HK\$2,600,000 annually with discretionary bonus, which is determined with reference to the market rates and factors such as his workload, responsibility and job complexity. As at the Latest Practicable Date, Mr. Kong did not hold any directorship(s) in any other public companies, the securities of which are listed

LETTER FROM THE BOARD

on any securities market in Hong Kong or overseas in the three years immediately preceding the Latest Practicable Date, nor did he have any interests in Shares within the meaning of Part XV of the SFO.

Dr. Lin Shaoquan, aged 48, is a vice president of the Group and was appointed as an executive Director on 27 February 2010. He is also a director of various companies within the Group. Dr. Lin is primarily responsible for the overseas sales of the Group. Dr. Lin has approximately 21 years of experience in the plastic pipe industry. Dr. Lin joined the Group in July 2002 and has held various positions in research and development and overseas sales since joining the Group. Dr. Lin is currently an executive director of WIIK Public Company Limited (stock code: WIIK), which is listed on the Stock Exchange of Thailand. Over the years, Dr. Lin has won various awards including “National May First Labour Medal” by All-China Federation of Trade Unions in 2006. Dr. Lin received a doctorate degree in polymer chemical and physics from Sun Yat-sen University in June 2002.

Dr. Lin has no relationship with any directors, senior management and substantial or controlling shareholders of the Company. Dr. Lin has entered into a service contract with the Group for a term of 3 years commencing from 1 January 2024 until terminated by not less than 3 months’ notice in writing served by either party on the other. The remuneration of Dr. Lin is approximately HK\$2,600,000 annually with discretionary bonus, which is determined with reference to the market rates and factors such as his workload, responsibility and job complexity. As at the Latest Practicable Date, Dr. Lin did not have any interests in Shares within the meaning of Part XV of the SFO.

Mr. Luo Jianfeng, aged 52, was appointed as an executive Director on 2 April 2010. He is also a director/general manager/supervisor of various companies within the Group. Mr. Luo has approximately 31 years of experience in accounting and worked at Shunde City Accounting Firm from July 1993 to March 1996, Guangdong Dezheng Accounting Firm with Limited Liability from April 1996 to December 2001 and Guangdong Gongcheng Accounting Firm from January 2002 to December 2007. Mr. Luo worked for Foshan City Zhongzhengcheng Accounting Firm Co., Limited as a certified public accountant from January 2008 to April 2016. Mr. Luo is currently an executive director of Xingfa Aluminium Holdings Limited (stock code: 98), which is listed on the Stock Exchange. Mr. Luo is a member of The Chinese Institute of Certified Public Accountants. Mr. Luo obtained a bachelor’s degree in economics from Guangdong University of Business Studies in June 1993.

Mr. Luo has no relationship with any directors, senior management and substantial or controlling shareholders of the Company. Mr. Luo has entered into a service contract with the Group for a term of 3 years with effect from 1 January 2024 until terminated by not less than 3 months’ notice in writing served by either party on the other. The remuneration of Mr. Luo is HK\$2,600,000 annually with discretionary bonus, which is determined with reference to market rates and factors such as his workload, responsibility and job complexity. As at the Latest Practicable Date, Mr. Luo was interested in (within the meaning of Part XV of the SFO) 1,927,000 Shares, representing approximately 0.06% of the issued Shares.

LETTER FROM THE BOARD

Independent Non-executive Directors

Dr. Tao Zhigang, aged 58, was appointed as an independent non-executive Director on 1 September 2015. Dr. Tao is currently Professor of Strategy and Economics and Associate Dean for Europe at Cheung Kong Graduate School of Business. He previously taught at the University of Hong Kong as HSBC Endowed Professor (Global Economy and Business Strategy), Chair Professor of Economics and Strategy, and he was the director of the Institute for China and Global Development. Dr. Tao received his B.Sc. in management science from Fudan University in 1986, and PhD in economics from Princeton University in 1992. Dr. Tao had been an independent non-executive director of Huadian Fuxin Energy Corporation Limited (stock code: 816), which was listed on the Stock Exchange, from June 2014 to October 2020.

Dr. Tao has no relationship with any directors, senior management and substantial or controlling shareholders of the Company. Dr. Tao has not entered into any service agreement or contract of employment with the Company. Dr. Tao was appointed for a term of 3 years with effect from 1 January 2024, but his appointment is subject to rotation and re-election at general meetings of the Company in accordance with the Memorandum and Articles of Association. The remuneration of Dr. Tao is HK\$360,000 annually for his directorship with the Company. The emoluments were mutually agreed upon between the Board and Dr. Tao with reference to his duties and responsibilities towards the Company and prevailing market conditions. As at the Latest Practicable Date, Dr. Tao was interested in (within the meaning of Part XV of the SFO) 30,000 Shares, representing approximately 0% of the issued Shares and he did not hold any directorship(s) in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the Latest Practicable Date.

Ms. Lu Jiandong, aged 54, was appointed as an independent non-executive Director on 1 September 2020. Ms. Lu is currently employed by Jiaxing TechnoDerma Medicines, Ltd. as an executive director and chief financial officer. Prior to this, Ms. Lu worked as an executive director and chief financial officer for NASDAQ listed Rise Education Cayman Ltd (Ticker: REDU) from September 2018 to December 2020. Ms. Lu also served as an executive director in a subsidiary of the Company from January 2018 to July 2018. Ms. Lu worked for J.P. Morgan from August 2001 to February 2017, during which, she served as a managing director for J.P. Morgan investment banking team, junior resource manager for Asia Pacific region, chief operating officer for J.P. Morgan China securities joint venture, managing director and China head for J.P. Morgan infrastructure fund. Ms. Lu has extensive investment banking and investment experiences. She also has deep knowledge about capital markets and operation management. Ms. Lu served as a senior representative at John Hancock Mutual Life Insurance Company Beijing Representative Office from July 1994 to June 1999, and she also served as a public officer and chief translator in The Chinese People's Friendship Association with Foreign Countries from August 1991 to July 1994. Ms. Lu obtained a master degree in business administration from The Wharton School of the University of Pennsylvania in May 2001 and a Bachelor's degree in economics from Beijing International Studies University in July 1991.

LETTER FROM THE BOARD

Ms. Lu has no relationship with any directors, senior management and substantial or controlling shareholders of the Company. Ms. Lu has not entered into any service agreement or contract of employment with the Company. Ms. Lu was appointed for a term of 3 years with effect from 1 January 2024, but her appointment is subject to rotation and re-election at general meetings of the Company in accordance with the Memorandum and Articles of Association. The remuneration of Ms. Lu is HK\$360,000 annually for her directorship with the Company. The emoluments were mutually agreed upon between the Board and Ms. Lu with reference to her duties and responsibilities towards the Company and prevailing market conditions. As at the Latest Practicable Date, Ms. Lu did not hold any directorship(s) in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the Latest Practicable Date, nor did she have any interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the re-election of the Retiring Directors that need to be brought to the attention of holders of securities of the Company and there is no information which is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.

APPOINTMENT OF EXECUTIVE DIRECTOR

The Company has been informed by Mr. Huang Guirong that he shall retire as Director with effect from the conclusion of the 2024 Annual General Meeting and will not offer for re-election. Mr. Huang Guirong confirmed that he has no disagreement with the Board and there are no other matters that need to be brought to the attention of the Shareholders in relation to his retirement. After his retirement, he will remain to serve other members of the Group.

In March 2024, the Nomination Committee reviewed the profile of Dr. Song Keming (“**Dr. Song**”). The proposal has followed the procedures for election of Directors set out in the Memorandum and Articles of Association and the nomination policy for Directors. Dr. Song is nominated by the Nomination Committee as a candidate for executive Director to replace Mr. Huang Guirong. The Board accepted the nomination by the Nomination Committee and recommended Dr. Song stand for election by the Shareholders at the 2024 Annual General Meeting.

The nomination was made in accordance with the nomination policy of the Company and the objective criteria (including but not limited to: (a) attributes complementary to the Board; (b) business experience, board expertise and skills; (c) availability; (d) motivation; (e) integrity; (f) independence; and (g) diversity (in all aspects)), with due regard for the benefits of diversity as set out under the board diversity policy of the Company.

LETTER FROM THE BOARD

Biographical details of Dr. Song are as follows:

Dr. Song Keming, aged 41, will be appointed as an executive Director subject to the approval of the Shareholders at the Annual General Meeting. Dr. Song joined the Company in July 2009 and currently serves as vice president, chief engineer and president of the Research Institute of the Group, primarily responsible for technical research and development and quality process management. He is a member of the National Technical Committee for Standardization of Plastic Products (SAC/TC48). Dr. Song was awarded the title of “National Model Worker” in November 2020. Dr. Song received a doctorate degree in polymer chemical and physics from Sun Yat-sen University in June 2009 and was accredited as a professor-level senior engineer in April 2018.

The primary research field of Dr. Song is the forming and processing technology of new-type plastic pipe and its application. Dr. Song presided over and participated in a number of science and technology projects at provincial and ministerial level. His main research directions include high-performance plastic pipe processing technology, composite pipe manufacturing technology, polymer composite material research, etc. His scientific achievements was highly regarded and he won various awards, including the first prize of the Science and Technology Progress Award of the China Light Industry Federation, the first prize of the Science and Technology Progress Award of the Ministry of Education, the first prize of the Guangdong Province Science and Technology Progress Award, and the China Patent Excellence Award. Dr. Song published more than ten scientific papers (included in SCI) and obtained nearly 100 patents. He took part in the revision of a number of national and industry standards.

Dr. Song has no relationship with any directors, senior management and substantial or controlling Shareholders of the Company. Dr. Song has an employment contract with a member of the Group, which is a non-fixed term contract and terminable by either party with one month’s written notice. As at the Latest Practicable Date, Dr. Song (i) did not hold any other directorship(s) in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the Latest Practicable Date; and (ii) did not have any interest in Shares within the meaning of Part XV of the SFO.

Subject to the approval of the Shareholders at the Annual General Meeting, Dr. Song will enter into a service contract with the Group for a term of 3 years to replace the existing employment contract with effect from the date of his appointment, but his appointment is subject to rotation and re-election at general meetings of the Company in accordance with the Memorandum and Articles of Association. Dr. Song will receive a remuneration of HK\$2,600,000 annually with discretionary bonus for his directorship with the Company, which is determined with reference to his duties and responsibilities towards the Company and prevailing market conditions.

Save as disclosed above, there is no information in relation to the proposed appointment of Dr. Song that is required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules and there is no other matter that need to be brought to the attention of holders of securities of the Company.

LETTER FROM THE BOARD

DECLARATION OF FINAL DIVIDEND

The Board has recommended the declaration of a final dividend of HK20 cents per Share for the year ended 31 December 2023. Subject to the passing of the resolution set out in resolution numbered 2 in the notice of the Annual General Meeting, the proposed final dividend will be paid on or about Thursday, 18 July 2024 to Shareholders whose names appear on the Company's register of members on Friday, 5 July 2024.

The register of members of the Company will be closed from Wednesday, 3 July 2024 to Friday, 5 July 2024, both dates inclusive, during such period no transfer of Shares will be registered. In order to qualify for the final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 2 July 2024.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Hankow II, 6th Floor, The Peninsula, Salisbury Road, Kowloon, Hong Kong at 10:30 a.m. on Friday, 24 May 2024 is set out on pages 15 to 19 of this circular.

There is enclosed a form of proxy for use at the Annual General Meeting. Whether or not the Shareholders intend to be present at the Annual General Meeting, they are requested to complete the form of proxy and return it to the office of the Company's branch share registrar in Hong Kong, 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 not less than 48 hours before the time fixed for the holding of the Annual General Meeting. Completion and delivery of the form of proxy will not prevent the Shareholders from attending, and voting at the Annual General Meeting if they so wish.

For the avoidance of doubt, holders of any treasury Shares shall abstain from voting at general meetings in respect of any treasury Shares held by them, if any.

RECOMMENDATION

The Directors consider that the proposed resolutions for (a) granting the Directors the Proposed Issue and Resale Mandate; (b) granting the Directors the Proposed Repurchase Mandate; (c) the extension of the mandate in (a) above by adding to it the aggregate number of issued Shares repurchased under the Proposed Repurchase Mandate; (d) the re-election of the Retiring Directors; (e) appointment of executive Director; and (f) the Declaration of Dividend are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders vote in favour of all resolutions as set out in the notice of the Annual General Meeting.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. 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.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix to this circular.

Yours faithfully,
for and on behalf of the Board
China Lesso Group Holdings Limited
Wong Luen Hei
Chairman

APPENDIX EXPLANATORY STATEMENT OF PROPOSED REPURCHASE MANDATE

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the Proposed Repurchase Mandate.

SOURCE OF FUNDS

Repurchases must be funded out of fund legally available for the purpose and in accordance with the Company's constitutional documents and the laws of the jurisdiction in which the Company was incorporated or otherwise established.

ISSUED SHARES

As at the Latest Practicable Date, the number of issued Shares comprised 3,102,418,400 Shares. Subject to the passing of the resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares will be issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 310,241,840 Shares during the period ending on the earliest of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the Memorandum and Articles of Association or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange. Such repurchases may, depending on market conditions, and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that there may be adverse impact on the working capital or gearing position of the Company, as compared with the positions disclosed in the audited accounts contained in the annual report of the Company for the financial year ended 31 December 2023, in the event that the proposed Share repurchase was to be carried out in full at any time during the proposed repurchase period. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing levels.

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| APPENDIX EXPLANATORY STATEMENT OF PROPOSED REPURCHASE MANDATE |
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SHARE PRICES

The following table shows the highest and lowest prices at which the Shares had been traded on the Stock Exchange in each of the 12 months immediately preceding the Latest Practicable Date:

| Month | Highest trading price per Share <i>HK\$</i> | Lowest trading price per Share <i>HK\$</i> |
|---|---|--|
| 2023 | | |
| April | 7.18 | 6.52 |
| May | 6.86 | 5.16 |
| June | 5.68 | 4.86 |
| July | 5.47 | 4.61 |
| August | 5.38 | 3.90 |
| September | 4.67 | 4.01 |
| October | 4.46 | 3.73 |
| November | 4.58 | 4.05 |
| December | 4.30 | 3.63 |
| 2024 | | |
| January | 4.10 | 3.20 |
| February | 3.98 | 3.03 |
| March | 4.09 | 3.55 |
| April (up to the Latest Practicable Date) | 3.55 | 2.96 |

GENERAL

As at the Latest Practicable Date, to the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates (as defined in the Listing Rules) intended to sell any Shares to the Company in the event that the Proposed Repurchase Mandate is approved.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

To the extent permitted by the applicable laws of the Cayman Islands, for any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends

APPENDIX EXPLANATORY STATEMENT OF PROPOSED REPURCHASE MANDATE

or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares. So far as the same may be applicable, the Directors will exercise the Proposed Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) had notified the Company that he had an intention to sell any Shares to the Company, or had undertaken not to do so, in the event that the Proposed Repurchase Mandate is approved.

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases. Such increase will be treated as an acquisition for the purposes of the Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (as defined in the Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Code.

As at the Latest Practicable Date and so far as was known to the Directors, Mr. Wong Luen Hei, an executive Director and the parties acting in concert (as defined in the Code) with him were interested in a total of 2,149,707,000 Shares, representing approximately 69.29% of the aggregate number of issued Shares. On the basis that no further Shares will be issued or repurchased after the Latest Practicable Date, in the event that the Directors exercise the Proposed Repurchase Mandate in full, the shareholdings of Mr. Wong Luen Hei and the parties acting in concert (as defined in the Code) with him in the Company would be increased to approximately 76.99% of the aggregate number of issued Shares as reduced by the cancellation of all Shares repurchased upon the full exercise of the Proposed Repurchase Mandate. Mr. Wong Luen Hei and parties acting in concert with him would not be required under Rule 26 of the Code to make a mandatory offer pursuant to such increase. The Directors have no present intention to exercise in full the power to repurchase Shares proposed to be granted pursuant to the Proposed Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares would be held in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares being held in public hands.

The Company had not repurchased any Shares on the Stock Exchange or otherwise during the 6 months immediately preceding the Latest Practicable Date.

The Company confirms that neither the explanatory statement set out in this Appendix nor the Proposed Repurchase Mandate has any unusual features.

LESSO 联塑
CHINA LESSO GROUP HOLDINGS LIMITED
中國聯塑集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2128)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of China Lesso Group Holdings Limited (the “**Company**”) will be held at Hankow II, 6th Floor, The Peninsula, Salisbury Road, Kowloon, Hong Kong at 10:30 a.m. on Friday, 24 May 2024 for the following purposes:

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions of the Company.

1. To receive and consider the audited financial statements and the reports of the directors and independent auditor of the Company for the year ended 31 December 2023;
2. To declare a final dividend of HK20 cents per share of the Company for the year ended 31 December 2023;
3. To re-elect each of the retiring Directors, namely (a) Mr. Kong Zhaocong, (b) Dr. Lin Shaoquan, (c) Mr. Luo Jianfeng, (d) Dr. Tao Zhigang and (e) Ms. Lu Jiandong;
4. To appoint Dr. Song Keming as an executive Director (as defined below);
5. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the directors of the Company (the “**Directors**”);
6. To re-appoint Ernst & Young, certified public accountants, as independent auditor of the Company and authorise the Board to fix their remuneration;
7. As special business, to consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions of the Company:

A. “**THAT**:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with shares of the Company (“**Shares**”) (including any sale or transfer of treasury Shares (which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited coming into effect on 11

NOTICE OF ANNUAL GENERAL MEETING

June 2024) out of treasury) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) 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 pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or right to acquire Shares; and
 - (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 in accordance with the memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”),

shall not exceed 20% of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of passing of this resolution and the said approval shall be limited accordingly;

- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this resolution, any prior approvals of the kind referred to in paragraphs (a) and (c) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (e) for the purpose 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;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Memorandum and Articles of Association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting;

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (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, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

B. “THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognised for this purpose by the Securities and Futures Commission and the Stock Exchange subject to and in accordance with all applicable laws, the Code on Share Buy-backs and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate number of the Shares in issue (excluding any treasury Shares) as at the date of passing of this resolution and the said approval shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (d) for the purpose 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 law or the Memorandum and Articles of Association to be held; or

NOTICE OF ANNUAL GENERAL MEETING

(iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

- C. “**THAT** conditional upon the passing of resolutions 7A and 7B as set out in the notice of this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares (including any sale or transfer of treasury Shares out of treasury) pursuant to resolution 7A above be and is hereby extended by the addition to the aggregate number of Shares which may be allotted by the Directors pursuant to such general mandate an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution 7B above, provided that such amount shall not exceed 10% of the aggregate number of the Shares in issue (excluding any treasury Shares) as at the date of passing of this resolution.”

By order of the Board
China Lesso Group Holdings Limited
Wong Luen Hei
Chairman

Hong Kong, 29 April 2024

Registered office:

Third Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

Principal place of business in Hong Kong:

Unit 1A, 10th Floor
Tower 2
South Seas Centre
75 Mody Road
Tsim Sha Tsui East
Kowloon, Hong Kong

Note:

1. Any member entitled to attend, speak and vote at a meeting of the Company may appoint a proxy or proxies to attend and vote instead of him/her/it. A proxy need not be a member of the Company. For the avoidance of doubt, holders of any treasury Shares shall abstain from voting at general meetings in respect of any treasury Shares held by them, if any.

NOTICE OF ANNUAL GENERAL MEETING

2. A form of proxy by the members is enclosed with the circular of the Company dated 29 April 2024. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.lesso.com). In order to be valid, the form of proxy shall be completed in accordance with the instructions printed on the form and deposited at, together with any power of attorney or other authority under which it is signed or a certified copy of such power of attorney, the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
3. In the case of joint holders, the vote of the senior who tenders a vote, whether present in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
4. The register of members of the Company will be closed from Wednesday, 22 May 2024 to Friday, 24 May 2024, both dates inclusive, during such period no transfer of shares of the Company will be registered. In order to be eligible to attend, speak and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 21 May 2024. Shareholders whose names appear on the register of members of the Company at the close of business on Friday, 24 May 2024 are entitled to attend and vote at the Annual General Meeting.
5. The register of members of the Company will be closed from Wednesday, 3 July 2024 to Friday, 5 July 2024, both dates inclusive, during such period no transfer of shares of the Company will be registered. In order to qualify for the final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 2 July 2024.
6. Shareholders shall make enquiry to Computershare Hong Kong Investor Services Limited for arrangements of the meeting in the event that a tropical cyclone warning no. 8 or above or a "black" rainstorm warning signal is hoisted in Hong Kong on the day of the meeting or that there are "extreme conditions" caused by super typhoons on the day of the meeting.
7. If any shareholder of the Company chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she/it is welcome to send such question or matter in writing to our principal place of business in Hong Kong or to our email at ir@lesso.com.

As at the date of this notice, the executive Directors are Mr. Wong Luen Hei, Mr. Zuo Manlun, Ms. Zuo Xiaoping, Mr. Lai Zhiqiang, Mr. Kong Zhaocong, Mr. Chen Guonan, Dr. Lin Shaoquan, Mr. Huang Guirong and Mr. Luo Jianfeng; and the independent non-executive Directors are Dr. Tao Zhigang, Mr. Cheng Dickson, Ms. Lu Jiandong, Dr. Hong Ruijiang and Ms. Lee Vanessa.