

IMPORTANT

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Leeport (Holdings) Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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LEEPORT (HOLDINGS) LIMITED
力 豐 (集 團) 有 限 公 司 *
(incorporated in Bermuda with limited liability)
(Stock Code: 387)

**(1) PROPOSED GRANTING OF
GENERAL MANDATES TO ISSUE SHARES AND TO
REPURCHASE SHARES,
(2) INFORMATION ON THE RETIRING DIRECTORS TO BE
RE-ELECTED AT THE 2024 ANNUAL GENERAL MEETING,
(3) PROPOSED AMENDMENTS TO BYE-LAWS
AND ADOPTION OF NEW BYE-LAWS
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A letter from the board of directors of the Company is set out on pages 3 to 9 of this circular. A notice convening the annual general meeting (the “2024 Annual General Meeting”) of the Company to be held at 1st Floor, Block 1 Golden Dragon Industrial Centre, 152-160 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Wednesday, 26 June 2024 at 3:00 p.m. is set out in this circular.

A form of proxy for the 2024 Annual General Meeting is also enclosed with this Circular. Whether or not you desire to attend the 2024 Annual General Meeting, you are requested to complete the form of proxy and return the same to 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 in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the 2024 Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from subsequently attending and voting at the 2024 Annual General Meeting or any adjournment thereof if you so wish.

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DEFINITIONS

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

“2024 Annual General Meeting”	the annual general meeting of the Company to be held at 3:00 p.m. on Wednesday, 26 June 2024 at 1st Floor, Block 1 Golden Dragon Industrial Centre, 152-160 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong and the notice of which is set out in this circular
“associate”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of directors of the Company
“Bye-laws”	the existing amended and restated bye-laws of the Company, as amended, supplemented or otherwise modified from time to time
“Company”	Leeport (Holdings) Limited, a company incorporated under the laws of Bermuda with limited liability and the Shares of which are listed on the Stock Exchange
“core connected person”	has the same meaning as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“INED”	independent non-executive Director
“Issue Mandate”	the general and unconditional mandate proposed to be granted to Directors to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution, as set out in the notice of the 2024 Annual General Meeting, which is also proposed to be extended by the addition of the number of Shares purchased under the Repurchase Mandate

DEFINITIONS

“Latest Practicable Date”	19 April 2024, being the latest practicable date before the printing of this circular for ascertaining certain information for the purpose of inclusion in 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
“New Bye-laws”	the second amended and restated bye-laws of the Company incorporating and consolidating all the Proposed Amendments to be considered and approved for adoption by way of special resolution at the 2024 Annual General Meeting
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“Proposed Amendments”	the proposed amendments to the Bye-laws set out in Appendix II to this circular
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution, as set out in the notice of the 2024 Annual General Meeting
“SFO”	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shareholder(s)”	holder(s) for the time being of the Share(s)
“Share(s)”	share(s) of nominal value of HK\$0.10 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission in Hong Kong, as amended, supplemented or otherwise modified from time to time
“%”	per cent.



LLEPORT (HOLDINGS) LIMITED

力豐 (集團) 有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 387)

Executive Directors:

LEE Sou Leung, Joseph (*Chairman*)

CHAN Ching Huen, Stanley

POON Yiu Ming

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-Executive Directors:

ZAVATTI Samuel Mario

WONG Tat Cheong, Frederick

KRACHT Jurgen Ernst Max

Head Office and Principal Place of

Business in Hong Kong:

1st Floor, Block 1

Golden Dragon Industrial Centre

152-160 Tai Lin Pai Road

Kwai Chung

New Territories

Hong Kong

29 April 2024

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED GRANTING OF
GENERAL MANDATES TO ISSUE SHARES AND TO
REPURCHASE SHARES,
(2) INFORMATION ON THE RETIRING DIRECTORS TO BE
RE-ELECTED AT THE 2024 ANNUAL GENERAL MEETING,
(3) PROPOSED AMENDMENTS TO BYE-LAWS
AND ADOPTION OF NEW BYE-LAWS
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The Company's existing general mandates to issue Shares and to repurchase Shares were approved by the Company in the annual general meeting held on 16 June 2023. Unless otherwise renewed, the existing general mandates to issue Shares and to repurchase Shares will lapse at the conclusion of the 2024 Annual General Meeting.

* For identification purposes only

LETTER FROM THE BOARD OF DIRECTORS

In order to ensure flexibility when it is desirable to allot additional Shares or to repurchase Shares, the Directors will seek the approval of Shareholders to grant new general mandates to issue Shares and to repurchase Shares at the 2024 Annual General Meeting.

The purpose of this circular is to, inter alia, provide you with information on (a) the proposed renewal of the general mandates to issue Shares and to repurchase Shares; (b) the retiring Directors to be re-elected at the 2024 Annual General Meeting; and (c) the Proposed Amendments and adoption of New Bye-laws, so as to seek your approval of the related ordinary resolutions and special resolution at the aforesaid meeting.

2. THE ISSUE MANDATE

Two ordinary resolutions, as set out in the notice of the 2024 Annual General Meeting, will be proposed for the following purposes:

Ordinary resolution no. 5 – to grant to the Directors a general mandate to issue new Shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution; and

Ordinary resolution no. 7 – to increase the aggregate nominal amount of share capital of the Company which the Directors may issue under the general mandate if given in the ordinary resolution no. 5 by the aggregate nominal amount of share capital of the Company repurchased under the general mandate if given in the ordinary resolution no. 6.

The Company has in issue an aggregate of 230,076,062 Shares of HK\$0.10 each as at the Latest Practicable Date. Subject to the passing of the aforesaid ordinary resolution no. 5 and in accordance with the terms therein, the Company would be allowed to issue additional Shares up to the aggregate nominal amount of a maximum of 46,015,212 Shares on the basis that no further Shares will be issued or repurchased prior to the 2024 Annual General Meeting.

3. THE REPURCHASE MANDATE

The ordinary resolution no. 6 as set out in the notice of the 2024 Annual General Meeting, will be proposed to grant to the Directors a general mandate to exercise the powers of the Company to repurchase the Company's fully paid up Shares representing up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution.

The Listing Rules contain provisions to regulate the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange.

In accordance with the Listing Rules, the appendix to this circular serves as the explanatory statement, to provide you with the requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolutions for granting of the Repurchase Mandate.

LETTER FROM THE BOARD OF DIRECTORS

4. INFORMATION OF THE RETIRING DIRECTORS TO BE RE-ELECTED AT THE 2024 ANNUAL GENERAL MEETING

Mr. Lee Sou Leung, Joseph (“Chairman Lee”), aged 80, has been appointed as an executive Director since 10 July 2003. He is the founder and the Chief Executive Officer of the Group and the Chairman of the Board, who is responsible for the strategic planning, business development and overall management of the Group. Chairman Lee has more than 50 years of experience in the distribution of machines tools, advanced equipment and industrial products. Chairman Lee graduated from Wan Yah College, Hong Kong and Hong Kong Technical College (Certificate in Production Engineering), which was subsequently renamed as the Hong Kong Polytechnic University.

Save as disclosed above, Chairman Lee did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He is the director of certain subsidiaries of the Group. Chairman Lee has entered into a service agreement with the Company for a term of three years commencing from 10th July 2003 and his appointment would continue thereafter unless and until terminated by either party in accordance with his service agreement. As a director, Chairman Lee is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. Chairman Lee’s remuneration consists of basic salary of HK\$1,200,000 per annum and a discretionary bonus and is commensurate with his duties and responsibilities held with reference to the prevailing market situation for similar appointment. Chairman Lee is a controlling shareholder of the Company. As at the Latest Practicable Date, Chairman Lee is interested in 171,205,982 Shares within the meaning of Part XV of the SFO. Ms. Tan, Lisa Marie, spouse of Chairman Lee, is deemed to be interested in shares held by Chairman Lee. Save as disclosed, he does not have other relationships with any directors, senior management or other substantial or controlling shareholder of the Company for the purpose of the Listing Rules and does not have any interests in Shares within the meaning of Part XV of the SFO.

LETTER FROM THE BOARD OF DIRECTORS

Mr. Chan Ching Huen, Stanley (“Mr. Chan”), aged 66, has been appointed as Managing Director of the Trading Division, the chief investment officer and the company secretary of the Company. Mr. Chan is responsible for the business development and strategic investment of the Group. Prior to joining the Group in October 2000, Mr. Chan held various managerial positions in the finance departments of several US based multi-national corporations in Hong Kong. He has many years of experience in auditing, financial and accounting management. Mr. Chan is a fellow member of the Association of Chartered Certified Accountants of the United Kingdom and the Hong Kong Institute of Certified Public Accountants respectively, and an associate member of the Institute of Chartered Secretaries and Administrators in the United Kingdom. Mr. Chan graduated from the Hong Kong Polytechnic University with a Higher Diploma in Accountancy and he also holds a Master Degree in Business Administration from Brunel University in the United Kingdom and a Master degree of Arts in Philosophy from the Chinese University of Hong Kong.

Except for being an executive Director, Mr. Chan did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He is the director of certain subsidiaries of the Group. Pursuant to Mr. Chan’s service agreement with the Company, his appointment is for a term of 3 years from 10 July 2003 and would continue thereafter unless and until terminated by either party in accordance with his service agreement. As a Director, Mr. Chan is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. Mr. Chan’s remuneration consists of basic salary of HK\$1,560,000 per annum, and a discretionary bonus and is commensurate with his duties and responsibilities held, with reference to the prevailing market situation for similar appointment. As at the Latest Practicable Date, Mr. Chan is interested in 1,104,000 Shares within the meaning of Part XV of the SFO and he does not have relationships with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the Listing Rules and save as disclosed above, he does not have any interests in Shares within the meaning of Part XV of the SFO.

LETTER FROM THE BOARD OF DIRECTORS

Mr. Poon Yiu Ming (“Mr. Poon”) aged 51, has been appointed as an executive Director since 1 July 2023. He is also the Chief Financial Officer of the Group, responsible for managing finance, IT, internal audit and human resources functions of the whole group. He joined the Group in November 2022. Mr. Poon has over 20 years of corporate finance, commercial and strategic development experience through his chief financial officer and management positions held in leading conglomerates and multinational listed companies across retail, trading, manufacturing, banking and the technology sectors. Mr. Poon is a member of CPA Australia. He holds a Bachelor degree in Environmental Science from the University of Hong Kong and a Master degree in Business Administration from Monash University in Australia.

Save as disclosed above, Mr. Poon did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding his appointment nor has he held any other major appointments and qualifications. Save as disclosed above, Mr. Poon does not hold any position with the Company and its subsidiaries. He does not have relationships with any directors, senior management, substantial or controlling shareholders of the Company for the purpose of the Listing Rules. As at the Latest Practicable Date, Mr. Poon does not have any interests in Shares within the meaning of Part XV of the SFO. Mr. Poon has entered into a service agreement with the Company for a term of 3 years commencing from 1 July 2023 and his appointment will continue thereafter unless and until terminated by either party giving three months’ written notice in accordance with his service agreement. As a Director, Mr. Poon is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws and he will hold office only until 2024 Annual General Meeting of the Company and then be eligible for re-election at such meeting in accordance with Bye-law 83(2). Mr. Poon’s remuneration is HK\$1,920,000 per annum and a discretionary bonus in accordance with his service agreement which is commensurate with his duties and responsibilities as executive Director and the prevailing market situation.

LETTER FROM THE BOARD OF DIRECTORS

Save as disclosed above, the Board is not aware of any other matters or information that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) (h) to 13.51(2) (w) of the Listing Rules in relation to the proposed re-election of the aforesaid retiring Directors.

5. PROPOSED AMENDMENTS AND ADOPTION OF NEW BYE-LAWS

Reference is made to the announcement of the Company dated 16 April 2024 in relation to, among others, the Proposed Amendments.

To reflect and align with the latest regulatory requirements in relation to the expanded paperless regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023, the Board proposes that the Company amends the Bye-laws and adopts the New Bye-laws in substitution for, and to the exclusion of, the Bye-laws.

Details of the Proposed Amendments and the New Bye-laws are set out in Appendix II to this circular. The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments comply with the applicable requirements of the Listing Rules and the legal advisers as to Bermuda laws have confirmed that the Proposed Amendments do not violate the applicable laws of Bermuda.

The Proposed Amendments and the New Bye-laws are prepared in the English language and the Chinese translation is for reference only. In case there are any inconsistencies between the English version and the Chinese version of the Proposed Amendments and the New Bye-laws, the English version shall prevail.

The special resolution no. 8 as set out in the notice of the 2024 Annual General Meeting will be proposed to approve the Proposed Amendments and the adoption of the New Bye-laws. The Proposed Amendments and the adoption of the New Bye-laws are subject to the approval of such special resolution by the Shareholders at the 2024 Annual General Meeting.

6. RESPONSIBILITY STATEMENT

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

LETTER FROM THE BOARD OF DIRECTORS

7. ACTION TO BE TAKEN

The notice convening the 2024 Annual General Meeting to be held at 1st Floor, Block 1 Golden Dragon Industrial Centre, 152-160 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Wednesday, 26 June 2024 at 3:00 p.m. is set out in this circular.

Pursuant to rules 13.39(4) of the Listing Rules, the vote of Shareholders at the 2024 Annual General Meeting will be taken by poll and a scrutineer will be appointed by the Company for vote taking at the 2024 Annual General Meeting. An announcement on the poll vote results will be made by the Company after the 2024 Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for the 2024 Annual General Meeting is also enclosed. Whether or not you desire to attend the 2024 Annual General Meeting, you are requested to complete the form of proxy and return the same to 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 in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the 2024 Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from subsequently attending and voting at the 2024 Annual General Meeting or any adjournment thereof if you so wish.

8. RECOMMENDATION

At the 2024 Annual General Meeting, resolutions will be proposed for the Shareholders to approve, among others, the granting of the Issue Mandate (including the extended mandate stipulated under ordinary resolution no. 7) and the Repurchase Mandate, the Proposed Amendments and the adoption of the New Bye-laws. The Directors consider that the resolutions set out in the notice of the 2024 Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Moreover, for your consideration, adequate information regarding the re-election of the retiring Directors at the 2024 Annual General Meeting is contained herein. Accordingly, the Directors recommend that all Shareholders should vote in favour of the related ordinary and special resolutions to be proposed at the 2024 Annual General Meeting.

Yours faithfully,
By Order of the Board
Leeport (Holdings) Limited
Lee Sou Leung, Joseph
Chairman

This Appendix I serves an explanatory statement, as required by the Listing Rules, to provide requisite information to Shareholders of the Company for their consideration as to whether to vote for or against the ordinary resolution to be proposed at the 2024 Annual General Meeting for granting the Repurchase Mandate.

This explanatory statement contains all the information required pursuant to rule 10.06 of the Listing Rules which is set out as follows:

SHARE CAPITAL

As at the Latest Practicable Date, the Company has in issue an aggregate of 230,076,062 Shares which are fully paid.

Subject to the passing of the ordinary resolution no. 6 as set out in the notice of 2024 Annual General Meeting and in accordance with the terms therein, the Company would be allowed under the Repurchase Mandate to repurchase fully paid Shares up to the aggregate nominal amount of a maximum of 23,007,606 Shares on the basis that no further Shares will be issued or repurchased prior to the 2024 Annual General Meeting.

REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of repurchasing any Shares, they believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and the Shareholders. Trading conditions on the Stock Exchange have sometimes been volatile. At any time in the future when Shares are trading at a discount to their underlying value, the ability of the Company to repurchase Shares will be beneficial to those Shareholders who retain their investment in the Company since their interests in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company and thereby resulting in an increase in net asset value and/or earnings per Share. Such repurchases will only be made when the Directors believe that the repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASES

The Company is empowered by its memorandum of association and bye-laws to repurchase the Shares. In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and bye-laws and the applicable laws of Bermuda. In repurchasing the Shares, the Directors will only apply funds out of the capital paid up on the relevant Shares or the funds of the Company which would otherwise be available for dividend or distribution or the proceeds of a fresh issue of Shares made for the purpose in accordance with Bermuda laws. Regarding the amount of premium (if any) payable on a repurchase, the Directors will only apply funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company. The Shares so repurchased will be cancelled but the aggregate amount of authorized share capital will not be reduced.

SHARE PRICES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the previous twelve months up to and including the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	0.75	0.75
May	0.75	0.70
June	0.92	0.70
July	0.87	0.62
August	0.79	0.72
September	0.80	0.56
October	0.69	0.41
November	0.58	0.42
December	0.55	0.35
2024		
January	0.66	0.54
February	0.68	0.57
March	0.68	0.61
April (up to the Latest Practicable Date)	0.84	0.63

REPURCHASES MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries has purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

POSSIBLE MATERIAL ADVERSE IMPACT

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts for the year ended 31 December 2023) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the Company's working capital requirements or the gearing levels. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

DIRECTORS' UNDERTAKING

The Directors will exercise the powers of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules and laws of Bermuda and in accordance with the regulations set out in the memorandum of association and bye-laws of the Company and that neither the explanatory statement nor the Repurchase Mandate has unusual features.

EFFECT OF THE TAKEOVERS CODE

If as a result of share repurchase by the Company, a substantial shareholder's proportionate interest in voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could, depending on the level of increase in the interest of shareholdings, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date and to the best of knowledge and belief of the Company, the following person(s) were directly or indirectly interested in 5% or more of the nominal value of the ordinary Shares that carry a right to vote in all circumstances at general meetings of the Company:

Name	Number of Shares held/ interested	Approximate Percentage of Shareholding
Mr. Lee Sou Leung, Joseph ("Mr. Lee")	<u>171,205,982</u> (Note)	<u>74.41%</u>
Ms. Tan, Lisa Marie ("Ms. Tan")	<u>171,205,982</u> (Note)	<u>74.41%</u>

Note: These interests include 25,176,000 shares held by Mr. Lee as personal interests and 1,500,000 shares held by Mr. Lee through J AND LEM Limited. Ms. Tan, wife of Mr. Lee, is deemed to be interested in Shares held by Mr. Lee. 144,529,982 Shares are held by Peak Power Technology Limited in its capacity as the trustee of The Lee Family Unit Trust holding the same for the benefit of holders of units issued by The Lee Family Unit Trust. HSBC International Trustee Limited is the trustee of the LMT trust whose discretionary objects are Ms. Tan, and Mr. Lee's family members. As husband of Ms. Tan, Mr. Lee is deemed to be interested in these shares by virtue of family interests.

In the event that the Company exercised in full the power to repurchase Shares in accordance with the terms of the ordinary resolution no. 6 to be proposed at the 2024 Annual General Meeting, the aforesaid interests of Mr. Lee, Ms. Tan and their respective associates in the existing issued share capital of the Company would be proportionally increased to approximately 82.68%. As at the Latest Practicable Date, Mr. Lee, Ms. Tan and their respective associates currently hold 74.41% of the issued share capital of the Company and, the Directors are not aware of the consequences of such increases or as a result of repurchases of Shares that would result in any of the aforesaid persons or any Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under the Takeovers Code.

As at the Latest Practicable Date, although the exercise of the Repurchase Mandate in whole will result in less than 25% of the issued share capital of the Company being held by the public but the Directors have no intention to exercise the Repurchase Mandate to such an extent that would result in the number of shares in the hands of public falls below the prescribed minimum percentage of 25%.

DIRECTORS' DEALINGS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates presently intends to sell Shares to the Company under the Repurchase Mandate in the event that such mandate as proposed in the ordinary resolution no. 6 is approved by the Shareholders.

CONNECTED PERSONS

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that such mandate as proposed in the ordinary resolution no. 6 is approved by the Shareholders.

The followings are the proposed amendments to the Bye-laws. If the serial numbering of the clauses of the Bye-laws is changed due to the addition, deletion or re-arrangement of certain clauses made in these amendments, the serial numbering of the clauses of the Bye-laws as so amended shall be changed accordingly, including cross references.

Currently in force		Proposed to be amended as	
No.	Existing amended and restated bye-laws of the Company	No.	Second amended and restated bye-laws of the Company
		Bye-law <u>2(m)</u>	(Newly added) <u>to the extent any provision in these Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) ("ETA") or Section 2AA of the Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the Members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Act, as applicable;</u>
Bye-law 2(m)	references to the right of a Member to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;	Bye-law <u>2(n)(m)</u>	references to the right of a Member to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;
Bye-law 2(n)	a reference to a meeting shall mean a meeting convened and held in any manner permitted by these Bye-laws and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Bye-laws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;	Bye-law <u>2(o)(n)</u>	a reference to a meeting: <u>(a) shall mean a meeting convened and held in any manner permitted by these Bye-laws and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Bye-laws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly, and (b) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Bye-law 64E;</u>

Currently in force		Proposed to be amended as	
No.	Existing amended and restated bye-laws of the Company	No.	Second Amended and restated bye-laws of the Company
Bye-law 2(o)	references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Bye-laws to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;	Bye-law 2(p)(o)	references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Bye-laws to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;
Bye-law 2(p)	references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); and	Bye-law 2(q)(p)	references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); and
Bye-law 2(q)	where a Member is a corporation, any reference in these Bye-laws to a Member shall, where the context requires, refer to a duly authorised representative of such Member.	Bye-law 2(r)(q)	where a Member is a corporation, any reference in these Bye-laws to a Member shall, where the context requires, refer to a duly authorised representative of such Member.
Bye-law 64	Subject to Bye-law 64C, the chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the details set out in Bye-law 59(2) but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.	Bye-law 64	Subject to Bye-law 64C, <u>the chairman may (without the consent of the meeting) or shall at the direction of the meeting at which a quorum is present</u> the chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the details set out in Bye-law 59(2) but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.

Currently in force		Proposed to be amended as	
No.	Existing amended and restated bye-laws of the Company	No.	Second Amended and restated bye-laws of the Company
Bye-law 149	Subject to Section 88 of the Act and Bye-law 150, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.	Bye-law 149	Subject to Section 88 of the Act and Bye-law 150, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.

Currently in force		Proposed to be amended as	
No.	Existing amended and restated bye-laws of the Company	No.	Second Amended and restated bye-laws of the Company
Bye-law 151	The requirement to send to a person referred to in Bye-law 149 the documents referred to in that provision or a summary financial report in accordance with Bye-law 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Bye-law 149 and, if applicable, a summary financial report complying with Bye-law 150, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.	Bye-law 151	<u>The requirement to send to a person referred to in Bye-law 149 the documents referred to in that provision or a summary financial report in accordance with Bye-law 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Bye-law 149 and, if applicable, a summary financial report complying with Bye-law 150, in any manner permitted by these Bye-laws, including on the Company's computer network</u> The requirement to send to a person referred to in Bye-law 149 the documents referred to in that provision or a summary financial report in accordance with Bye-law 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Bye-law 149 and, if applicable, a summary financial report complying with Bye-law 150, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.

Currently in force		Proposed to be amended as	
No.	Existing amended and restated bye-laws of the Company	No.	Second Amended and restated bye-laws of the Company
Bye-law 158(1)	<p>Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Bye-laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be given or issued by the following means:</p> <p>(a) by serving it personally on the relevant person;</p> <p>(b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;</p> <p>(c) by delivering or leaving it at such address as aforesaid;</p> <p>(d) by placing an advertisement in appointed newspapers or other publication and where applicable, (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange;</p> <p>(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 158(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;</p>	Bye-law 158(1)	<p><u>Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Bye-laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means</u> Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Bye-laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be given or issued by the following means:</p> <p>(a) by serving it personally on the relevant person;</p> <p>(b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;</p> <p>(c) by delivering or leaving it at such address as aforesaid;</p>

Currently in force		Proposed to be amended as	
No.	Existing amended and restated bye-laws of the Company	No.	Second Amended and restated bye-laws of the Company
	<p>(f) by publishing it on the Company's website or the website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person that the notice, document or publication is available on the Company's computer network website (a "notice of availability"); and</p> <p>(g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</p>		<p>(d) <u>by placing an advertisement in appointed newspapers (as defined in the Act) or other publication and where applicable, or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange by placing an advertisement in appointed newspapers or other publication and where applicable, (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange;</u></p> <p>(e) <u>by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 158(3) without the need for any additional consent or notification by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 158(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;</u></p>

Currently in force		Proposed to be amended as	
No.	Existing amended and restated bye-laws of the Company	No.	Second Amended and restated bye-laws of the Company
			<p>(f) by publishing it on the Company's website or the website of the Designated Stock Exchange without the need for any additional consent or notification by publishing it on the Company's website or the website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person that the notice, document or publication is available on the Company's computer network website (a "notice of availability"); and</p> <p>(g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</p>
Bye-law 158(2)	The notice of availability may be given by any of the means set out above other than by posting it on a website.	Bye-law 158(2)	The notice of availability may be given by any of the means set out above other than by posting it on a website.
Bye-law 158(3)	In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.	Bye-law 158(2)(3)	In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

APPENDIX II

TABLE OF COMPARISON OF PROPOSED AMENDMENTS TO BYE-LAWS

Currently in force		Proposed to be amended as	
No.	Existing amended and restated bye-laws of the Company	No.	Second Amended and restated bye-laws of the Company
Bye-law 158(4)	Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.	Bye-law 158(4)	Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.
Bye-law 158(5)	Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which notices can be served upon him.	Bye-law 158(3)(5)	Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which <u>Not</u> ices can be served upon him.
Bye-law 158(6)	Subject to any applicable laws, rules and regulations and the terms of these Bye-laws, any notice, document or publication, including but not limited to the documents referred to in Bye-laws 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language.	Bye-law 158(4)(6)	Subject to any applicable laws, rules and regulations and the terms of these Bye-laws, any notice, document or publication, including but not limited to the documents referred to in Bye-laws 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language <u>or, with the consent of or election by any Member, in the Chinese language only to such Member.</u>
Bye-law 159(b)	if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company's website or the website of the Designated Stock Exchange is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;	Bye-law 159(b)	<u>if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent</u> if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company's website or the website of the Designated Stock Exchange is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;

Currently in force		Proposed to be amended as	
No.	Existing amended and restated bye-laws of the Company	No.	Second Amended and restated bye-laws of the Company
Bye-law 159(c)	if published on the Company's website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company's website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Bye-laws, whichever is later;	Bye-law 159(c)	<u>if placed or published on either the Company's website or the website of the Designated Stock Exchange, shall be deemed to have been given or served on the day on which the notice, document or publication first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules if published on the Company's website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company's website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Bye-laws, whichever is later;</u>

Leeport
LLEPORT (HOLDINGS) LIMITED
力豐 (集團) 有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 387)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of members of Leeport (Holdings) Limited (the “**Company**”) will be held at 1st Floor, Block 1 Golden Dragon Industrial Centre, 152-160 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Wednesday, 26 June 2024 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and of the auditors for the year ended 31 December 2023.
2. To declare a final dividend for the year ended 31 December 2023.
3. To elect directors and to authorise the board of directors to fix directors’ remuneration.
4. To appoint auditors and to authorise the board of directors to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares (“**Shares**”) in the capital of the Company or securities convertible into Shares, or options, or similar rights to subscribe for any Shares or such convertible securities, and to make, grant, sign or execute offers, agreements or options, deeds and other documents which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and it is hereby generally and unconditionally approved;

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make, grant, sign or execute offers, agreements or options, deeds and other documents which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital which may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below); or
 - (ii) the exercise of rights of subscription or conversion attaching to any warrants of the Company or any securities which are convertible into Shares; or
 - (iii) the exercise of any option under the share option scheme or any other share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other person of Shares or rights to acquire Shares of the Company; or
 - (iv) scrip dividends or under similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; and
 - (v) a specific authority granted by the shareholders of the Company, shall not exceed 20 percent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (d) for the purpose of this resolution:

“Relevant Period” means the period from (and including) the passing of this resolution until whichever is the earlier 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 the bye-laws of the Company or by any applicable laws to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied or renewed by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of Shares of the Company or issue of options, warrants or other securities giving the right to subscribe for Shares of the Company open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer on the relevant register) on a fixed record date in proportion to their then holdings of such Shares or, where appropriate, such other securities as at that date (subject in all cases to such exclusions 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 jurisdiction or territory applicable to the Company).”

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

“**THAT**

- (a) subject to paragraphs (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase Shares or securities convertible into Shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (“**Recognised Stock Exchange**”), subject to and in accordance with the Companies Act 1981 of Bermuda, all other applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other Recognised Stock Exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of Shares and securities convertible into Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 percent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution (on the basis that no shares are issued or repurchased by the Company before and up to the date of passing this resolution, the Company will be allowed to repurchased fully paid shares up to a maximum 23,007,606 shares), and the approval pursuant to paragraph (a) of this resolution shall be limited accordingly;
 - (c) for the purpose of this resolution, “**Relevant Period**” means the period from (and including) the date of the passing of this resolution until whichever is the earlier 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 bye-laws of the Company or any applicable laws to be held; or
 - (iii) the date on which the authority set out in this Resolution is revoked or varied or renewed by an ordinary resolution of the shareholders of the Company in general meeting.”.
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the resolutions numbered 5 and 6 as set out in the notice (the “**Notice**”) convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares pursuant to the resolution numbered 5 as set out in the Notice be and the same is hereby extended (as regards the amount of share capital thereby limited) by adding thereto of the aggregate nominal amount of the share capital of the Company as purchased by the Company under the authority granted pursuant to the resolution numbered 6 as set out in the Notice provided that such additional amount shall not exceed the 10 percent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”.

NOTICE OF ANNUAL GENERAL MEETING

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

SPECIAL RESOLUTION

“**THAT** (a) the proposed amendments to the existing amended and restated bye-laws of the Company (the “**Proposed Amendments**”), the details of which are substantially set out in Appendix II to the circular of the Company dated 29 April 2024, be and are hereby approved; (b) the second amended and restated bye-laws of the Company (the “**New Bye-laws**”), which contain all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A”, be and are hereby approved and adopted in substitution for, and to the exclusion of, the existing amended and restated bye-laws of the Company with immediate effect after the close of this meeting; and (c) any one Director or the company secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption of the New Bye-laws including but not limited to the execution of any and all documents and attending to any and all filings with the Registrar of Companies in Bermuda and Hong Kong as may be necessary in connection therewith.”

By Order of the Board
Leeport (Holdings) Limited
Lee Sou Leung, Joseph
Chairman

Hong Kong, 29 April 2024

Head office and principal place of business in Hong Kong:

1st Floor, Block 1
Golden Dragon Industrial Centre
152-160 Tai Lin Pai Road
Kwai Chung
New Territories
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) A member of the Company entitled to attend and vote at the aforesaid meeting is entitled to appoint one proxy or (if holding two or more shares) more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) To be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (3) Completion and return of the form of proxy will not preclude members from attending and voting at the aforesaid meeting, and in such event, the form of proxy shall be deemed to be revoked.
- (4) The register of members of the Company will be closed during the following periods:
 - (i) from 21 June 2024 (Friday) to 26 June 2024 (Wednesday), both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the 2024 Annual General Meeting. In order to be eligible to attend and vote at the 2024 Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 20 June 2024 (Thursday); and
 - (ii) from 3 July 2024 (Wednesday) to 5 July 2024 (Friday), both days inclusive, for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to establish entitlements to the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 2 July 2024 (Tuesday).

During the periods mentioned in sub-paragraphs (i) and (ii) above, no transfers of shares will be registered.

- (5) The Chinese translation of this notice (including the contents of the proposed resolutions set out herein) is for reference only. In case of inconsistency, the English version shall prevail.

As at the date of this Notice, the executive Directors are Mr. LEE Sou Leung, Joseph, Mr. CHAN Ching Huen, Stanley and Mr. POON Yiu Ming and the independent non-executive Directors are Mr. ZAVATTI Samuel Mario, Mr. WONG Tat Cheong, Frederick and Mr. KRACHT Jurgen Ernst Max.