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LAM SOON (HONG KONG) LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 411)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Lam Soon (Hong Kong) Limited (the “Company”) will be held at 3rd Floor, Lam Soon Building, 21 Dai Fu Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Friday, 8 November 2024 at 12:00 noon, for the following purposes:

As Ordinary Business:

1. To lay before the meeting the audited Financial Statements together with the Report of the Directors and the Independent Auditor’s Report for the year ended 30 June 2024.
2. To declare a final dividend. (Resolution 1)
3. To fix the fees of the Directors for the year ended 30 June 2024. (Resolution 2)
4. (A) To re-elect Mr. Chiu Chao Hsiang, James as a Director. (Resolution 3)
(B) To re-elect Mr. Christian K. Nothhaft as a Director. (Resolution 4)
(C) To re-elect Dr. Whang Sun Tze as a Director. (Resolution 5)
5. To re-appoint KPMG as auditor of the Company and to authorise the Board of Directors to fix their remuneration. (Resolution 6)

As Special Business:

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

Ordinary Resolutions

A. “THAT:

(Resolution 7)

- (a) subject to paragraph (b), the exercise by the Directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to buy back shares in the capital of the Company on The Stock Exchange of Hong Kong Limited, subject to and in accordance with all applicable laws of the Hong Kong Special Administrative Region and the Articles of Association of the Company, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be bought back by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10% of the aggregate number of the shares of the Company in issue (excluding treasury shares, if any) on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

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

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

B. “THAT:

(Resolution 8)

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

- (b) the aggregate number of the shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
- (i) a Rights Issue (as defined hereinafter);
 - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or securities which are convertible into shares of the Company;
 - (iii) the exercise of any option or subscription rights under the Company's share option schemes or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or
 - (iv) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company,

shall not exceed 20% of the aggregate number of the shares of the Company in issue (excluding treasury shares, if any) on the date of the passing of this resolution and the said approval shall be limited accordingly; and

- (c) For the purposes of this resolution:

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

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

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

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

7. To consider and, if thought fit, pass with or without amendments, the following as an ordinary resolution: (Resolution 10)

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, shares in the capital of the Company which may fall to be issued pursuant to the exercise of options or vesting of share grants under the Executive Share Scheme 2024 of Lam Soon (Hong Kong) Limited, as defined and summarised in the circular of the Company dated 14 October 2024 (the rules of which are contained in the document marked “A” produced to the meeting and signed by the Chairman of this meeting for the purposes of identification) (the “ESS 2024”), the ESS 2024 be and is hereby approved and adopted by the Company and that the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the ESS 2024 including but without limitation:

- (a) to administer the ESS 2024 in which new shares may be issued to the option holders or grant holders upon exercise of options or vesting of share grants;
- (b) to modify and/or amend the ESS 2024 from time to time provided that such modification and/or amendment is effected in accordance with the terms and provisions of the ESS 2024 relating to modification and/or amendment; and
- (c) to issue and allot from time to time such number of shares in the capital of the Company as may be required to be issued and allotted pursuant to the ESS 2024.”

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

(Resolution 11)

Special Resolution

“THAT:

- (a) the existing articles of association of the Company be and are hereby amended in the manner as set out in Appendix IV to the circular of the Company dated 14 October 2024 (the Circular”); and the new amended and restated articles of association of the Company in the form produced to the meeting marked “B” and signed by the Chairman of the meeting for the purpose of identification, which consolidates all proposed amendments to the existing articles of association of the Company mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect from the conclusion of the meeting; and
- (b) any one director or the company secretary of the Company be and is hereby authorised to do all acts and things and to sign, execute and deliver all documents as he may deem necessary, expedient or appropriate to give effect to or otherwise in connection with the proposed amendments to the existing articles of association and the proposed adoption of the new articles of association of the Company”

By Order of the Board
CHENG Man Ying
Company Secretary

Hong Kong, 14 October 2024

Notes:

- (1) A shareholder entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy does not need to be a shareholder of the Company.
- (2) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a copy of such authority notarially certified, must be deposited at the Company’s Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited (“Computershare”) at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting, as the case may be. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the meeting if the shareholder so wishes.

- (3) The Register of Members of the Company will be closed from Tuesday, 5 November 2024 to Friday, 8 November 2024 (both days inclusive) during which period no transfer of shares will be registered. In order for the shareholders to be eligible to attend and vote at the annual general meeting of the Company (“AGM”), all transfer documents accompanied by the relevant share certificates must be lodged with Computershare at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 4 November 2024 for registration.

Subject to approval of payment of final dividend by the shareholders at the AGM, the Register of Members of the Company will be closed on Monday, 18 November 2024, on such date no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with Computershare at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 15 November 2024 for registration.

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

As at the date of this notice, the board of directors of the Company comprises:

Chairman:

Mr. KWEK Leng Hai

Executive Director:

Mr. CHIU Chao Hsiang, James –
Chief Executive Officer

Independent Non-Executive Directors:

Mr. LO Kai Yiu, Anthony

Mr. Lester G. HUANG, *SBS, JP*

Ms. HO Yuk Wai, Joan

Non-Executive Directors:

Mr. Christian K. NOTHHAFT

Dr. WHANG Sun Tze