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If you have sold all or transferred all your shares in LUKS GROUP (VIETNAM HOLDINGS) COMPANY LIMITED, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, a stockbroker or other registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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LUKS GROUP (VIETNAM HOLDINGS) COMPANY LIMITED

陸氏集團(越南控股)有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 366)

**CIRCULAR ON
GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE
BY THE COMPANY OF ITS OWN SHARES
AND
RE-ELECTION OF DIRECTORS
AND
PROPOSED SHARE PREMIUM REDUCTION
AND
NOTICE OF ANNUAL GENERAL MEETING**

This circular explains the proposed granting of the General Issue Mandate, the Repurchase Mandate, the Extension Mandate and the re-election of Directors to be passed as ordinary resolutions and the Proposed Share Premium Reduction to be passed as special resolution at the Annual General Meeting of the Company to be held at 1/F, Pentalounge, Pentahotel Hong Kong, Tuen Mun, 6 Tsun Wen Road, Tuen Mun, New Territories, Hong Kong at 3:00 pm on Wednesday 10 June 2020.

A notice convening the Annual General Meeting is set out in pages 17 to 20 of this circular and a form of proxy for use at the Annual General Meeting is enclosed together with this circular.

6 April 2020

** for identification purpose only*

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DEFINITIONS

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

“Annual General Meeting”	annual general meeting of the Company to be held at 1/F, Pentahotel, Pentahotel Hong Kong, Tuen Mun, 6 Tsun Wen Road, Tuen Mun, New Territories, Hong Kong at 3:00 pm on Wednesday 10 June 2020.
“associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Company”	Luks Group (Vietnam Holdings) Company Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed and traded on the Main Board of the Stock Exchange under stock code 366
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Extension Mandate”	The proposed general mandate to be sought at the Annual General Meeting to authorize the Directors to extend the General Issue Mandate and the Repurchase Mandate in the manner as set out in the notice of Annual General Meeting
“Effective Date”	the date on which the Proposed Share Premium Reduction shall become effective, being the date of the Annual General Meeting at which the relevant special resolution approving of the Proposed Share Premium Reduction will be considered by the Shareholders
“General Issue Mandate”	the proposed general mandate to be sought at the Annual General Meeting to authorize the Directors to exercise the power of the Company to allot, issue and deal with additional Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the resolution approving the said mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	31 March 2020 being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Share Premium Reduction”	the proposed reduction of HK\$738,495,515 standing to the credit of the share premium account of the Company
“Repurchase Mandate”	the proposed general mandate to be sought at the Annual General Meeting to authorize the Directors to exercise the power of the Company to repurchase Shares in the manner as set out in the notice of Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE CHAIRMAN



LUKS GROUP (VIETNAM HOLDINGS) COMPANY LIMITED

陸氏集團(越南控股)有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 366)

Executive Directors:

Cheng Cheung

(Chairman and Chief Executive Officer)

Luk Yan

Fan Chiu Tat, Martin

Luk Fung

Luk Sze Wan Monsie

Independent Non-Executive Directors:

Liang Fang

Liu Li Yuan

Lam Chi Kuen

Company Secretary:

Fan Chiu Tat, Martin

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal place of business:

5/F., Cheong Wah Factory Building

39-41 Sheung Heung Road

Tokwawan, Kowloon, Hong Kong

6 April 2020

To: the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE
BY THE COMPANY OF ITS OWN SHARES
AND
RE-ELECTION OF DIRECTORS
AND
PROPOSED SHARE PREMIUM REDUCTION
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information with regard to the resolutions to be proposed at the Annual General Meeting relating to, among other matters:

**for identification purpose only*

LETTER FROM THE CHAIRMAN

- (a) the granting to the Directors of the General Issue Mandate, the Repurchase Mandate and Extension Mandate;
- (b) re-election of retiring Directors; and
- (c) Proposed Share Premium Reduction.

2. GENERAL ISSUE MANDATE

It is proposed at the Annual General Meeting that the General Issue Mandate be granted to the Directors to issue new Shares up to 20% of the aggregate nominal amount of Shares in issue as at the date of passing the relevant resolution. There is however no present intention for any issuance of Shares pursuant to the General Issue Mandate to be granted.

As at the Latest Practicable Date, the issued share capital of the Company comprised 505,297,418 Shares. Assuming that there is no change in the issued share capital of the Company between the Latest Practicable Date and the passing of the resolution approving the General Issue Mandate, the maximum number of Shares which may be issued pursuant to the General Issue Mandate on the date of passing the resolution will be 101,059,483 Shares.

3. GENERAL MANDATE FOR REPURCHASE BY THE COMPANY OF ITS OWN SHARES

On 24 May 2019, a general mandate was given to the Directors to exercise all the powers of the Company to repurchase its own Shares granted in the last annual general meeting which will lapse at the conclusion of the forthcoming Annual General Meeting of the Company. An ordinary resolution will therefore be proposed at the Annual General Meeting to approve the grant of a general mandate to the Directors to repurchase on the Stock Exchange Shares of the Company up to a maximum of 10% of the issued Shares of the Company as at the date of passing the resolution.

As at the Latest Practicable Date, the issued share capital of the Company comprised 505,297,418 Shares. Assuming that there is no change in the issued share capital of the Company between the Latest Practicable Date and the passing of the resolution approving the Repurchase Mandate, the maximum number of Shares which may be issued pursuant to the Repurchase Mandate on the date of passing the resolution will be 50,529,741 Shares.

An explanatory statement to provide Shareholders with all the information reasonably necessary for them to make an informed decision in relation to this proposed resolution as required by the Listing Rules concerning the regulation of repurchases by companies of their own securities on the Stock Exchange is set out in Appendix I to this circular.

LETTER FROM THE CHAIRMAN

4. GENERAL EXTENSION MANDATE

It is recommended that a new Extension Mandate be granted to the Directors permitting them, after the grant of the Repurchase Mandate to add to the General Issue Mandate any Shares representing the aggregate nominal value of the Shares in the Company repurchased pursuant to the Repurchase Mandate.

The authority conferred on the Directors by the General Issue Mandate, the Repurchase Mandate and the Extension Mandate would continue in force until the conclusion of the next annual general meeting of the Company unless it is renewed at such meeting or until revoked or varied by ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting.

5. RE-ELECTION OF DIRECTORS

In accordance with Article 87 of the Bye-laws, Mr. Luk Yan and Mr. Luk Fung will retire by rotation and being eligible, will offer themselves for re-election at the Annual General Meeting.

In accordance with the Code on Corporate Governance Practices under the Listing Rules, all non-executive directors should be appointed for a specific term, subject to re-election. The Company's independent non-executive directors, Mr. Liang Fang, Mr. Liu Li Yuan and Mr. Lam Chi Kuen were appointed for a term of one year until the forthcoming Annual General Meeting, and are willing to offer themselves for re-election at the Annual General Meeting.

Pursuant to the Code on Corporate Governance Practices under the Listing Rules, any further appointment of independent non-executive director serving more than 9 years should be subject to a separate resolution to be approved by Shareholders. Mr. Liang Fang and Mr. Liu Li Yuan are independent non-executive Directors serving on the Board for more than 9 years. Separate resolution will be proposed for their respective re-election at the Annual General Meeting. The Board considers that Mr. Liang Fang and Mr. Liu Li Yuan continue to be independent as they have satisfied all the criteria for independence set out in rule 3.13 of the Listing Rules.

Biographical details of the above Directors are set out in Appendix II to this circular.

LETTER FROM THE CHAIRMAN

6. PROPOSED SHARE PREMIUM REDUCTION

Reference is made to the announcement of the Company dated 25 March 2020.

The Board intends to put forward for approval by the Shareholders at the Annual General Meeting a proposal to reduce the credit standing to the share premium account of the Company in the sum of HK\$738,495,515 based on the consolidated financial statement of the Company as at 31 December 2019 with the credit arising therefrom to be entirely transferred to the contributed surplus account of the Company.

Reason for the Proposed Share Premium Reduction

The Board considers that the Proposed Share Premium Reduction will give the Company greater flexibility to declare dividends or make distribution to the Shareholders in the future as and when the Board considers appropriate. The Board therefore considers that the Proposed Share Premium Reduction is in the interests of the Company and the Shareholders as a whole.

Effects of the Proposed Share Premium Reduction

The implementation of the Proposed Share Premium Reduction does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or the trading arrangements concerning the Shares. Other than the expenses incurred by the Company in relation to the Proposed Share Premium Reduction, the implementation of the Proposed Share Premium Reduction will not, of itself, alter the underlying assets, liabilities, business operations, management or financial position of the Company or affect the interests of the Shareholders as a whole or the share capital of the Company.

Upon completion of the Proposed Share Premium Reduction, the balance of the share premium account of the Company will be reduced by an amount of HK\$738,495,515 and the balance will become nil (assuming the balance of the share premium account of the Company will not change from that as at the Latest Practicable Date).

Conditions of the Proposed Share Premium Reduction

The Proposed Share Premium Reduction will be conditional upon:

- (a) the passing of a special resolution by the Shareholders approving the Proposed Share Premium Reduction at the Annual General Meeting; and

LETTER FROM THE CHAIRMAN

- (b) compliance with Section 46(2) of the Companies act 1981 of Bermuda (as amended), including (a) publication of a notice in relation to the Proposed Share Premium Reduction in an appointed newspaper in Bermuda on a date not more than thirty days and not less than fifteen days before the Effective Date; and (b) the Board being satisfied that on the Effective Date, there are no reasonable grounds for believing the Company is, or after the Proposed Share Premium Reduction would be, unable to pay its liabilities as they become due.

Assuming that the above conditions are fulfilled, it is expected that the Proposed Share Premium Reduction will become effective on the date of the Annual General Meeting, at which the relevant special resolution approving the Proposed Share Premium Reduction will be considered and, if thought fit, passed by the Shareholders.

7. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at 1/F, Pentalounge, Pentahotel Hong Kong, Tuen Mun, 6 Tsun Wen Road, Tuen Mun, New Territories, Hong Kong at 3:00 pm on Wednesday 10 June 2020 is set out as Appendix III on pages 17 to 20 of this circular and a form of proxy for use at the Annual General Meeting is herein enclosed. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong Branch Share Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof if they so wish.

DEMAND BY POLL

Pursuant to Article 66 of the existing Bye-laws, at any general meeting, a poll may be demanded in respect of a resolution put to the vote at the meeting by:—

- (a) the chairman of such meeting; or
- (b) at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or

LETTER FROM THE CHAIRMAN

- (d) a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares in which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

8. RECOMMENDATION

The Directors consider that the granting of the General Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of retiring Directors and the Proposed Share Premium Reduction at the Annual General Meeting are all in the best interests of the Company and the Shareholders and accordingly recommend that you should vote in favour of the resolutions referred to above to be proposed at the Annual General Meeting.

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 and its Subsidiaries. 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.

Yours faithfully,
By Order of the Board
Cheng Cheung
Chairman

This explanatory statement contains all the information required pursuant to rule 10.06(1)(b) and other relevant provisions of the Listing Rules.

THE SHARE REPURCHASE RULES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their fully-paid up shares on the Stock Exchange subject to certain restrictions. In this regard, the definition of "Shares" in the Listing Rules would, include shares of all classes and securities which carry a right to subscribe or purchase Shares of the Company.

EXERCISE OF THE REPURCHASE MANDATE

Exercise in full of the Repurchase Mandate, on the basis of 505,297,418 existing Shares of the Company in issue as at the Latest Practicable Date and on the basis that no new Shares of the Company are issued or repurchased prior to the date of the resolution approving the Repurchase Mandate could accordingly result in up to 50,529,741 Shares of the Company being repurchased by the Company during the course of the period from the date of resolution granting the Repurchase Mandate until the earlier of the conclusion of the first Annual General Meeting of the Company following the passing of the said resolution or the revocation or variation of the existing repurchase mandate by Shareholders of the Company in general meeting.

REASONS FOR REPURCHASES

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

FUNDING OF REPURCHASES

Repurchases must be funded entirely from the Company's available cash flow or working capital facilities, which will be funds legally available for the purchase in accordance with the Bye-laws of the Company and the applicable laws of Hong Kong and Bermuda. Under Bermuda law, no Shares shall be repurchased except out of the capital paid up therein or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares. If a premium is payable, it shall be provided for out of the fund of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account.

On the basis of the combined net tangible assets of the Group as at 31 December 2019, being the balance sheet date for the latest published audited accounts of the Company and taking into account the current working capital position of the Company, the Directors consider that no material adverse effect on the working capital and gearing position of the Company may result in the event that the Repurchase Mandate was to be exercised in full in the period before the Repurchase Mandate expires. The Directors however do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

UNDERTAKING

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, any associates of any Director, have any present intention in the event that the Repurchase Mandate is approved by Shareholders to sell any of the Shares of the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

No connected person of the Company has notified the Company that he has a present intention to sell Shares of the Company, or has undertaken not to do so, if the Repurchase Mandate was approved by the Shareholders.

THE TAKEOVERS CODE

If, as a result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert could as a result of increase of its or their interests, 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.

APPENDIX I**EXPLANATORY STATEMENT ON REPURCHASE
OF THE COMPANY'S SHARES**

The following table set out the interests of substantial Shareholders which fall to be disclosed to the Company under Part XV of the SFO as at the Latest Practicable Date:—

Name	Note	Directly beneficially owned	Family interest held by spouse	Through controlled corporation	Through Trustee of a Trust	Total no. of shares held	Percentage of the Company's issued share capital
Cheng Cheung ("Madam Cheng")	(1)	21,288,800	—	36,912,027	—	58,200,827	11.52
CC (Holdings) Limited	(1)	36,912,027	—	—	—	36,912,027	7.31
Luks Family (PTC) Limited	(2)	272,824,862	—	—	—	272,824,862	53.99
Luk Yan	(2)	3,070,800	174,000	—	272,824,862	276,069,662	54.64
Luk Ngai	(2)	3,390,000	—	—	272,824,862	276,214,862	54.66
Luk Fung	(2)	3,229,600	—	—	272,824,862	276,054,462	54.63
Luk Sze Wan Monsie	(2)	1,300,000	—	—	272,824,862	274,124,862	54.25

Notes:

- (1) Madam Cheng's interest included a corporate interest in CC (Holdings) Limited (a company which is 100% beneficially owned by Madam Cheng) held 36,912,027 Shares.
- (2) Luks Family (PTC) Limited as trustee of The Luks Family Trust, held 272,824,862 Shares. Each of Mr. Luk Yan, Mr. Luk Ngai, Mr. Luk Fung and Ms. Luk Sze Wan Monsie was the beneficiary of The Luks Family Trust and thus was deemed to have interests in 272,824,862 Shares.

As at the Latest Practicable Date, the aggregate Shares held by Madam Cheng, CC (Holdings) Limited, Luks Family (PTC) Limited, Mr. Luk Yan, Mr. Luk Ngai, Mr. Luk Fung and Ms. Luk Sze Wan Monsie was 342,190,089 shares, representing 67.72% of the current issued capital of the Company. In the event that the Repurchase Mandate is exercised in full, the aggregate percentage shareholding in Shares held by Madam Cheng, CC (Holdings) Limited, Luks Family (PTC) Limited, Mr. Luk Yan, Mr. Luk Ngai, Mr. Luk Fung and Ms. Luk Sze Wan Monsie would be increased to approximately 75.25% of the current issued share capital of the Company as adjusted for such repurchase. Such an increase would be treated as an acquisition of voting rights for the purposes of the Takeovers Code but would not give rise to an obligation on the part for each of Madam Cheng, CC (Holdings) Limited or Luks Family (PTC) Limited, Mr. Luk Yan, Mr. Luk Ngai, Mr. Luk Fung and Ms. Luk Sze Wan Monsie to make a mandatory offer under Rule 26 and 32 of the Takeovers Code. However, the share capital of the Company in public hands would be reduced to less than 25%. The Directors have no present intention to exercise the Repurchase Mandate to extent that the aggregate percentage of Shares held by public shareholders would amount to less than 25% of the issued share capital of the Company from time to time.

SHARE PRICES

The highest and lowest prices at which the Shares of the Company have traded on the Stock Exchange for the twelve months preceding the Latest Practicable Date:—

	Shares	
	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
March 2019	2.07	1.90
April 2019	1.91	1.85
May 2019	1.88	1.77
June 2019	1.80	1.74
July 2019	1.81	1.74
August 2019	1.76	1.64
September 2019	1.71	1.61
October 2019	1.72	1.62
November 2019	1.71	1.64
December 2019	1.65	1.59
January 2020	1.65	1.50
February 2020	1.58	1.51
March 2020	1.51	1.20

REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Share has been made by the Company in the 6 months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

This Appendix contains the biographical details of the Directors eligible to re-election at the Annual General Meeting that are required by the Listing Rules to be disclosed to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the re-election of Directors.

Mr. Luk Yan, aged 55, is an executive Director of the Company. He is the General Manager of Luks Land (Vietnam) Company Limited, a wholly-owned subsidiary of the Group and is responsible for the Group's property investments and management in Vietnam. Mr. Luk also acts in the capacity of director and general manager for a number of subsidiaries of the Group. He has been with the Group for 30 years. Mr. Luk is the son of Madam Cheng Cheung, the Chairman and an executive Director of the Company, Madam Cheng Cheung is also the substantial Shareholder of the Company. Mr. Luk Yan is the elder brother of Mr. Luk Fung and Ms. Luk Sze Wan Monsie, who are executive Directors of the Company.

As at the Latest Practicable Date, Mr. Luk has an interest in 276,069,662 Shares, representing 54.64% of the current issued capital of the Company. The interest included a personal interest of 3,070,800 Shares, a family interest of 174,000 Shares, and a deemed interest of 272,824,862 Shares which was held by Luks Family (PTC) Limited, being trustee of The Luks Family Trust, in which Mr. Luk was one of the beneficiaries together with Mr. Luk Ngai, Mr. Luk Fung and Ms. Luk Sze Wan Monsie. Save as disclosed, Mr. Luk does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Luk has not entered into any service contract with the Company and is subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company.

The amount of director's remuneration paid to Mr. Luk by the Company for the year of 2019 was HK\$2,759,681 and he is entitled to bonus payment \$561,277. Mr. Luk's remuneration will be determined by reference to his duties and responsibilities in the Company and by the remuneration committee of the Company. Save as disclosed above, Mr. Luk has not held any directorship in any public listed companies in the last three years or any other positions with the Group.

Save as disclosed, there are no other matters relating to his re-election that need to be brought to the attention of Shareholders and there is no information which is required to be disclosed pursuant to (h) to (v) of rule 13.51(2) under the Listing Rules.

Mr. Luk Fung, aged 51, is an Executive Director of the Company. He is a holder of a MBA degree from The Chinese University of Hong Kong. He has years of experience in the financial services industry prior to joining the Group. He is the General Manager of Luks Cement (Vietnam) Company Limited, a wholly-owned subsidiary of the Group and is responsible for the development of the cement business of the Group. He has been with the Group for 20 years. Mr. Luk Fung also holds directorship in various subsidiaries of the Group. He is a son of Madam Cheng Cheung, a younger brother of Mr. Luk Yan and an elder brother of Ms. Luk Sze Wan Monsie, who are all Executive Directors of the Company.

As at the Latest Practicable Date, Mr. Luk Fung has an interest in 276,054,462 Shares, representing 54.63% of the current issued capital of the Company. The interest included a personal interest of 3,229,600 Shares, and a deemed interest of 272,824,862 Shares which was held by Luks Family (PTC) Limited, being trustee of The Luks Family Trust, in which Mr. Luk Fung was one of the beneficiaries together with Mr. Luk Yan, Mr. Luk Ngai and Ms. Luk Sze Wan Monsie. Save as disclosed, Mr. Luk Fung does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Luk Fung has not entered into any service contract with the Company nor has any specific length of appointment but he is subject to retirement by rotation and re-election in accordance with the By-laws.

The amount of director's remuneration paid to Mr. Luk Fung by the Company for the year 2019 was HK\$2,770,582 and he is not entitled to any bonus payment. Mr. Luk Fung's remuneration will be determined by reference to his duties and responsibilities with the Company and by the remuneration committee of the Company. Save as disclosed above, Mr. Luk Fung has not held any directorship in any public listed companies in the last three years or any other positions with the Group.

Save as disclosed, there are no other matters relating to his re-election that need to be brought to the attention of Shareholders and there is no information which is required to be disclosed pursuant to (h) to (v) of rule 13.51(2) under the Listing Rules.

Mr. Liang Fang, aged 67, is an independent non-executive Director of the Company and also a member of the Company's audit committee, remuneration committee and nomination committee. Mr. Liang is a holder of a MBA degree from the Massachusetts Institute of Technology of the United States of America. He has been working in the IT business for a number of years.

Mr. Liang who has served on the Board for more than 16 years, confirmed that he has satisfied all factors set out in rule 3.13 of the Listing Rules in assessing his independence.

Mr. Liang does not have any interest in any Shares or underlying Shares of the Company within the meaning of Part XV of the SFO, Mr. Liang has not entered into any service contract with the Company.

Mr. Liang is subject to retirement by rotation and re-election in accordance with the Bye-laws and in accordance with the Code on Corporate Governance Practices under the Listing Rules. The amount of director's remuneration paid to Mr. Liang by the Company for the year of 2019 was HK\$100,000. Mr. Liang is not entitled to any bonus payment and his remuneration is fixed with reference to his experience, responsibilities in the Company and prevailing market level of remuneration.

Mr. Liang is not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. Save as disclosed above, Mr. Liang has not held any directorship in any public listed companies in the last three years or any other positions with the Group.

Save as disclosed, there are no other matters relating to his re-election that need to be brought to the attention of Shareholders and there is no information which is required to be disclosed pursuant to (h) to (v) of rule 13.51(2) under the Listing Rules.

Mr. Liu Li Yuan, aged 68, is an independent non-executive Director of the Company and also a member of the Company's audit committee, remuneration committee and nomination committee. Mr. Liu is a graduate with a Diploma from the Faculty of Law of the University of Beijing. He is currently a Director of a property investment and management company in the People's Republic of China.

Mr. Liu who has served on the Board for more than 16 years, confirmed that he has satisfied all factors set out in rule 3.13 of the Listing Rules in assessing his independence.

Mr. Liu does not have any interest in any Shares or underlying Shares of the Company within the meaning of Part XV of the SFO. Mr. Liu has not entered into any service contract with the Company.

Mr. Liu is subject to retirement by rotation and re-election in accordance with the Bye-laws and in accordance with the Code on Corporate Governance Practice under the Listing Rules. The amount of director's remuneration paid to Mr. Liu by the Company for the year of 2019 was HK\$100,000, Mr. Liu is and he is not entitled to any bonus payment and his remuneration is fixed with reference to his experience, responsibilities in the Company and prevailing market level of remuneration.

Mr. Liu is not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. Except for the aforesaid appointment, Mr. Liu has not held any directorship in any public listed companies in the last three years or any other positions with the Group.

Save as disclosed, there are no other matters relating to his re-election that need to be brought to the attention of Shareholders and there is no information which is required to be disclosed pursuant to (h) to (v) of rule 13.51(2) under the Listing Rules.

Mr. Lam Chi Kuen, aged 66, is an independent non-executive Director and a member of the audit committee of the Company. Mr. Lam has years of experience in auditing, finance and accounting fields. Mr. Lam currently serves as an independent non-executive director of China Cinda Asset Management Company Limited. He was formerly a senior adviser and partner of Ernst & Young, and Mr. Lam was awarded with a Higher Diploma in Accounting. Mr. Lam is a member of Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

Mr. Lam does not have any interest in any Shares or underlying Shares of the Company within the meaning of Part XV of the SFO, Mr. Lam has not entered into any service contract with the Company.

Mr. Lam is subject to retirement by rotation and re-election in accordance with the Bye-laws and in accordance with the Code on Corporate Governance Practices under the Listing Rules. The amount of director's remuneration paid to Mr. Lam by the Company for the year of 2019 was HK\$100,000. Mr. Lam is not entitled to any bonus payment and his remuneration is fixed with reference to his experience, responsibilities in the Company and prevailing market level of remuneration.

Mr. Lam is not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. Save as disclosed above, Mr. Lam has not held any directorship in any public listed companies in the last three years or any other positions with the Group.

Save as disclosed, there are no other matters relating to his re-election that need to be brought to the attention of Shareholders and there is no information which is required to be disclosed pursuant to (h) to (v) of rule 13.51(2) under the Listing Rules.

**LUKS GROUP (VIETNAM HOLDINGS) COMPANY LIMITED****陸氏集團(越南控股)有限公司****(incorporated in Bermuda with limited liability)***(Stock Code: 366)**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 1/F, Pentalounge, Pentahotel Hong Kong, Tuen Mun, 6 Tsun Wen Road, Tuen Mun, New Territories, Hong Kong at 3:00 pm on Wednesday 10 June 2020 to transact the following ordinary business:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31st December 2019.
2. To declare final dividend of the Company for the year ended 31st December 2019.
3.
 - (i) to re-elect Mr. Luk Yan as an executive Director of the Company;
 - (ii) to re-elect Mr. Luk Fung as an executive Director of the Company;
 - (iii) to re-elect Mr. Liang Fang as an independent non-executive Director of the Company;
 - (iv) to re-elect Mr. Liu Li Yuan as an independent non-executive Director of the Company;
 - (v) to re-elect Mr. Lam Chi Kuen as an independent non-executive Director of the Company;
 - (vi) to authorize the Board of Directors to fix the Directors' remuneration.
4. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.

and by way of special business to consider, and if thought fit, pass with or without amendments the following resolutions as:

* for identification purpose only

ORDINARY RESOLUTIONS

5. “**THAT** the Directors be and are hereby granted an unconditional general mandate to repurchase Shares issued by the Company in accordance with all applicable laws and subject to the following conditions:
- (a) such mandate should not extend beyond the Relevant Period (defined in subparagraph (c) below);
 - (b) the aggregate nominal amount of Shares purchased or agreed conditionally or unconditionally to be purchased by the Directors of the Company pursuant to this Resolution should not exceed 10% of the aggregate nominal amount of the Shares of the Company in issue at the date of passing of this Resolution; and
 - (c) 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 the Bye-laws of the Company or any applicable law of Bermuda to be held; and
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”
6. “**THAT** the Directors be and are hereby granted an unconditional general mandate to issue and allot additional Shares in the capital of the Company or securities convertible into Shares, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
- (a) such mandate should not extend beyond the Relevant Period (defined in subparagraph (c) below) save that the Directors may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors, otherwise than pursuant to a Rights Issue (as defined in subparagraph (c) below) or pursuant to the grant or exercise of options issued under any share option scheme adopted by the Company or pursuant to any scrip dividend scheme or with the consent of the Company in general meeting, should not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution; and

- (c) 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 the Bye-laws of the Company or any applicable law of Bermuda to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders 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 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 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).”

7. **“THAT** the general mandate granted to the Directors to issue and dispose of additional Shares pursuant to Ordinary Resolution 6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution 5 set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of this Resolution.”

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

SPECIAL RESOLUTION

8. **“THAT:**

- (i) conditional upon compliance by the Company with all statutory requirements under section 46(2) of the Companies Act of Bermuda (as amended), and with effect from the day of passing this resolution, the share premium account of the Company be reduced by the amount of HK\$738,495,515, with the credit arising therefrom being credited to the contributed surplus account of the Company (the “Share Premium Reduction”); and

- (ii) the directors of the Company be and are hereby authorised generally to do all such acts and things (including, without limitation to the generality of the foregoing, the execution of any documents, instruments or agreements) which they may in their absolute discretion consider appropriate, necessary or desirable to implement and/or give effect to the Share Premium Reduction and the application of the credit which will be released thereby.”

Martin Fan
Company Secretary

Hong Kong, 6 April 2020

Notes:

- (1) A member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy needs not be a member of the Company.
- (2) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be). i.e.
- (3) The Register of Members will be closed for the following periods.
 - (a) To ascertain shareholder’s eligibility to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday 5 June 2020 to Wednesday 10 June 2020, both dates inclusive, during which period no transfers of shares shall be effected. In order to qualify for attending and voting at the Annual General Meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong Branch Share Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration before 4:30 p.m. on Thursday 4 June 2020.
 - (b) To ascertain shareholder’s entitlement to the final dividend, the register of members of the Company will be closed from Wednesday 17 June 2020 to Friday 19 June 2020, both dates inclusive, during which period no transfers of shares shall be effected. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong Branch Share Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration before 4:30 p.m. on Tuesday 16 June 2020.
 - (c) The proposed final dividend will be paid to shareholders whose names appear on the Register of Members on Friday 19 June 2020 and the payment date of the dividend is expected to be Friday 3 July 2020.
- (4) With regard to Ordinary Resolution 6 and 7 above, the Directors wish to state that they have no immediate plans to issue any new Shares of the Company.