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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 637)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Lee Kee Holdings Limited (the “Company”) will be held at Multi-function Room 1, 2/F, Building 17W, 17 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on Friday, 26th August 2022 at 3:00 p.m. for the following purposes:

1. To receive and adopt the audited Consolidated Financial Statements of the Company and its subsidiaries and the Reports of the Directors and the Auditors for the year ended 31st March 2022.
2. To declare a dividend.
3. (a) To consider the re-election of the following retiring Directors, each as a separate resolution:
 - (i) Ms. CHAN Yuen Shan Clara; and
 - (ii) Mr. HO Kwai Ching Mark
- (b) To authorise the Board of Directors to fix the Directors’ remuneration.
4. To consider the re-appointment of Auditors of the Company and to authorise the Board of Directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“THAT:

- (a) subject to paragraph (c) below of this Resolution, and pursuant to the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined in this Resolution) of all the powers of the Company to allot, issue and deal with any shares of the Company (the “Shares”) and to make or grant offers, agreements or options (including any warrant, bond,

note, securities or debenture conferring any rights to subscribe for or otherwise receive Shares) which may require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above of this Resolution shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined in this Resolution) to make or grant offers, agreements and options (including any warrant, bond, note, securities or debenture conferring any rights to subscribe for or otherwise receive Shares) which may require the exercise of such power to allot, issue and deal with additional Shares after the end of the Relevant Period (as hereinafter defined in this Resolution);
- (c) the aggregate nominal value of the Shares allotted or issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined in this Resolution); or (ii) any script dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or (iii) any specific authority granted by the shareholders of the Company in general meeting, shall not exceed the aggregate of 20 per cent. of the aggregate nominal value of the share capital of the Company in issue at the time of passing this Resolution, and the approval granted pursuant to paragraphs (a) and (b) above of this Resolution shall be limited accordingly;
- (d) 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; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association of the Company to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors of the Company by this Resolution;

“Rights Issue” means an offer of Shares or issue of options or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors of the Company, to 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 a fixed record date in proportion to their then holdings of such Shares (or, where appropriate, such other securities)(subject in all cases to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient (but in compliance with the relevant provisions of the Listing Rules) in relation to fractional entitlements or with 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 applicable to the Company); and

- (e) the authority conferred by this Resolution shall be in substitution for all previous authorities granted to the Directors of the Company, except that it shall be without prejudice to and shall not affect the exercise of the power of the Directors of the Company pursuant to such authorities to allot additional shares of the Company up to and in accordance with the approval therein contained prior to the date of this Resolution.”

- 6. As special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“THAT:

- (a) subject to paragraph (b) below of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined in this Resolution) of all powers of the Company to repurchase shares of the Company (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities of the Stock Exchange or equivalent rules or regulations of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal value of the Share repurchased by the Company pursuant to the approval in paragraph (a) above of this Resolution during the Relevant Period (as hereinafter defined in this Resolution) shall not exceed 10 per cent. of the aggregate nominal value of the share capital of the Company in issue as at the date of passing this Resolution, and the authority granted pursuant to paragraph (a) above of this Resolution 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; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association of the Company to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors by this Resolution.”

7. As special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution upon the passing of Resolutions 5 and 6 set out in this notice:

“**THAT** conditional upon the Resolutions No. 5 and Resolution No. 6 of this notice being passed, the general mandate granted to the Directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with any unissued shares of the Company (the “Shares”) pursuant to the said Resolution No. 5 be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to the said Resolution No. 6, provided that such extended amount shall not exceed 10 per cent. of the total nominal value of the share capital of the Company in issue at the time of passing this Resolution.”

8. As special business, to consider and, if thought fit, pass the following resolution as a Special Resolution:

“**THAT** the existing memorandum of association and articles of association of the Company be amended in the manner as set out in the circular of the Company dated 12th July 2022 (the “Circular”); the amended and restated memorandum of association and articles of association of the Company in the form produced and tabled to the meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the annual general meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for in their entirety and to the exclusion of the existing memorandum of association and articles of association of the Company; and that any one of the directors or the secretary or assistant secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption of the amended and restated memorandum of association and articles of association of the Company.”

By Order of the Board
LEE King On
Company Secretary

Hong Kong, 12th July 2022

Head Office and Principal Place of

Business in Hong Kong:

16 Dai Fat Street

Tai Po Industrial Estate

New Territories

Hong Kong

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more separate proxies to attend and, on a poll, vote instead of him. A proxy need 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 Hong Kong Branch Share Registrar and Transfer Office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (if it is lodged before 15 August 2022) or 17/ F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong (if it is lodged on or after 15 August 2022), but in any event, not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting. (*Remark: The address of the Company’s Hong Kong Branch Share Registrar and Transfer Office, Tricor Investor Services Limited, will be changed to 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong with effect from 15th August 2022. For details, please refer to the Company’s announcement to be made in due course.*)

3. Delivery of a form of proxy shall not preclude a member from attending and voting in person at the meeting and in such event, the form of proxy shall be deemed to be revoked.
4. If typhoon signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 12:00 noon on the date of the annual general meeting, the meeting will be postponed. Details of alternative meeting arrangements will be published on the Company's website (www.leekeegroup.com) and Hong Kong Exchanges and Clearing Limited's website (www.hkex.com.hk) in due course.

The annual general meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should make their own decision as to whether they would attend the meeting under the bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

Shareholders who have any queries concerning the alternative meeting arrangements, please call the Customer Service Hotline of Tricor Investor Services Limited at telephone number 852-2980 1333 from 9:00 a.m. to 5:00 p.m., Monday to Friday (excluding public holidays).

5. To safeguard the health and safety of the members of the Company and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the Annual General Meeting:
 - (1) Compulsory body temperature checks;
 - (2) Comply with the "LeaveHomeSafe" mobile app requirements and the Vaccine Pass Direction under the Prevention and Control of Disease (Vaccine Pass) Regulation (Chapter 599L, Laws of Hong Kong) applicable to persons entering the AGM venue as "Specified Premises" imposed by the Hong Kong government;
 - (3) Wearing of surgical mask prior to admission to and in the venue of the Annual General Meeting at all times, and to maintain a safe distance between seats;
 - (4) No refreshments or drinks will be served; and
 - (5) No distribution of corporate gift.

Attendees who do not comply with the precautionary measures required by the Company, or who are subject to health quarantine prescribed by the Government of Hong Kong Special Administrative Region, or whose body temperature reading is 37.5°C or higher will be denied entry to the venue of the Annual General Meeting, at the absolute discretion of the Company.

To the extent permitted under law, the Company reserves the right to deny entry into the Annual General Meeting venue or require any person to leave the Annual General Meeting venue in order to ensure the safety of the attendees at the Annual General Meeting.

Members of the Company are reminded to carefully consider the risks of attending the Annual General Meeting in person. The Company would like to recommend the members of the Company to exercise their voting rights by appointing the Chairman of the Annual General Meeting as their proxy and to return their duly completed and signed forms of proxy by the time specified in Note 2 above.

6. Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the Annual General Meeting arrangements at short notice, the members of the Company should check the Company's website (www.leekeegroup.com) and Hong Kong Exchanges and Clearing Limited's website (www.hkexnews.hk) for further announcements and updates on the Annual General Meeting arrangements.

As at the date of this announcement, the Directors of the Company are Mr. CHAN Pak Chung, Ms. CHAN Yuen Shan Clara, Mr. CHAN Ka Chun Patrick, Ms. OKUSAKO CHAN Pui Shan Lillian, Mr. CHUNG Wai Kwok Jimmy, Mr. HO Kwai Ching Mark* and Mr. TAI Lun Paul*.*

** Independent non-executive Directors*