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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)

NOTICE OF ANNUAL GENERAL MEETING

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 24 May 2023 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 2022.
2. To declare final dividend of the Company for the year ended 31st December 2022.
3.
 - (i) to re-elect Mr. Fan Chiu Tat Martin as an executive Director of the Company;
 - (ii) to re-elect Miss Luk Sze Wan Monsie as an executive Director of the Company;
 - (iii) to re-elect Mr. Lam Chi Kuen as an independent non-executive Director of the Company;
 - (iv) to elect Mr. Wong Hoi Wah as an independent non-executive Director of the Company;
 - (v) to elect Miss Pang Siu Yin 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 thought fit, pass with or without amendment, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

8. **“THAT:**

- (a) the proposed amendments to the existing Bye-laws of the Company (the “Proposed Amendments”), the details of which are set out in Appendix III to the circular of the Company dated 13 April 2023, be and are hereby approved;

- (b) a copy of the Amended and Restated Bye-laws, which contains all the Proposed Amendments has been produced to the meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the Bye-laws of the Company in substitution for and to the exclusion of the existing Bye-laws of the Company with immediate effect; and
- (c) any Director or company secretary of the Company be and is hereby authorized to do all things necessary to effect and record the adoption of the Amended and Restated Bye-laws.

By Order of the Board
Martin Fan
Company Secretary

Hong Kong, 13 April 2023

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 Hong Kong Branch Share Registrar Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be).
- (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 19 May 2023 to Wednesday 24 May 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration before 4:30 p.m. on Thursday 18 May 2023.
 - (b) To ascertain shareholder’s entitlement to the final dividend upon the passing of the resolution no.2 set out in the notice of the Annual General Meeting, the register of members of the Company will be closed from Wednesday 31 May 2023 to Thursday 1 June 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration before 4:30 p.m. on Tuesday 30 May 2023.

- (c) The proposed final dividend will be paid to shareholders whose names appear on the Register of Members on Thursday 1 June 2023 and the payment date of the dividend is expected to be Wednesday 14 June 2023.
- (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.

As at the date of this announcement, the Board of Directors comprises Mdm. Cheng Cheung, Mr. Luk Yan, Mr. Luk Fung, Mr. Fan Chiu Tat, Martin and Ms. Luk Sze Wan, Monsie (who are executive directors), and Mr. Liu Li Yuan, Mr. Liang Fang and Mr. Lam Chi Kuen (who are independent non-executive directors).