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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Le Saunda Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or other transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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le saunda holdings ltd.

萊爾斯丹控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 00738)

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES PROPOSED RE-ELECTION OF DIRECTORS PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the “AGM”) of Le Saunda Holdings Limited (the “Company”) to be held at The Hong Kong General Chamber of Commerce, Theatre A, 22nd Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 17 July 2023 at 10:30 a.m. (or any adjournment thereof) is set out on pages 19 to 24 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time for holding the meeting (i.e. before 10:30 a.m. on Saturday, 15 July 2023 (Hong Kong time)) or any adjournment thereof. Completion and return of the enclosed form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

* For identification purpose only

Hong Kong, 15 June 2023

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DEFINITIONS

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

“AGM”	annual general meeting of the Company to be held at The Hong Kong General Chamber of Commerce, Theatre A, 22nd Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 17 July 2023 at 10:30 a.m. (or any adjournment thereof), the notice of which is set out on pages 19 to 24 of this circular
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	audit committee of the Board
“Board”	board of Directors
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“Companies Act”	Companies Act 1981 of Bermuda, as amended from time to time
“Company”	Le Saunda Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Share Issue Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	7 June 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information included herein
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	nomination committee of the Board
“Remuneration Committee”	remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted at the AGM to the Directors to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of all issued Shares as at the date of passing of the relevant resolution
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Share Issue Mandate”	a general and unconditional mandate proposed to be granted at the AGM to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with Shares up to a maximum of 20% of all issued Shares as at the date of passing of the relevant resolution
“Shareholder(s)”	holder(s) for the time being of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



le saunda holdings ltd.

萊爾斯丹控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 00738)

Executive Directors:

Ms. Chui Kwan Ho, Jacky

Mr. Li Wing Yeung, Peter

Ms. Liu Tsz Yan

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Non-Executive Director:

Mr. James Ngai (*Chairman*)

Head Office and Principal Place

of Business in Hong Kong:

Independent Non-Executive Directors:

Mr. Lam Siu Lun, Simon

Mr. Leung Wai Ki, George

Mr. Hui Chi Kwan

Suites 1104–1106, 11th Floor

1063 King's Road

Quarry Bay

Hong Kong

15 June 2023

To Shareholders

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES TO
ISSUE NEW SHARES AND REPURCHASE SHARES
PROPOSED RE-ELECTION OF DIRECTORS
PROPOSED APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

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LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make a decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM which will be convened for the purpose of considering and, if thought fit, approving (*inter alia*):

- (a) the grant of the Share Issue Mandate, Repurchase Mandate and Extension Mandate to the Directors;
- (b) the re-election of the retiring Directors; and
- (c) the proposed appointment of an independent non-executive Director.

PROPOSED GRANT OF THE SHARE ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the last annual general meeting of the Company held on 18 July 2022, the Directors were granted a general mandate to allot, issue and deal with Shares and a general mandate to repurchase Shares. These general mandates will expire at the conclusion of the forthcoming AGM on 17 July 2023. The Directors propose to seek the approval of the Shareholders at the AGM by way of passing ordinary resolutions for granting:

- (1) the Share Issue Mandate to allot, issue and deal with Shares up to a maximum of 20% of the Shares in issue as at the date of passing of the relevant resolution;
- (2) the Repurchase Mandate to repurchase Shares up to a maximum of 10% of the Shares in issue as at the date of passing of the relevant resolution; and
- (3) the Extension Mandate to increase the number of Shares to be issued and allotted under the Share Issue Mandate by an additional number representing such number of Share (if any) to be repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, the total issued share capital of the Company was 705,895,060 Shares. Assuming there is no issue of Shares or repurchase of Shares from the Latest Practicable Date up to the date of the AGM, the number of Share that can be issued under the Share Issue Mandate and that can be purchased by the Company under the Repurchase Mandate will be 141,179,012 Shares and 70,589,506 Shares respectively, representing 20% and 10% of the

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issued share capital of the Company as at the date of the AGM. An explanatory statement required by the Listing Rules in connection with the proposed ordinary resolution on the Repurchase Mandate is set out in the Appendix to this circular.

Each of the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate, if approved, will continue in force until the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; or (b) the end of the period within which the Company is required by the Bye-laws or any applicable laws of Bermuda to hold its next annual general meeting; or (c) the revocation or variation of the authority given under such resolution by an ordinary resolution of the Shareholders in a general meeting of the Company prior to the next annual general meeting of the Company following the AGM.

The Directors wish to state that they have no immediate definitive plans to issue any new Shares pursuant to the Share Issue Mandate or to repurchase any Shares pursuant to the Repurchase Mandate.

PROPOSED RE-ELECTION OF DIRECTORS

At the AGM, Mr. James Ngai (“**Mr. Ngai**”), Mr. Leung Wai Ki, George (“**Mr. Leung**”) and Ms. Chui Kwan Ho, Jacky (“**Ms. Chui**”) shall retire from office by rotation in accordance with Bye-law 87 of the Bye-laws. All the above mentioned Directors, being eligible, will offer themselves for re-election as Directors of the Company at the forthcoming AGM.

In reviewing the structure, size and composition of the Board and in proposing individuals for re-election as Directors at the AGM, the Nomination Committee considered the Board diversity from a number of aspects, including but not limited to gender, age, educational background, professional experience, skills, knowledge, industry experience and expertise. The candidates identified were considered against criteria including character and integrity, business experience, compliance, willingness to devote sufficient time to discharge duties, diversity, contribution to the Board, and independence as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board’s composition.

Notwithstanding Mr. Leung has served as an Independent Non-Executive Director of the Company for more than 10 years, the Nomination Committee is satisfied that he remains independent in discharging his duties as required by the Listing Rules. In reviewing Mr. Leung’s performance and attendance records on serving the Board and various committees in the past, it has demonstrated that he always gives impartial advice and exercise independent judgement on different issues of the Company. Mr. Leung, possessing with the different level of knowledge and experience, also brings invaluable diversity and perspectives to the Board.

LETTER FROM THE BOARD

Furthermore, the Nomination Committee has assessed and reviewed the annual written confirmation of Mr. Leung based on the independent guidelines as set out in Rule 3.13 of the Listing Rules and confirmed that he remains independent. As Mr. Leung comes from different profession and has different expertise, he adds invaluable diversity to the Board. The Nomination Committee believes that his in-depth knowledge and experience of the Group's business and his external experience continue to be of significant benefit to the Company, and that he maintains independent view of its affairs.

In view of the above, the Board believes that the re-election of the retiring Directors as Directors is in the best interest of the Company and Shareholders as a whole, and therefore recommends the re-election of the retiring Directors to the Shareholders at the AGM. As a good corporate governance practice, each of the retiring Directors has abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

The biographical information of Mr. Ngai, Mr. Leung and Ms. Chui are as follows:

James Ngai, aged 60, joined the Group in March 2011. He is a Non-Executive Director of the Company, the Chairman of the Board and a member of the Remuneration Committee and the Nomination Committee. He is responsible for the Group's leadership and management of the Board and the Group's strategy. Mr. Ngai graduated from University of Toronto with a Bachelor's degree in Economics. He is a Certified Public Accountant (Practising) in Hong Kong and a member of Hong Kong Institute of Certified Public Accountants and American Institute of Certified Public Accountants. He is also a fellow member of The Taxation Institute of Hong Kong. He has over 30 years of experience in accounting, auditing and taxation matters. Mr. Ngai is a director of an accounting firm which provides advisory and audit services to private companies owned by Mr. Lee Tze Bun, Marces ("**Mr. Lee**"), a controlling shareholder of the Company. In addition, both Mr. Ngai and Mr. Lee are directors of Stable Gain Holdings Limited which has an interest in the Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO. Mr. Ngai is also an independent non-executive director of Max Sight Group Holdings Limited, the shares of which are listed on the Stock Exchange (stock code: 8483).

The Company entered into a service agreement with Mr. Ngai for a fixed term of 2 years commencing on 25 March 2023 and ending on 24 March 2025, and Mr. Ngai is subject to retirement by rotation and re-election at annual general meeting of the Company at least once every three years in accordance with the Bye-laws. The said service agreement may be terminated by either party by giving three-months' written notice or in accordance with other terms thereof. Mr. Ngai is entitled to receive a director's fee, which was determined and approved by the Board according to the prevailing market rate and the remuneration policy of the Company and which is subject to review by the Remuneration Committee each year. All additional remuneration (such as

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bonus) which may be given to Mr. Ngai (if any) shall be determined and approved by the Remuneration Committee based on the remuneration policy of the Company. The Company has no intention of giving any such additional remuneration to Mr. Ngai as it has never provided to any Non-Executive Director any remuneration other than the annual director's fee. During the financial year ended 28 February 2023, Mr. Ngai received a director's fee of HK\$210,000.

Save as disclosed above, (a) Mr. Ngai did not hold any directorships in any other listed public companies in the past three years; (b) he does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company; (c) he does not have any interests in Shares, underlying Shares and debentures of the Company and/or its associated corporations (within the meaning of Part XV of the SFO); (d) there is no other information which is discloseable pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (e) there are no other matters that need to be brought to the attention of the Shareholders.

Leung Wai Ki, George, aged 65, joined the Group in September 2004. He is an Independent Non-Executive Director of the Company and a member of the Audit Committee, Remuneration Committee and Nomination Committee. Mr. Leung has over 30 years of experience in accounting, financial management, auditing and receivership. He is also a director and financial controller of a real estate development company in Hong Kong.

The Company entered into a service agreement with Mr. Leung for a fixed term of 2 years commencing on 1 November 2021 and ending on 31 October 2023, and Mr. Leung is subject to retirement by rotation and re-election at annual general meeting of the Company at least once every three years in accordance with the Bye-laws. The said service agreement may be terminated by either party by giving three-months' written notice or in accordance with other terms thereof. Mr. Leung is entitled to receive a director's fee, which was determined and approved by the Board according to the prevailing market rate and the remuneration policy of the Company and which is subject to review by the Remuneration Committee each year. All additional remuneration (such as bonus) which may be given to Mr. Leung (if any) shall be determined and approved by the Remuneration Committee based on the remuneration policy of the Company. The Company has no intention of giving any such additional remuneration to Mr. Leung as it has never provided to any independent non-executive Director any remuneration other than the annual director's fee. During the financial year ended 28 February 2023, Mr. Leung received a director's fee of HK\$210,000.

As at the Latest Practicable Date, Mr. Leung was a governor of Xin Chuan Middle School Foundation Limited, which held 1,700,000 Shares representing approximately 0.24% of the issued share capital of the Company. Therefore, for the purpose of Part XV of the SFO, Mr. Leung was deemed to be interested in these Shares.

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Save as disclosed above, (a) Mr. Leung did not hold any directorships in any other listed public companies in the past three years; (b) he does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company; (c) he does not have any other interests in Shares, underlying Shares and debentures of the Company and/or its associated corporations (within the meaning of Part XV of the SFO); (d) there is no other information which is discloseable pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (e) there are no other matters that need to be brought to the attention of the Shareholders.

Chui Kwan Ho, Jacky, aged 59, first joined the Group in 1981 and was appointed as an Executive Director in September 1992 and left the Group in September 2010. She re-joined the Group in April 2016. She is an Executive Director of the Company and acts as a director of certain subsidiaries of the Company. Ms. Chui is responsible for the Group's supply chain management, product design and development, retail, e-commerce and franchise operation, business development and brand management. She has over 30 years of experience on retail and production management. Prior to re-joining the Group, she was a chief executive officer in a renowned handbag company in China and was responsible for footwear products development, manufacturing management and retail operations.

The Company entered into a service agreement with Ms. Chui which does not have any fixed term, and Ms. Chui is subject to retirement by rotation and re-election at an annual general meeting of the Company at least once every three years in accordance with the Bye-laws. The said service agreement may be terminated by either party by giving three-month written notice or in accordance with other terms thereof. Ms. Chui is entitled to receive remuneration plus discretionary bonus, which are determined by the Remuneration Committee with reference to Ms. Chui's qualification, experience and performance, the profitability of the Group as well as the remuneration benchmark in the industry and the prevailing market conditions. During the financial year ended 28 February 2023, Ms. Chui received salary of HK\$2,749,500.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Ms. Chui personally held 5,779,000 Shares, representing approximately 0.81% of the issued share capital of the Company.

Save as disclosed above, (a) Ms. Chui did not hold any directorships in any other listed public companies in the past three years; (b) she does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company; (c) she does not have any other interests in Shares, underlying Shares and debentures of the Company and/or its associated corporations (within the meaning of Part XV of the SFO); (d) there is no

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other information which is discloseable pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (e) there are no other matters that need to be brought to the attention of the Shareholders.

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Pursuant to Code Provision B.2.4(b) of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, where all the independent non-executive Directors of an issuer have served more than nine years on the board, the issuer should appoint a new independent non-executive director on the board at the forthcoming annual general meeting.

All of the Independent Non-Executive Directors have served the Company for more than nine years. The lengths of their tenure are set out below:

Name	Date of Appointment	Length of Tenure
Mr. Lam Siu Lun, Simon	16 January 2006	17 years
Mr. Leung Wai Ki, George	28 September 2004	18 years
Mr. Hui Chi Kwan	26 November 2007	15 years

Having reviewed the composition of the Board and in consideration of the recommendation of the Nomination Committee, pursuant to Bye-law 86(1) of the Bye-laws, Dr. Lui Tsz Wai (“**Dr. Lui**”) will be proposed at the AGM to be appointed as an additional independent non-executive Director, which is subject to the approval by the Shareholders at the AGM by way of ordinary resolution and, if approved, with effect from the conclusion of the AGM. The nomination was made in accordance with the nomination policy of the Company and the board diversity policy of the Company. Dr. Lui will not be involved in the day-to-day management of the Company nor in any relationships with other Directors or senior management of the Company and the Company is not aware of any circumstance which would interfere with the exercise of her professional judgment. Dr. Lui has confirmed that she will be able to provide a confirmation of her independence pursuant to Rule 3.13 of the Listing Rules to the Company upon her appointment. Based on the above, the Board believes that Dr. Lui has the character, integrity and experience to fulfill the role of an independent non-executive Director and, if appointed, will make significant contribution to the Company. The Nomination Committee has assessed the independence of Dr. Lui as an independent non-executive Director and was satisfied with her independence with reference to the criteria as set out in Rule 3.13 of the Listing Rules. The Board believes that Dr. Lui possesses extensive service industry experience and strong academic background which would enable her to make valuable contribution to the Board. The Board also believes that, with the

LETTER FROM THE BOARD

possession of in-depth knowledge in the field of information system, Dr. Lui could provide the Group with independent advice and guidance on its IT-related matters. Furthermore, the appointment of Dr. Lui as an independent non-executive Director would add to the diversity of the Board in terms of gender, age and industry experience and expertise. The biographical information of Dr. Lui is as follow:

Dr. Lui Tsz Wai, aged 47, is an associate professor at the Graduate Institute of Sport, Leisure and Hospitality Management in the National Taiwan Normal University. Her research work focuses on strategic information system in the service industry, including IT-enabled customer service systems and virtual realities in the hospitality and the tourism industry. Dr. Lui's work has been published in *Tourism Management*, *Annals of Tourism Research*, *European Journal of Information Systems*, *Journal of Hospitality and Tourism Technology* and *International Journal of Hospitality Management*. She is also a chapter author for the *Handbook of Research on Contemporary Theoretical Models in Information Systems*. Dr. Lui graduated from the Fu-Jen Catholic University, Taiwan with a Bachelor's degree in Science. She also obtained an Advanced Diploma in Hospitality Management from the William Blue International Hotel Management School, the Torrens University, Australia and holds a Master degree of management in Hospitality and a Doctor of philosophy degree in Hospitality Management from the Cornell University, US.

Subject to the passing of the relevant resolution for the appointment of Dr. Lui as an independent non-executive Director, Dr. Lui will enter into a service contract with the Company for a term of two years commencing from the date of the conclusion of the AGM, which may be terminated by either party by giving three-months' written notice or in accordance with other terms thereof, and will be subject to retirement by rotation and re-election at an annual general meeting of the Company at least once every three years in accordance with the Bye-laws. Pursuant to the aforementioned service contract, Dr. Lui will receive an annual director's fee of HK\$180,000 which is determined by the Board having regard to the recommendation of the Remuneration Committee with reference to her relevant duties and responsibilities in the Company, her relevant experience and the prevailing market condition. All additional remuneration (such as bonus) which may be given to Dr. Lui (if any) shall be determined and approved by the Remuneration Committee based on the remuneration policy of the Company.

Save as disclosed above, (a) Dr. Lui does not hold any position with the Company and other members of the Group; (b) Dr. Lui did not hold any directorships in any other listed public companies in the past three years; (c) she does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company; (d) she does not have any other interests in Shares, underlying Shares and debentures of the Company and/or its associated corporations (within the meaning of Part XV of the SFO); (e) there is no other

LETTER FROM THE BOARD

information which is discloseable pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (f) there is no other matter that needs to be brought to the attention of the Shareholders in relation to Dr. Lui's proposed appointment.

Dr. Lui will be appointed, subject to Dr. Lui being appointed as an independent non-executive Director at the AGM, as a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee, taking effect simultaneously with the appointment of Dr. Lui as an independent non-executive Director.

CLOSURE OF REGISTER OF MEMBERS

The AGM is scheduled to be held on Monday, 17 July 2023. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 12 July 2023 to Monday, 17 July 2023 (both days inclusive) during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the AGM, all transfers of Shares accompanied by the relevant Share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Units 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 11 July 2023.

AGM AND PROXY ARRANGEMENT

The notice of the AGM (as appearing on pages 19 to 24 of this circular) sets out the proposed resolutions for the approval of, *inter alia*, (a) the grant of the Share Issue Mandate, Repurchase Mandate and Extension Mandate to the Directors; (b) the re-election of Directors; and (c) the proposed appointment of independent non-executive Director.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time for holding the AGM (i.e. before 10:30 a.m. on Saturday, 15 July 2023 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting if you so wish.

LETTER FROM THE BOARD

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the voting on all the resolutions to be put forward at the AGM will be conducted by way of poll. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. The results of the poll will be published on the respective websites of the Stock Exchange and the Company as soon as possible after the AGM in accordance with Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

RECOMMENDATION

The Board believes that the proposed ordinary resolutions for approval of (a) the grant of the Share Issue Mandate, Repurchase Mandate and Extension Mandate; (b) the re-election of the retiring Directors; and (c) appointment of an independent non-executive Director are each in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends you to vote in favour of all the ordinary resolutions to be proposed at the AGM.

Yours faithfully,

For and on behalf of the Board

Le Saunda Holdings Limited

James Ngai

Chairman

This Appendix serves as an explanatory statement as required by the Listing Rules to provide the requisite information to you for your consideration of the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$100,000,000 divided into 1,000,000,000 Shares, among which a total of 705,895,060 Shares were issued and fully paid-up. Subject to the passing of the relevant ordinary resolution at the AGM approving the Repurchase Mandate and assuming that no further Shares will be issued or repurchased by the Company on or prior to the AGM, the Company will be allowed to repurchase up to 70,589,506 Shares pursuant to the Repurchase Mandate.

REASONS FOR REPURCHASES

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

FUNDING OF REPURCHASES

In repurchasing Shares, the Company must apply funds legally available for such purpose in accordance with the Bye-laws and the laws of Bermuda. Under the laws of Bermuda, the amount of capital paid by the Company in connection with a Share repurchase may only be paid out of either the capital paid up on the relevant Shares, or the funds of the Company that would otherwise be available for distribution by way of dividend or distribution or the proceeds of a new issue of Shares made for such purpose. The amount of premium payable on a repurchase of Shares by the Company may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company. Under the laws of Bermuda, the Shares so repurchased will be treated as cancelled but the aggregate amount of the authorised share capital will not be reduced so that the Shares may be subsequently re-issued.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements of the Company in the annual report for the year ended 28 February 2023. However, the Directors do not propose to

exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of Company which are in the opinion of the Directors from time to time appropriate for the Company.

DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) currently intends to sell Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders at the AGM.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to sell any Shares held by him to the Company, in the event that the Repurchase Mandate is granted by the Shareholders at the AGM.

SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the laws of Bermuda.

CONSEQUENCES UNDER THE TAKEOVERS CODE

If, on the exercise of the power by the Company to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of such increase in the Shareholders' interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

APPENDIX EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, according to the register of interests required to be kept by the Company under the SFO, the Shareholders who were interested in 5% or more of the issued share capital of the Company were as follows:

Name of Shareholders	Note	Number of Shares held as at the Latest Practicable Date	Percentage of holding as at the Latest Practicable Date <i>(approximately)</i>	Percentage of holding if the Repurchase Mandate is exercised in full <i>(approximately)</i>
Mr. Lee Tze Bun, Marces (“ Mr. Lee ”)	1	371,661,000	52.65%	58.50%
Stable Gain Holdings Limited	1	225,500,000	31.94%	35.49%
Ms. Lee Wing Kam Rowena, Jackie (“ Ms. Lee ”)	2, 3	61,985,000	8.78%	9.75%
Mr. Li Wing Yeung, Peter (“ Mr. Li ”)	3, 4	60,920,200	8.63%	9.58%
Ms. Cheung Man Ching, Teresa (“ Ms. Cheung ”)	3, 5	57,585,000	8.15%	9.06%
Ophorst Van Marwijk Kooy Vermogensbeheer N.V.		35,454,000	5.02%	5.58%

Notes:

- Mr. Lee personally held 54,561,000 Shares. Mr. Lee is beneficially interested in 100% of the issued share capital of Succex Limited which held 33,000,000 Shares. Mr. Lee was a founder and governor of Qing Yun Middle School Education Development Foundation Limited, which held 3,600,000 Shares. Therefore, Mr. Lee was deemed to be interested in the foregoing 36,600,000 Shares. Further, Mr. Lee is a founder and eligible beneficiary of the Lee Tze Bun Family Trust, of which HSBC International Trustee Limited (“**HSBC Trustee**”) acts as a trustee. HSBC Trustee via its wholly-owned subsidiary, Stable Profit Holdings Limited, wholly owns Stable Gain Holdings Limited which held 225,500,000 Shares. The Lee Keung Charitable Foundation, of which Mr. Lee is the founder, held 55,000,000 Shares, representing approximately 7.79% of the issued share capital of the Company. Therefore, Mr. Lee was deemed to be interested in the foregoing 280,500,000 Shares. Altogether, Mr. Lee was interested in and deemed to be interested in an aggregate of 371,661,000 Shares.
- Ms. Lee is the daughter of Mr. Lee and personally held 6,985,000 Shares as beneficial owner.
- Ms. Lee, Mr. Li and Ms. Cheung jointly held 55,000,000 Shares as trustees of The Lee Keung Charitable Foundation, so all of them were deemed to be interested in these Shares.
- Mr. Li is the son of Mr. Lee and personally held 5,909,200 Shares as beneficial owner. He was interested in 11,000 Shares held by his spouse as beneficial owner.
- Ms. Cheung is the daughter-in-law of Mr. Lee and was interested in 2,585,000 Shares held by her spouse as beneficial owner.

To the best of the knowledge and belief of the Directors, Mr. Lee, being a controlling Shareholder, was interested in 371,661,000 Shares, representing approximately 52.65% of the issued share capital of the Company as at the Latest Practicable Date. In the event that the Directors exercised in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interests of Mr. Lee in the Company would be increased to approximately 58.50% of the issued share capital of the Company. Such increase would not give rise to an obligation on Mr. Lee to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. In any event, the Directors have no present intention to repurchase Shares to such extent. In the event that the Repurchase Mandate is exercised in full, the number of Shares held by the public would not fall below 25% of the issued share capital of the Company, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the 12 months preceding the Latest Practicable Date were as follows:

	Share prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
June	0.530	0.455
July	0.500	0.430
August	0.485	0.405
September	0.450	0.390
October	0.410	0.380
November	0.430	0.380
December	0.440	0.390
2023		
January	0.470	0.400
February	0.450	0.425
March	0.445	0.375
April	0.435	0.350
May	0.420	0.350
June (<i>up to and including the Latest Practicable Date</i>)	0.370	0.355

SHAREHOLDERS' APPROVAL

The Listing Rules provide that all proposed repurchases of securities by a company with primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval of a particular transaction.

NOTICE OF ANNUAL GENERAL MEETING



le saunda holdings ltd.

萊爾斯丹控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 00738)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of Le Saunda Holdings Limited (“**Company**”) will be held at The Hong Kong General Chamber of Commerce, Theatre A, 22nd Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 17 July 2023 at 10:30 a.m. (or any adjournment thereof) to consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

As ordinary business:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors (“**Directors**”) and auditor of the Company for the year ended 28 February 2023.
2. To re-elect the retiring Directors and appoint Dr. Lui Tsz Wai as an independent non-executive Director (each as a separate resolution), to authorize the Directors to appoint any person as a director either to fill a casual vacancy or as an addition to the existing board (“**Board**”) of Directors, and to authorize the Board to fix the Directors’ remuneration.
3. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the Board to fix its remuneration.

* *For identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING

As special business:

ORDINARY RESOLUTIONS

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

4. **“THAT:**

- (a) the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with ordinary shares of HK\$0.10 each in the share capital of the Company (“**Shares**”) as approved by the shareholders of the Company (“**Shareholders**”) pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 18 July 2022 be and is hereby revoked (without prejudice to any valid exercise of such general mandate prior to the passing of this resolution);
- (b) subject to paragraph (d) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (c) the approval in paragraph (b) of this resolution shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (d) the aggregate number of Shares 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 paragraph (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of rights of conversion or subscription under the terms of any securities which are convertible into Shares or any share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or (iii) an issue of Shares as scrip dividends or similar arrangement providing for the allotment of Shares in lieu of the whole or

NOTICE OF ANNUAL GENERAL MEETING

part of a dividend in accordance with the bye-laws of the Company (“**Bye-laws**”), shall not exceed in total 20% of the number of the issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(e) 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 Bye-laws or any applicable laws 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 or issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors to holders of Shares (and, where appropriate, to holders of other securities of the Company entitled to the offer) whose names appear on the register of members of the Company 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 to such exclusions to 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 recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

5. “**THAT:**

- (a) the general mandate granted to the Directors to exercise the powers of the Company to repurchase Shares pursuant to an ordinary resolution passed by the Shareholders at the annual general meeting of the Company held on 18 July 2022 be and is hereby revoked (but without prejudice to any exercise of such mandate prior to the passing of this resolution);

NOTICE OF ANNUAL GENERAL MEETING

- (b) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase 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 recognized 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 on the Stock Exchange (“**Listing Rules**”) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (c) the total number of the Shares which the Company is authorized to repurchase pursuant to the approval in paragraph (b) of this resolution shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

- (d) 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 or any applicable laws 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.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon ordinary resolutions nos. 4 and 5 set out in the notice convening this meeting becoming unconditional and effective, the aggregate number of Shares which are repurchased by the Company pursuant to the authority granted to the Directors in accordance with the said resolution no. 5 set out in the notice convening this meeting shall be added to the aggregate number of Shares that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors of the Company pursuant to and in accordance with ordinary resolution no. 4 set out in the notice convening this meeting.”

By order of the Board
Le Saunda Holdings Limited
Chan Tsz Lok
Company Secretary

Hong Kong, 15 June 2023

As at the date hereof, the Board comprises three executive Directors, namely Ms. Chui Kwan Ho, Jacky, Mr. Li Wing Yeung, Peter and Ms. Liu Tsz Yan, one non-executive Director, namely Mr. James Ngai and three independent non-executive Directors, namely Mr. Lam Siu Lun, Simon, Mr. Leung Wai Ki, George and Mr. Hui Chi Kwan.

Head Office and Principal Place of Business in Hong Kong:

Suites 1104–1106, 11th Floor
1063 King’s Road
Quarry Bay
Hong Kong

Notes:

1. A form of proxy for use at the AGM is being despatched to the shareholders of the Company together with a copy of this notice.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorized to sign the same.
3. Any shareholder of the Company entitled to attend and vote at the AGM shall be entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.

NOTICE OF ANNUAL GENERAL MEETING

4. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the AGM (i.e. before 10:30 a.m. on Saturday, 15 July, 2023 (Hong Kong time)) or any adjournment thereof.
5. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 12 July 2023 to Monday, 17 July 2023, both days inclusive, during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the AGM, all transfers of Shares accompanied by the relevant Share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Units 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 11 July 2023.
6. Completion and deposit of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the AGM or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.
7. Where there are joint registered holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
8. A circular containing further details regarding resolution nos. 2, 4 and 5 as required by the Listing Rules will be despatched to the shareholders of the Company together with the 2023 Annual Report on or before 30 June 2023.