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LUNG KEE (BERMUDA) HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 255)

Website: <http://www.irasia.com/listco/hk/lkm>

(1) PROPOSED CHANGE OF COMPANY NAME (2) PROPOSED AMENDMENTS TO THE BYE-LAWS

The Board proposes to (i) change the English name of the Company from “Lung Kee (Bermuda) Holdings Limited” to “Lung Kee Group Holdings Limited”; and (ii) adopt “龍記集團控股有限公司” as the secondary name in Chinese of the Company. Upon the Proposed Change of Company Name becoming effective, the Company will cease to use “龍記(百慕達)集團有限公司” as the Chinese name currently used for identification purposes only.

The Proposed Change of Company Name is conditional upon (i) the passing of a special resolution by the Shareholders at the AGM to approve the Proposed Change of Company Name; and (ii) the Registrar of Companies in Bermuda approving the Proposed Change of Company Name.

Additionally, the Board proposes to amend the existing Bye-laws for the purpose of (i) reflecting the Proposed Change of Company Name; (ii) bringing the Bye-laws in line with certain amendments made to the Listing Rules in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers which took effect from 31 December 2023; and (iii) making other consequential and house-keeping amendments.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the AGM and, if approved, will become effective upon such approval.

A circular containing, among other matters, information in relation to the Proposed Change of Company Name and the Proposed Amendments, and a notice convening the AGM will be despatched to the Shareholders as soon as practicable.

PROPOSED CHANGE OF COMPANY NAME

The board (the “**Board**”) of directors (the “**Director(s)**”) of Lung Kee (Bermuda) Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) proposes to (i) change the English name of the Company from “Lung Kee (Bermuda) Holdings Limited” to “Lung Kee Group Holdings Limited”; and (ii) adopt “龍記集團控股有限公司” as the secondary name in Chinese of the Company (collectively, the “**Proposed Change of Company Name**”). Upon the

Proposed Change of Company Name becoming effective, the Company will cease to use “龍記(百慕達)集團有限公司” as the Chinese name currently used for identification purposes only.

CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is conditional upon:

- (i) the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting of the Company (the “**AGM**”) to approve the Proposed Change of Company Name; and
- (ii) the Registrar of Companies in the Bermuda approving the Proposed Change of Company Name.

Subject to satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the new English name of the Company in place of the existing English name together with the secondary name in Chinese of the Company are entered into the register of companies maintained by the Registrar of Companies in Bermuda. The Registrar of Companies in Bermuda shall issue a certificate of incorporation on change of name of the Company and a certificate of secondary name of the Company. The Company will then carry out the necessary registration and/or filing procedures in Hong Kong as required under the applicable laws, rules and regulations of Hong Kong including those with the Companies Registry in Hong Kong.

REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Board considers that the Proposed Change of Company Name will simplify the existing English and Chinese names of the Company and better reflect the corporate image of the Group, which will benefit the Group’s future business development. The Board is therefore of the opinion that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any rights of the Shareholders. All existing share certificates in issue bearing the existing name of the Company shall, upon the Proposed Change of Company Name becoming effective, continue to be evidence of legal title to the shares of the Company and valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the primary and secondary names of the Company. The stock short names of the Company in English and Chinese are proposed to remain unchanged as “LUNG KEE” and “龍記集團” respectively.

Once the Proposed Change of Company Name becomes effective, certificates of securities of the Company will only be issued in the new primary and secondary names of the Company and the securities of the Company will be traded on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) under the new names of the Company.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the AGM, the effective date of the Proposed Change of Company Name and other relevant information as and when appropriate.

PROPOSED AMENDMENTS TO THE BYE-LAWS

The Board proposes to amend the existing Bye-laws of the Company (“**Bye-laws**”) for the purpose of (i) reflecting the Proposed Change of Company Name; (ii) bringing the Bye-laws in line with certain amendments made to the Listing Rules in relation to the expanded paperless listing regime the electronic dissemination of corporate communications by listed issuers which took effect from 31 December 2023; and (iii) making other consequential and house-keeping amendments (collectively, the “**Proposed Amendments**”).

The major areas of amendments that will be incorporated in the Bye-laws are summarized as follows:

- (i) subject to and conditional upon the Proposed Change of Company Name becoming effective, replacing all references in the Bye-laws to “Lung Kee (Bermuda) Holdings Limited” with “Lung Kee Group Holdings Limited 龍記集團控股有限公司”;
- (ii) adding that to the extent any provision in the Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) (“**ETA**”) or Section 2AA of The Companies Act 1981 of Bermuda (the “**Companies Act**”), that the provisions in the Bye-laws shall prevail and they shall be deemed as an agreement between the Company and the Shareholders to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Companies Act, as applicable;
- (iii) clarifying that the requirement to send to a person as referred to in Bye-law 153 the documents referred to in that provision or a summary financial report in accordance with Bye-law 153A shall be deemed satisfied where, in accordance with all applicable statutes, rules and regulations, including, without limitation, the rules of the Stock Exchange, the Company publishes copies of such documents in any manner permitted by the Bye-laws, including on the Company’s website;
- (iv) adding that any notice or document, to be given or issued under the Bye-laws from the Company, may be given or issued by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under the Bye-laws, by publishing it on the Company’s website or the website of the Stock Exchange, or by sending or otherwise making it available to such person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with the statutes and other applicable laws, rules and regulations, without the need for any additional consent or notification;
- (v) modifying that any notice, document or publication placed on either the Company’s website or the website of the Stock Exchange is deemed given or served by the Company on the day it first so appears on the relevant website, unless the rules of the Stock Exchange specify a different date; and
- (vi) removing Bye-law 161(e) which states that any notice or other document may be given to a Shareholder either in English or Chinese, subject to due compliance with all applicable statutes, rules and regulations, and instead adding Bye-law 160(4) which clarifies that any notice or document may be given to a Shareholder in English only or in both English and

Chinese, or with the consent of or election by any Shareholder, in Chinese only, subject to all applicable laws, rules and regulations and the provisions of the Bye-laws.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the AGM and, if approved, will become effective upon such approval.

GENERAL

A circular containing, among other matters, information in relation to the Proposed Change of Company Name and the Proposed Amendments, and a notice convening the AGM will be despatched to the Shareholders as soon as practicable. As no Shareholder has a material interest in the Proposed Change of Company Name and the Proposed Amendments, no Shareholder will be required to abstain from voting on the special resolutions to approve the Proposed Change of Company Name and the Proposed Amendments at the AGM.

By Order of the Board
Wai Lung Shing
Director and Company Secretary

Hong Kong, China, 22 March 2024

As at the date of this announcement, the executive directors of the Company are Mr. Siu Tit Lung (Chairman), Mr. Siu Yuk Lung, Mr. Wai Lung Shing, Mr. Ting Chung Ho, Mr. Siu Yuk Tung, Ivan and Mr. Siu Yu Hang, Leo; and the independent non-executive directors of the Company are Dr. Lee Tat Yee, Mr. Lee Joo Hai, Mr. Wong Hak Kun and Ms. He Lamei.