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If you have sold all your shares in **Lung Kee (Bermuda) Holdings Limited**, you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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LUNG KEE (BERMUDA) HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 255)

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO BUY BACK SHARES AND TO ISSUE SHARES;**
- (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;**
- (3) PROPOSED CHANGE OF COMPANY NAME;**
- (4) PROPOSED AMENDMENTS TO THE BYE-LAWS;**
- AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting to be held at Victoria Room, 2nd Floor, Mandarin Oriental Hotel, 5 Connaught Road Central, Hong Kong on Monday, 27th May, 2024 at 3:30 p.m. is set out on pages 20 to 26 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the head office and principal place of business of the Company at Unit A, 15th Floor, Kings Wing Plaza 2, No.1 On Kwan Street, Sha Tin, New Territories, Hong Kong as soon as possible but in any event not later than 3:30 p.m. on 25th May, 2024 (being at least 48 hours before the time fixed for holding the meeting) or not less than 48 hours before the time of the holding of any adjourned meeting.

Hong Kong, 9th April, 2024

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be convened and held at Victoria Room, 2nd Floor, Mandarin Oriental Hotel, 5 Connaught Road Central, Hong Kong on 27th May, 2024 at 3:30 p.m. or, where the context so admits, any adjournment thereof
“Board”	the board of Directors
“Bye-law(s)”	bye-law(s) of the Company, as amended from time to time
“Companies Act”	the Companies Act 1981 of Bermuda, as amended from time to time
“Company”	Lung Kee (Bermuda) Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the HKSE
“Director(s)”	director(s) of the Company for the time being
“Group”	the Company and/or its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSE”	The Stock Exchange of Hong Kong Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	27th March, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the HKSE
“Memorandum of Association”	Memorandum of Association of the Company, as amended from time to time
“Nomination Committee”	the Nomination Committee of the Company
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the notice of Annual General Meeting
“Proposed Change of Company Name”	the (i) change of the English name of the Company from “Lung Kee (Bermuda) Holdings Limited” to “Lung Kee Group Holdings Limited”; and (ii) adoption of “龍記集團控股有限公司” as the secondary name in Chinese of the Company
“Share Buy-back Mandate”	the proposed general mandate to be granted to the Directors to buy back Shares as defined in paragraph 2 of the Letter from the Board contained in this circular

DEFINITIONS

“Share Issue Mandate”	the proposed general mandate to be granted to the Directors to allot, issue and deal in Shares as defined in paragraph 3 of the Letter from the Board contained in this circular
“Share(s)”	share(s) of a nominal or par value of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Special Resolution(s)”	the proposed special resolution(s) as referred to in the notice of Annual General Meeting
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Hong Kong Securities and Futures Commission as amended from time to time
“%”	per cent.

LETTER FROM THE BOARD



LUNG KEE (BERMUDA) HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 255)

Executive Directors:

Mr. Siu Tit Lung (*Chairman*)
Mr. Siu Yuk Lung (*Managing Director*)
Mr. Wai Lung Shing
Mr. Ting Chung Ho
Mr. Siu Yuk Tung, Ivan
Mr. Siu Yu Hang, Leo

Independent Non-Executive Directors:

Dr. Lee Tat Yee
Mr. Lee Joo Hai
Mr. Wong Hak Kun
Ms. He Lamei

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head Office and

Principal Place of Business:

Unit A, 15th Floor
Kings Wing Plaza 2
No.1 On Kwan Street
Sha Tin
New Territories
Hong Kong

9th April, 2024

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO BUY BACK SHARES AND TO ISSUE SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(3) PROPOSED CHANGE OF COMPANY NAME;
(4) PROPOSED AMENDMENTS TO THE BYE-LAWS;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the annual general meeting of the Company held on 29th May, 2023, a general mandate was given to the Directors to exercise the powers of the Company to buy back Shares and another general mandate was given to the Directors to allot, issue and deal with Shares. These general mandates will lapse at the conclusion of the Annual General Meeting.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with details regarding (i) the proposed general mandates to buy back the fully paid up Shares and to issue Shares, (ii) the re-election of retiring directors of the Company, (iii) the Proposed Change of Company Name, (iv) the proposed amendments to the Bye-laws and (v) to seek your approval of the Ordinary Resolutions and the Special Resolutions relating to the above matters at the Annual General Meeting.

2. GENERAL MANDATE TO BUY BACK SHARES

An ordinary resolution as Resolution No. 9 in the notice of the Annual General Meeting will be proposed at the Annual General Meeting to approve a fresh general mandate to be given to the Directors to exercise the powers of the Company to buy back Shares at any time until the next annual general meeting of the Company or such earlier date on which the authority given under this resolution is revoked or varied by ordinary resolution of the Shareholders in general meeting, on the basis that no further Shares are issued or bought back prior to the Annual General Meeting, a maximum of 63,167,730 Shares, being Shares up to a maximum of 10% of the share capital of the Company in issue at the date of passing the relevant resolution (the “**Share Buy-back Mandate**”).

An explanatory statement as required under the Listing Rules to provide the requisite information is set out in the Appendix I hereto.

3. GENERAL MANDATE TO ISSUE SHARES

There will also be proposed at the Annual General Meeting two Ordinary Resolutions Nos. 8 and 10 in the notice of the Annual General Meeting respectively granting to the Directors a general mandate to allot, issue and deal with, on the basis that no further Shares are issued or bought back prior to the Annual General Meeting, a maximum of 126,335,460 Shares, being Shares not exceeding 20% of the share capital of the Company in issue at the date of passing the relevant resolution until the next annual general meeting of the Company or such earlier date on which the authority given under this resolution is revoked or varied by ordinary resolution of the Shareholders in general meeting (the “**Share Issue Mandate**”) and adding to such general mandate so granted to the Directors any Shares bought back by the Company under the Share Buy-back Mandate, provided that such extended amount shall not exceed 10% of the share capital of the Company in issue at the date of passing the relevant resolution.

4. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive directors of the Company are Mr. Siu Tit Lung, 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.

Pursuant to the Bye-law 87(1) and Bye-law 169(2) of the Bye-laws, Mr. Wai Lung Shing, Mr. Siu Yuk Tung, Ivan, Dr. Lee Tat Yee and Mr. Wong Hak Kun, shall retire from office by rotation at the Annual General Meeting and shall be eligible for re-election. Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II of this circular.

The Company received, from each of the independent non-executive directors, annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee assessed the independence of the independent non-executive directors, including Dr. Lee Tat Yee and Mr. Wong Hak Kun, who have offered themselves for re-election at the Annual General Meeting and affirmed that all independent non-executive directors remained independent.

LETTER FROM THE BOARD

The Nomination Committee evaluated the performance of Dr. Lee Tat Yee and Mr. Wong Hak Kun and is of the view that they have provided valuable contribution to the Company and have demonstrated their ability to provide independent, balanced and objective view to the Company's affairs. The Nomination Committee is also of the view that each of Dr. Lee Tat Yee and Mr. Wong Hak Kun would bring to the Board their own perspective, skills and experience, as further described in their respective details in Appendix II of this circular.

Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Dr. Lee Tat Yee and Mr. Wong Hak Kun could contribute to the diversity of the Board, in particular, with their strong educational background and professional experience in their expertise.

According to code provision B.2.3 of the Corporate Governance Code as contained in Appendix C1 to the Listing Rules, if an independent non-executive Director serves more than nine years, any further appointment of such independent non-executive Director should be subject to a separate resolution to be approved by the Shareholders. The Board noted that Dr. Lee Tat Yee has served as an independent non-executive Director for more than nine years. The Nomination Committee and the Board are not aware of any matter that may occur and affect the independence of Dr. Lee Tat Yee. Dr. Lee Tat Yee had performed his duty as the independent non-executive Director to the satisfaction of the Board and has not engaged in any executive management of the Group. Through exercising the scrutinizing and monitoring functions of the independent non-executive director, he had made objective decisions and contributed to the Board by maintaining an upright and efficient Board and safeguarding the interests of the Shareholders. The Board believes the skills and experiences of Dr. Lee Tat Yee acquired from such background will bring diversity and is beneficial to the Board.

Taking into account of the above factors, the Board is of the opinion that the long service of Dr. Lee Tat Yee would not affect his exercise of independent judgement and believes that his valuable knowledge and experience will continue to generate contribution to the Board, the Company and the Shareholders as a whole.

The Nomination Committee nominated and the Board recommended Mr. Wai Lung Shing, Mr. Siu Yuk Tung, Ivan, Dr. Lee Tat Yee and Mr. Wong Hak Kun to stand for re-election as Directors at the Annual General Meeting. Separate resolution will be proposed at the Annual General Meeting to approve the re-election of each retiring director.

5. PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 22nd March, 2024 in relation to the Proposed Change of Company Name. 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.

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 at the Annual General Meeting to approve the Proposed Change of Company Name; and
- (ii) the Registrar of Companies in the Bermuda approving the Proposed Change of Company Name.

LETTER FROM THE BOARD

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 HKSE 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.

6. PROPOSED AMENDMENTS TO THE BYE-LAWS

Reference is made to the announcement of the Company dated 22nd March, 2024. 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 31st December, 2023; and (iii) making other consequential and house-keeping amendments.

The major areas of amendments to 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, that the provisions in the Bye-laws shall

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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 HKSE, 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 HKSE, 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 HKSE is deemed given or served by the Company on the day it first so appears on the relevant website, unless the rules of the HKSE 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 foregoing summary is for reference only and is subject to the full particulars of the proposed amendments to the Bye-laws as set out in Appendix III to this circular.

Your attention is drawn to the Special Resolution No. 12 to be proposed at the Annual General Meeting to approve the aforesaid proposed amendments to the Bye-laws.

The legal advisers to the Company as to Hong Kong laws have confirmed that the proposed amendments to the Bye-laws conform with the requirements of the Listing Rules and the legal advisers to the Company as to Bermuda laws have confirmed that the proposed amendments to the Bye-laws do not violate the applicable laws of Bermuda. The Company further confirms that there is nothing unusual about the proposed amendments to the Bye-laws for a company listed in Hong Kong.

Shareholders are advised that the proposed amendments to the Bye-laws are available only in English and the Chinese translation thereof as set out in Appendix III to this circular in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

7. ANNUAL GENERAL MEETING

Resolutions will be proposed to the Shareholders in respect of ordinary business to be considered at the Annual General Meeting including re-election of retiring directors; and special business to be considered at the Annual General Meeting, being the Ordinary Resolutions proposed to approve the Share Buy-back Mandate,

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the Share Issue Mandate and adding to such general mandate so granted to the Directors any Shares bought back by the Company under the Share Buy-back Mandate, and the Special Resolutions proposed to approve the Proposed Change of Company Name and the proposed amendments to the Bye-laws.

The notice convening the Annual General Meeting is set out on pages 20 to 26 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the head office and principal place of business of the Company at Unit A, 15th Floor, Kings Wing Plaza 2, No.1 On Kwan Street, Sha Tin, New Territories, Hong Kong as soon as possible and in any event not later than 3:30 p.m. on 25th May, 2024 (being at least 48 hours before the time fixed for holding the meeting) or not less than 48 hours before the time of the holding of any adjourned meeting.

8. 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 except where the chairman, in good faith, decides to allow a resolution, which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Chairman will therefore demand all resolutions set out in the notice of the Annual General Meeting to be decided by poll pursuant to Bye-law 66 of the Bye-laws.

A poll results announcement in the manner prescribed under Rule 13.39(5) of the Listing Rules will be published by the Company after the Annual General Meeting.

9. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 22nd May, 2024 to 27th May, 2024, both days inclusive, during which period no share transfer will be effected. In order to qualify for attending and voting at the Annual General Meeting, all share certificates accompanied by the completed transfer forms either overleaf or separate or standard transfer form, must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited of Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 21st May, 2024.

The register of members of the Company will be closed from 4th June, 2024 to 5th June, 2024, both days inclusive, during which period no share transfer will be effected. In order to qualify for the proposed final dividend, all share certificates accompanied by the completed transfer forms either overleaf or separate or standard transfer form, must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited of Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 3rd June, 2024.

10. RECOMMENDATION

The Directors believe that the Share Buy-back Mandate, the Share Issue Mandate, the re-election of retiring directors of the Company, the Proposed Change of Company Name, and the proposed amendments to the Bye-laws are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the resolutions relating to such matters to be proposed at the Annual General Meeting. As at the Latest Practicable Date, no Shareholder is required to abstain from voting under the Listing Rules in respect of any of the resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

11. 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. 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,
Siu Tit Lung
Chairman

As at the date of this circular, 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.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the Share Buy-back Mandate.

LISTING RULES RELATING TO THE BUY-BACK OF SHARES

The Listing Rules permit companies with a primary listing on the HKSE to buy back their shares on the HKSE subject to certain restrictions. The shares proposed to be bought back by the company are fully paid up.

SHAREHOLDERS' APPROVAL

All proposed buy-back of shares by a company with a primary listing on the HKSE must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval of a particular transaction.

EXERCISE OF THE SHARE BUY-BACK MANDATE

As at Latest Practicable Date, there were 631,677,303 Shares in issue.

Subject to the passing of the Ordinary Resolution Nos. 8 and 9 in the notice of the Annual General Meeting and on the basis that no further Shares are issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 63,167,730 Shares, being 10% of the issued share capital of the Company at the date of passing the resolution.

REASONS FOR THE BUY-BACK OF SHARES

The Directors believe that the Share Buy-back Mandate is in the best interests of the Company and its Shareholders. Such buy-back of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such buy-back of Shares will benefit the Company and its Shareholders.

FUNDING OF THE BUY-BACK OF SHARES

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the laws of Bermuda and the Memorandum of Association and the Bye-laws of the Company and any other applicable laws. It is envisaged that the funds required for any buy-back of Shares would be derived from those funds of the Company legally permitted to be utilised in this connection, including capital paid up on the Shares to be bought back, funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares and any premium payable on a buy-back of Shares shall be provided out of funds of the Company otherwise available for dividend or distribution or sums standing to the share premium account of the Company.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the latest published audited consolidated accounts contained in the Annual Report for the year ended 31st December, 2023 in the event that Share Buy-back Mandate is exercised in full. However, the Directors do not propose to exercise the Share Buy-back 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.

SHARE PRICES

The highest and lowest prices at which the Shares had traded on the HKSE during each of the twelve months preceding the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2023		
April	2.36	2.20
May	2.29	1.93
June	2.09	1.81
July	2.01	1.84
August	1.90	1.55
September	1.60	1.50
October	1.55	1.42
November	1.55	1.44
December	1.51	1.42
2024		
January	1.45	1.23
February	1.25	1.20
March	1.36	1.20

UNDERTAKING

The Directors have confirmed that, so far as the same may be applicable, they will exercise the Share Buy-back Mandate in accordance with the Listing Rules, the applicable laws and regulations of Bermuda and the Memorandum of Association and the Bye-laws.

The Directors have confirmed that neither the explanatory statement set out in Appendix I to this circular nor the proposed repurchase has unusual features.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) currently intends to sell Shares to the Company or its subsidiaries in the event that the Share Buy-back Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell the Shares to the Company, or has undertaken not to do so in the event that the Company is authorized to make buy-back of Shares.

TAKEOVERS CODE

If as a result of buy-back of Shares by the Company, 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 Rule 32 of the Takeovers Code. Accordingly, a shareholder, or group of shareholders acting in concert, could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Siu Tit Lung, Mr. Siu Yuk Lung, Mr. Siu Yuk Tung, Ivan and Mr. Siu Yu Hang, Leo together with their respective associates are beneficially interested in 413,858,537 Shares, representing approximately 65.52% of the issued share capital of the Company.

In the event that the Share Buy-back Mandate is exercised in full and the present shareholdings remain the same, the interests of Mr. Siu Tit Lung, Mr. Siu Yuk Lung, Mr. Siu Yuk Tung, Ivan and Mr. Siu Yu Hang, Leo and their associates in the Company would be increased to approximately 72.80% of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Share Buy-back Mandate to such an extent. The Directors are not aware of any consequences, which will arise under the Takeovers Code as a result of any buy-back of Shares to be made under the Share Buy-back Mandate.

SHARES BOUGHT BACK BY THE COMPANY

Neither the Company nor any of its subsidiaries has bought back any of the Shares on the HKSE in the six months preceding the Latest Practicable Date.

Pursuant to the Listing Rules, the details of the Directors who will retire at the Annual General Meeting according to the Bye-laws and will be proposed to be re-elected at the Annual General Meeting are provided below.

Mr. Wai Lung Shing

Mr. Wai Lung Shing, aged 62, has been an executive director of the Company since December 1992. He is the company secretary of the Company. He is also a director and a company secretary of certain subsidiaries of the Company. Save as disclosed above, Mr. Wai did not hold any directorships in other listed public companies in the last three years or any positions with the Company or other members of the Group.

Mr. Wai graduated from the Hong Kong Polytechnic University with a Bachelor of Arts (Hons.) Degree in Accountancy and from The University of Warwick, United Kingdom with a Master of Business Administration Degree. He is a fellow of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, United Kingdom and The Hong Kong Institute of Directors. He is also a member of the Institute of Chartered Accountants in England and Wales and the Chinese Institute of Certified Public Accountants. He has extensive experience in accounting, finance and management with both international accounting firms and commercial organisations.

Pursuant to the service agreement entered into between the Company and Mr. Wai, the appointment shall be terminated by either the Company or Mr. Wai giving to the other not less than 6 months' notice in writing to determine the same. Mr. Wai's directorship with the Company is also subject to the retirement by rotation pursuant to the Bye-laws of the Company. Mr. Wai is entitled to a salary and other benefit of HK\$2,640,000 per annum and a discretionary bonus which is determined by reference to his performance and operating results of the Group. He is independent of and not connected with any Director, senior management or substantial or controlling Shareholder. As at the Latest Practicable Date, Mr. Wai is interested in 3,843,750 Shares, within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), representing approximately 0.61% of the issued share capital of the Company.

Save as disclosed above, there is no information relating to Mr. Wai that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The Directors are not aware of any other matters relating to his re-election that need to be brought to the attention of the Shareholders.

Mr. Siu Yuk Tung, Ivan

Mr. Siu Yuk Tung, Ivan, aged 44, joined the Group in October 2004 as an assistant general manager of a subsidiary of the Company and has been appointed as an executive director of the Company since January 2017 and is also a director of certain subsidiaries of the Company. Save as disclosed above, Mr. Siu did not hold any directorships in other listed public companies in the last three years or any positions with the Company or other members of the Group.

Mr. Siu graduated from The University of Warwick, United Kingdom with a Bachelor of Engineering Degree in Mechanical Engineering. He worked in a sizable organization prior to joining the Group in October 2004 and has substantial experience in business management and operation.

Pursuant to the service agreement entered into between the Company and Mr. Siu, the appointment shall be terminated by either the Company or Mr. Siu giving to the other not less than 6 months' notice in writing to determine the same. Mr. Siu's directorship with the Company is also subject to the retirement by rotation

pursuant to the Bye-laws of the Company. Mr. Siu is entitled to a salary and other benefit of HK\$1,920,000 per annum and a discretionary bonus which is determined by reference to his performance and operating results of the Group. Mr. Siu is a son of Mr. Siu Tit Lung, a nephew of Mr. Siu Yuk Lung and a cousin of Mr. Siu Yu Hang, Leo. As at the Latest Practicable Date, Mr. Siu is interested in 366,290,937 Shares, within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), representing approximately 57.99% of the issued share capital of the Company.

Save as disclosed above, there is no information relating to Mr. Siu that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The Directors are not aware of any other matters relating to his re-election that need to be brought to the attention of the Shareholders.

Dr. Lee Tat Yee

Dr. Lee Tat Yee, aged 76, has been an independent non-executive director of the Company since December 1992. He is the chairman of the Remuneration Committee of the Company. Save as disclosed above, Dr. Lee did not hold any directorships in other listed public companies in the last three years or any positions with the Company or other members of the Group.

Dr. Lee obtained his doctorate degree from the University of Queensland, Australia and is a Chartered Engineer of the Engineering Council in the United Kingdom. He is a fellow of The Hong Kong Institute of Directors. Dr. Lee was a director of the Technology Support Centre of the University of Hong Kong specializing in quality assurance management systems and retired.

Pursuant to the service agreement entered into between the Company and Dr. Lee, the length of service of Dr. Lee has been fixed at two years. Dr. Lee's directorship with the Company is also subject to the retirement by rotation pursuant to the Bye-laws of the Company. Dr. Lee is entitled to a fee of HK\$384,000 per annum which is determined by reference to his duties and responsibilities with the Company. Dr. Lee is independent of and not connected with any Director, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, Dr. Lee is interested in 150,000 Shares, within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), representing approximately 0.02% of the issued share capital of the Company.

Save as disclosed above, there is no information relating to Dr. Lee that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The Directors are not aware of any other matters relating to his re-election that need to be brought to the attention of the Shareholders.

Mr. Wong Hak Kun

Mr. Wong Hak Kun, aged 67, has been appointed as an independent non-executive director of the Company since June 2018. He is the chairman of the Audit Committee of the Company. Mr. Wong is an independent non-executive director of Yue Yuen Industrial (Holdings) Limited and Hangzhou SF Intra-City Industrial Co., Ltd., which are all listed on the main board of HKSE. He is also an independent non-executive director of Guangzhou Automobile Group Co., Ltd., which is listed both on the main board of HKSE and Shanghai Stock Exchange ("SSE"), Haier Smart Home Co., Ltd., which is listed on the main board of HKSE, SSE and Frankfurt Stock Exchange. Mr. Wong ceased to be an independent non-executive director of Zhejiang Cangnan Instrument Group Company Limited ("**Zhejiang Cangnan**") subsequent to the voluntary withdrawal

of listing of Zhejiang Cangnan from the main board of HKSE on 5th July, 2021. Save as disclosed above, Mr. Wong did not hold any directorships in other listed public companies in the last three years or any positions with the Company or other members of the Group.

Mr. Wong graduated from The University of Hong Kong with a Bachelor Degree in Social Sciences. He is a member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, United Kingdom, the Chartered Institute of Management Accountants, United Kingdom and the Chartered Governance Institute, United Kingdom. He is also a fellow of The Hong Kong Institute of Directors. Mr. Wong was the Managing Partner of Deloitte China's ("**Deloitte**") Audit and Assurance practice before his retirement from Deloitte. He has extensive experience in audit, assurance and management.

Pursuant to the service agreement entered into between the Company and Mr. Wong, the length of service of Mr. Wong has been fixed at two years. Mr. Wong's directorship with the Company is also subject to the retirement by rotation pursuant to the Bye-laws of the Company. Mr. Wong will be entitled to a fee of HK\$384,000 per annum which is determined by the Board with reference to his duties and responsibilities with the Company. Mr. Wong is independent of and not connected with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Wong did not have any interest or deemed interest in the Shares or underlying Shares, within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no information relating to Mr. Wong that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The Directors are not aware of any other matters relating to his re-election that need to be brought to the attention of the Shareholders.

Details of the proposed amendments to the Bye-laws are as follows, of which the full text or extract of the relevant Bye-laws are reproduced, with the proposed insertions and deletions indicated by, respectively, the underlined text and the strikethrough text below. Unless otherwise specified, clauses, paragraphs and Bye-law numbers referred to herein are clauses, paragraphs and Bye-law numbers of the existing Bye-laws.

The proposed amendments to Bye-law No. 1 are subject to and conditional upon the Proposed Change of Company Name becoming effective. For the avoidance of doubt, the proposed amendments to Bye-law No. 1 shall not become effective if Special Resolution no. 11 is not passed.

(Please refer to Special Resolution no. 12)

Bye-law No. Proposed amendments (showing changes to the existing Bye-laws)

1 “Company” ~~Lung Kee (Bermuda) Holdings Limited~~ Lung Kee Group Holdings Limited 龍記集團控股有限公司.

2 In these Bye-laws, unless there be something within the subject or context inconsistent with such construction:

...

(l) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;

(m) to the extent any provision in these 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 Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the Members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Act, as applicable.

153B ~~The requirement to send to a person referred to in Bye-law 153 the documents referred to in that article 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 Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 153 and, if applicable, a summary financial report complying with Bye-law 153A, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.~~

The requirement to send to a person 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 Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 153 and, if applicable, a summary financial report complying with Bye-law 153A, in any manner permitted by these Bye-laws, including on the Company’s website.

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~~Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in the Newspapers or, to the extent permitted by the applicable laws, by placing it on the Company’s website and giving to the Member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.~~

- (1) Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the rules of the Designated Stock Exchange, any such Notice and document may be given or issued by the following means:
- (a) by serving it personally on the relevant persons;
 - (b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;
 - (c) by delivering or leaving it at such address as aforesaid;
 - (d) by placing an advertisement in appropriate newspapers or Newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;
 - (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 160(3) without the need for any additional consent or notification;

- (f) by publishing it on the Company's website or the website of the Designated Stock Exchange without the need for any additional consent or notification;
or
- (g) 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.
- (2) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
- (3) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which Notices can be served upon him.
- (4) Subject to any applicable laws, rules and regulations and the terms of these Bye-laws, any notice, document or publication, including but not limited to the documents referred to in Bye-law 153, 153A and 160 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any Member, in the Chinese language only to such Member.

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Any Notice or other document:

- (a) if served or delivered by post, shall be sent airmail where appropriate and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) ~~if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company's website is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;~~ if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, document or publication placed on either the Company's website or the website of the Designated 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 Designated Stock Exchange specify a different date. In such cases, the deemed date of service shall be as provided or required by the rules of the Designated Stock Exchange;

- (c) if served or delivered in any other manner contemplated by these Bye-laws other than by advertisement in appointed newspapers or Newspapers or other publication permitted under these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and
- (d) if served by advertisement in appointed newspapers or Newspapers or other publication permitted under these Bye-laws, shall be deemed to have been served on the day on which the notice is first published; ~~and~~
- (e) ~~may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.~~

NOTICE OF ANNUAL GENERAL MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



LUNG KEE (BERMUDA) HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 255)

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of shareholders of Lung Kee (Bermuda) Holdings Limited (the “**Company**”) will be held at Victoria Room, 2nd Floor, Mandarin Oriental Hotel, 5 Connaught Road Central, Hong Kong on Monday, 27th May, 2024 at 3:30 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and consider the audited financial statements of the Company and the reports of the directors and auditor of the Company for the year ended 31st December, 2023.
2. To approve and declare a final dividend of the Company for the year ended 31st December, 2023.
3. To determine the maximum number of directors of the Company for the time being be 15.
4.
 - (a) To re-elect Mr. Wai Lung Shing as executive director of the Company.
 - (b) To re-elect Mr. Siu Yuk Tung, Ivan as executive director of the Company.
 - (c) To re-elect Dr. Lee Tat Yee as independent non-executive director of the Company.
 - (d) To re-elect Mr. Wong Hak Kun as independent non-executive director of the Company.
5. To authorize the board of directors of the Company to fix the remuneration of directors of the Company.
6. To authorize the board of directors of the Company to appoint any person as a director of the Company either to fill a casual vacancy on the board of directors of the Company or as an addition to the existing board of directors of the Company so long as the number of directors of the Company so appointed shall not exceed 15 or such other maximum number as may be determined from time to time by members of the Company in general meeting at their discretion.
7. To re-appoint auditor of the Company and authorize the board of directors of the Company to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

8. To consider and, if thought fit, pass, with or without modifications, the following resolution as an Ordinary Resolution.

“THAT:

- (A) subject to paragraph (C) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (“**Shares**”) and 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 be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this Resolution shall authorize the directors of the Company during the Relevant Period 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;
- (C) 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 of the Company pursuant to the approval in paragraph (A) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of Shares upon the exercise of subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantee as specified in such scheme or similar arrangement of Shares or rights to acquire the Shares; or (iii) an issue of Shares pursuant to any scrip dividends or similar arrangement providing for allotment of Shares in lieu of the whole or part of the dividend on Shares in accordance with the Bye-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing 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; or
 - (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 the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; or
 - (iii) the date on which the authority given under this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of Shares or issue of option, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the directors of the Company to the holders of Shares, or any class 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 holdings of such Shares (or, where appropriate, such other securities) as at that date (subject to such exclusions 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 recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

9. To consider and, if thought fit, pass, with or without modifications, the following resolution as an Ordinary Resolution.

“THAT:

- (A) subject to paragraph (B) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of HK\$0.10 each in the capital of the Company (the **“Shares”**) on The Stock Exchange of Hong Kong Limited (the **“HKSE”**) or on any other exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and the HKSE for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the HKSE or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (B) the aggregate nominal amount of Shares which the Company is authorized to buy back pursuant to the approval in paragraph (A) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly; 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; or
 - (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 the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; or
 - (iii) the date on which the authority given under this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

10. To consider and, if thought fit, pass, with or without modifications, the following resolution as an Ordinary Resolution.

“THAT subject to the passing of Ordinary Resolutions Nos. 8 and 9 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (**“Shares”**) pursuant to Ordinary Resolution No. 8 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 Shares bought back by the Company under the authority granted pursuant to Ordinary Resolution No. 9 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution.”

NOTICE OF ANNUAL GENERAL MEETING

11. To consider and, if thought fit, pass, with or without modifications, the following resolution as a Special Resolution.

“**THAT:**

- (A) subject to and conditional upon the necessary approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “Lung Kee (Bermuda) Holdings Limited” to “Lung Kee Group Holdings Limited”, and the Chinese name “龍記集團控股有限公司” be adopted as the secondary name in Chinese of the Company (collectively, the “**Proposed Change of Company Name**”) with 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; and
- (B) any one director of the Company or the company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

12. To consider and, if thought fit, pass, with or without modifications, the following resolution as a Special Resolution.

“**THAT:**

- (A) the existing bye-laws of the Company (the “**Bye-laws**”) be and is hereby amended as follows:
- (a) Subject to and conditional upon the Proposed Change of Company Name becoming effective, all references in the Bye-laws to “Lung Kee (Bermuda) Holdings Limited” be replaced with “Lung Kee Group Holdings Limited 龍記集團控股有限公司”;
- (b) Bye-law 2 be amended by:
- (i) deleting the “.” at the end of sub-paragraph (l) and replacing it with “;”;
- (ii) inserting the following new sub-paragraph (m) after sub-paragraph (l):
- “(m) to the extent any provision in these 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 Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the Members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Act, as applicable.”
- (c) Bye-law 153B be deleted in its entirety and be replaced with:
- “The requirement to send to a person 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 Designated Stock Exchange, the Company

NOTICE OF ANNUAL GENERAL MEETING

publishes copies of the documents referred to in Bye-law 153 and, if applicable, a summary financial report complying with Bye-law 153A, in any manner permitted by these Bye-laws, including on the Company's website."

- (d) Bye-law 160 be deleted in its entirety and be replaced it with the following:
- "(1) Any Notice or document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the rules of the Designated Stock Exchange, any such Notice and document may be given or issued by the following means:
- (a) by serving it personally on the relevant persons;
 - (b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;
 - (c) by delivering or leaving it at such address as aforesaid;
 - (d) by placing an advertisement in appropriate newspapers or Newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;
 - (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 160(3) without the need for any additional consent or notification;
 - (f) by publishing it on the Company's website or the website of the Designated Stock Exchange without the need for any additional consent or notification; or
 - (g) 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.
- (2) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
- (3) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which Notices can be served upon him.
- (4) Subject to any applicable laws, rules and regulations and the terms of these Bye-laws, any notice, document or publication, including but not limited to the documents referred to in Bye-law 153, 153A and 160 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any Member, in the Chinese language only to such Member."

NOTICE OF ANNUAL GENERAL MEETING

- (e) Bye-law 161(b) be deleted in its entirety and be replaced with the following:

“if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, document or publication placed on either the Company’s website or the website of the Designated 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 Designated Stock Exchange specify a different date. In such cases, the deemed date of service shall be as provided or required by the rules of the Designated Stock Exchange;”

- (f) Bye-law 161(c) be amended by:

- (i) adding the words “or other publication permitted under these Bye-laws” immediately after the words “other than by advertisement in appointed newspapers or Newspapers”;
- (ii) adding the word “and” immediately after “;”.

- (g) Bye-law 161(d) be amended by:

- (i) adding the words “or other publication permitted under these Bye-laws” immediately after the words “by advertisement in appointed newspapers or Newspapers”;
- (ii) deleting the words “; and” at the end and replacing them with “.”.

- (h) Bye-law 161(e) be deleted in its entirety.

- (B) any director(s) or the company secretary of the Company be and is hereby authorised for and on behalf of the Company to, amongst other matters, do all such acts, deeds and things and execute all such documents and make all such arrangements that they shall, in their absolute discretion, deem necessary, desirable or expedient to implement and/or give effect to the proposed amendments to the Bye-laws.”

By order of the Board
Lung Kee (Bermuda) Holdings Limited
Wai Lung Shing
Director and Company Secretary

Hong Kong, China, 9th April, 2024

Notes:

1. A shareholder of the Company entitled to attend and vote at this meeting is entitled to appoint one or if he holds two or more shares more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
2. In order 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 of that power of attorney or authority must be deposited at the head office and principal place of business of the Company at Unit A, 15th Floor, Kings Wing Plaza 2, No.1 On Kwan Street, Sha Tin, New Territories, Hong Kong not later than 3:30 p.m. on 25th May, 2024 (being at least 48 hours before the time fixed for holding this meeting) or not less than 48 hours before the time of the holding of any adjourned meeting.

NOTICE OF ANNUAL GENERAL MEETING

3. Where there are joint holders of any share of the Company, any one of such joint holders may vote at this meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at this meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. The register of members of the Company will be closed from 22nd May, 2024 to 27th May, 2024, both days inclusive, during which period no share transfer will be effected. In order to qualify for attending and voting at this meeting, all share certificates accompanied by the completed transfer forms either overleaf or separate or standard transfer form, must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited of Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on 21st May, 2024.
5. The register of members of the Company will be closed from 4th June, 2024 to 5th June, 2024, both days inclusive, during which period no share transfer will be effected. In order to qualify for the proposed final dividend, all share certificates accompanied by the completed transfer forms either overleaf or separate or standard transfer form, must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited of Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on 3rd June, 2024.
6. Pursuant to the Rules Governing the Listing of Securities on the HKSE, any vote of members at a general meeting must be taken by poll. Accordingly, the chairman of this meeting will demand poll voting for all the resolutions set out in the notice of the annual general meeting.

As at the date of this notice, 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.