

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

**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 adviser.

**If you have sold or transferred** all your shares in LH Group Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the 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 the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

---



# LHGROUP

叙福楼集团

LH GROUP LIMITED

叙福楼集团有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock code: 1978)

### **(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the annual general meeting of the Company (the “AGM”) to be held at Hong Kong Playground Association — I+Plus Development and Exchange Centre at 3/F., MacPherson Place, 38 Nelson Street, Mongkok, Kowloon, Hong Kong on Thursday, 6 June 2024 at 3:30 p.m. is set out on pages 19 to 23 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.lhgroup.com.hk](http://www.lhgroup.com.hk).

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 3:30 p.m. on Tuesday, 4 June 2024 (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 adjournment thereof should you so wish, and in such event, the instrument appointing a proxy shall be deemed revoked.

No refreshments, drinks, corporate souvenirs or gift coupons will be provided at the AGM.

14 May 2024

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
 <b>Letter from the Board</b>	
Introduction.....	3
Issue Mandate and Repurchase Mandate.....	4
Re-election of Directors .....	5
AGM .....	6
Closure of Register of Members .....	7
Responsibility Statement.....	8
Recommendation.....	8
General .....	8
Miscellaneous.....	8
 <b>Appendix I — Explanatory Statement for the Repurchase Mandate</b> .....	 9
 <b>Appendix II — Details of Directors Proposed to be Re-elected at the AGM</b> .....	 15
 <b>Notice of Annual General Meeting</b> .....	 19

---

## DEFINITIONS

---

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

<b>“AGM”</b>	the annual general meeting of the Company to be held at Hong Kong Playground Association — I+Plus Development and Exchange Centre at 3/F., MacPherson Place, 38 Nelson Street, Mongkok, Kowloon, Hong Kong on Thursday, 6 June 2024 at 3:30 p.m. to consider and, if thought fit, approve the resolutions contained in the notice of annual general meeting, which is set out on pages 19 to 23 of this circular, or its adjournment thereof;
<b>“Articles of Association”</b>	the amended and restated articles of association of the Company currently in force;
<b>“Board”</b>	the board of Directors;
<b>“Company”</b>	LH Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange (stock code: 1978);
<b>“Companies Act”</b>	The Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, modified and supplemented from time to time;
<b>“close associate(s)”</b>	has the same meaning ascribed to this term under the Listing Rules;
<b>“core connected person”</b>	has the same meaning ascribed to this term in the Listing Rules;
<b>“Director(s)”</b>	the director(s) of the Company;
<b>“Group”</b>	the Company and all of its subsidiaries from time to time;
<b>“HK\$”</b>	Hong Kong dollars, the lawful currency of Hong Kong;

---

## DEFINITIONS

---

<b>“Hong Kong”</b>	the Hong Kong Special Administrative Region of the People’s Republic of China;
<b>“Issue Mandate”</b>	the unconditional general mandate proposed to be granted to the Directors at the AGM to allot, issue and/or deal with Shares not exceeding 20% of the total number of issued Shares as at the date of granting of the Issue Mandate;
<b>“Latest Practicable Date”</b>	8 May 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time);
<b>“Repurchase Mandate”</b>	the unconditional general mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the total number of issued Shares as at the date of granting of the Repurchase Mandate;
<b>“SFO”</b>	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended or supplemented from time to time;
<b>“Share(s)”</b>	ordinary share(s) of HK\$0.1 each in the share capital of the Company;
<b>“Shareholder(s)”</b>	holder(s) of the Share(s);
<b>“Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited;
<b>“substantial shareholder(s)”</b>	has the same meaning ascribed to this term in the Listing Rules;
<b>“Takeovers Code”</b>	the Hong Kong Code on Takeovers and Mergers as amended, modified and supplemented from time to time; and
<b>“%”</b>	per cent.

---

LETTER FROM THE BOARD

---



LHGROUP

叙福樓集團

LH GROUP LIMITED

叙福樓集團有限公司

(Incorporated in the Cayman Islands with limited liability)  
(Stock code: 1978)

***Executive Directors:***

Mr. Wong Kit Lung Simon *Prof, BBS, JP*

(*Chairman and Chief Executive Officer*)

Ms. Ko Sau Chee Grace (*Vice Chairperson*)

***Independent non-executive Directors:***

Mr. Sin Yat Kin *SBS, CSDSM, JP*

Mr. Hung Wai Man *Prof, JP*

Mr. Mak Kam Chiu

***Registered office:***

Walkers Corporate Limited

190 Elgin Avenue

George Town

Grand Cayman KY1-9008

Cayman Islands

***Principal place of business***

***in Hong Kong:***

Unit 03, L22, Tower 1

Enterprise Square Five

38 Wang Chiu Road

Kowloon Bay, Kowloon

Hong Kong

14 May 2024

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the Issue Mandate and the Repurchase Mandate to the Directors; and (ii) the re-election of Directors.

---

## LETTER FROM THE BOARD

---

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the granting of the Issue Mandate and the Repurchase Mandate, the re-election of Directors and the notice of AGM.

### **ISSUE MANDATE AND REPURCHASE MANDATE**

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the Issue Mandate and the Repurchase Mandate.

#### **Issue Mandate**

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate to allot, issue and/or deal with Shares or underlying shares of the Company (i.e. the Issue Mandate) (other than by way of rights issue or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the total number of issued Shares as at the date of granting of the Issue Mandate.

In addition, if the Issue Mandate and the Repurchase Mandate are approved and granted by the Shareholders at the AGM, a separate ordinary resolution will further be proposed for extending the Issue Mandate authorising the Directors to allot, issue and/or deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 800,000,000 Shares in issue. Subject to the passing of the resolutions for the approval of the Issue Mandate and on the basis that there is no change in the number of issued Shares between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Issue Mandate to allot, issue and/or deal with a maximum of 160,000,000 Shares, representing 20% of the number of the issued Shares as at the Latest Practicable Date.

#### **Repurchase Mandate**

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the total number of issued Shares as at the date of granting of the Repurchase Mandate.

---

## LETTER FROM THE BOARD

---

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that there is no change in the numbers of issued Shares between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 80,000,000 Shares, representing 10% of the number of the issued Shares as at the Latest Practicable Date.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

The Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate up to (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 Articles of Association, the Companies Act or any other applicable law of the Cayman Islands to be held; or (iii) the revocation or variation of the Issue Mandate (including the extended Issue Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

### **RE-ELECTION OF DIRECTORS**

In accordance with Article 108 of the Articles of Association, Ms. Ko Sau Chee Grace and Mr. Hung Wai Man will retire as the Directors by rotation at the AGM and, being eligible, will offer themselves for re-election as the Directors by the Shareholders at the AGM. Pursuant to Article 112 of the Articles of Association, Mr. Mak Kam Chiu, who was appointed by the Board on 30 April 2024, shall hold office only until the first annual general meeting of the Company after his appointment and be subject to re-election at such meeting. As such, Mr. Mak Kam Chiu will retire and being eligible, offer himself for re-election at the AGM.

At the AGM, an ordinary resolution will be proposed to re-elect Ms. Ko Sau Chee Grace as an executive Director, and Mr. Hung Wai Man and Mr. Mak Kam Chiu as the independent non-executive Directors. None of the independent non-executive Directors had served more than nine years on the Board nor holding seven or more listed company directorship as at the Latest Practicable Date.

---

## LETTER FROM THE BOARD

---

The Board has duly considered the composition of the members of the Board. In order to better achieve the objectives of the board diversity policy, with the recommendation of the nomination committee of the Board, the Board has decided to propose the re-election of Ms. Ko Sau Chee Grace as an executive Director, Mr. Hung Wai Man and Mr. Mak Kam Chiu as the independent non-executive Directors at the AGM. The Board is of the view that, each of Mr. Hung Wai Man and Mr. Mak Kam Chiu possess rich experience in their industry and both are able to provide valuable professional advices to the Company, thus contributing to better corporate governance of the Company. In addition, Mr. Hung Wai Man and Mr. Mak Kam Chiu represent education and industry backgrounds which are different from those of other Directors and the Board believes that they will bring diversity perspectives to the Board.

The Board has confirmed, Mr. Hung Wai Man and Mr. Mak Kam Chiu do not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders, and do not hold any interests of the Company in any form. They have confirmed meeting the independence guidelines under Rule 3.13 of the Listing Rules. Accordingly, the Board considered them to be independent under the independence guidelines set out in Rule 3.13 of the Listing Rules. The Board also confirmed that, save as disclosed in this circular, Ms. Ko Sau Chee Grace does not have any relationship with other Directors and senior management.

Ms. Ko Sau Chee Grace, Mr. Hung Wai Man and Mr. Mak Kam Chiu do not act as directors of seven or more listed companies. The Board believes that they can commit sufficient time and contributions to assume their director's duties.

Biographical details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular. For further information about the composition and diversity of the Board and the Directors' attendance record at Board meetings and Board committee meetings, please refer to the corporate government report of the 2023 annual report of the Company.

### **AGM**

A notice convening the AGM to be held at Hong Kong Playground Association — I+Plus Development and Exchange Centre at 3/F., MacPherson Place, 38 Nelson Street, Mongkok, Kowloon, Hong Kong on Thursday, 6 June 2024 at 3:30 p.m. is set out on pages 19 to 23 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the proposed grant of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate and the proposed re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.lhgroup.com.hk](http://www.lhgroup.com.hk). Whether or not you are able to attend the



---

## LETTER FROM THE BOARD

---

AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 3:30 p.m. on Tuesday, 4 June 2024 (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 adjournment thereof should you so wish, and in such event, the instrument appointing a proxy shall be deemed revoked.

All the resolutions proposed to be approved at the AGM will be taken by poll in accordance with Rule 13.39(4) of the Listing Rules and an announcement will be made by the Company after the AGM on the poll results of the AGM.

### **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determination of eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 3 June 2024 to Thursday, 6 June 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend the AGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Friday, 31 May 2024.

If the payment of the final dividend is approved at the AGM, for the purpose of determination of entitlement to the final dividend, the register of members of the Company will be closed from Thursday, 13 June 2024 to Monday, 17 June 2024, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for receiving the final dividend, all completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 12 June 2024.

---

## LETTER FROM THE BOARD

---

### 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.

### RECOMMENDATION

The Directors consider the proposed grant of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate, the proposed re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### GENERAL

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully  
For and on behalf of the Board  
**LH Group Limited**  
**Wong Kit Lung Simon** *Prof, BBS, JP*  
*Chairman*

---

## **APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

---

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

### **1. LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which is summarised below.

- (a) The shares proposed to be purchased by the company are fully paid-up;
- (b) The company has previously sent to its shareholders an explanatory statement complying with the provisions of Rule 10.06(1)(b) of the Listing Rules; and
- (c) The shareholders of the company have given a specific approval or a general mandate to the directors of the company to make the purchase(s), by way of an ordinary resolution which complies with the provisions of Rule 10.06(1)(c) of the Listing Rules and which has been passed at a general meeting of the company duly convened and held.

### **2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSON**

The Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

### **3. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 800,000,000 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 80,000,000 fully paid Shares, representing 10% of the issued Shares as at the date of passing of the resolution.

### **4. REASONS FOR THE REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and Shareholders as a whole.

### **5. FUNDING OF REPURCHASES**

Repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available for the purpose in accordance with the applicable laws of the Cayman Islands and the memorandum of association of the Company and the Articles of Association.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 December 2023, being the financial year end date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

**6. SHARE PRICES**

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date were as follows:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2023</b>		
May	1.290	1.160
June	1.230	1.050
July	1.120	1.050
August	1.290	1.060
September	1.183	1.060
October	1.100	0.990
November	1.050	0.950
December	0.980	0.860
<b>2024</b>		
January	1.000	0.880
February	0.990	0.880
March	0.990	0.860
April	0.890	0.800
May (up to the Latest Practicable Date)	0.840	0.810

**7. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the AGM.

Neither the explanatory statement on the Repurchase Mandate nor the proposed share repurchase has any unusual features. The Directors will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

---

**APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

---

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

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the Shares then in issue:

<b>Name of Shareholder(s)</b>	<b>Number of Shares</b>	<b>Capacity</b>	<b>Approximate percentage of shareholding</b>
LHG Holdings Limited ("LHG Holdings") <sup>(1)</sup>	600,000,000	Beneficial owner	75%
Mr. Wong Kit Lung Simon <sup>(5)</sup>	600,000,000	Interest held jointly with other persons; interest in a controlled corporation	75%
Ms. Ko Sau Chee Grace <sup>(5)</sup>	600,000,000	Interest held jointly with other persons; interest in a controlled corporation	75%
Mr. Ko Cheuk Kuen <sup>(5)</sup>	600,000,000	Interest held jointly with other persons; interest in a controlled corporation	75%
Mr. Wong Yiu Hung <sup>(5)</sup>	600,000,000	Interest held jointly with other persons; interest in a controlled corporation	75%
Mr. Liu Cheung <sup>(5)</sup>	600,000,000	Interest held jointly with other persons; interest in a controlled corporation	75%

---

**APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

---

<b>Name of Shareholder(s)</b>	<b>Number of Shares</b>	<b>Capacity</b>	<b>Approximate percentage of shareholding</b>
Mr. Liu Chi Hung Peter <sup>(5)</sup>	600,000,000	Interest held jointly with other persons; interest in a controlled corporation	75%
Mr. Lau Kwong Kwan <sup>(5)</sup>	600,000,000	Interest held jointly with other persons; interest in a controlled corporation	75%
Hop Kwan Holdings Limited (“Hop Kwan”) <sup>(2)(5)</sup>	600,000,000	Interest held jointly with other persons; interest in a controlled corporation	75%
Mr. Lam Kwan Ying <sup>(2)(3)(5)</sup>	600,000,000	Interest of spouse; interest held jointly with other persons; interest in a controlled corporation	75%
Ms. Chan Wai Chun <sup>(2)(4)(5)</sup>	600,000,000	Interest of spouse; interest held jointly with other persons; interest in a controlled corporation	75%

*Notes:*

- (1) LHG Holdings is an investment-holding company incorporated in the British Virgin Islands and owned as to 29.03%, 2.99%, 11.99%, 11.99%, 11.99%, 11.99%, 10.01% and 10.01% by Mr. Wong Kit Lung Simon, Mr. Wong Yiu Hung, Mr. Liu Cheung, Mr. Liu Chi Hung Peter, Mr. Lau Kwong Kwan, Hop Kwan, Mr. Ko Cheuk Kuen and Ms. Ko Sau Chee Grace respectively.
- (2) Mr. Lam Kwan Ying and Ms. Chan Wai Chun each owns 18.33% and 68.33% of Hop Kwan respectively and therefore under the SFO, Mr. Lam Kwan Ying and Ms. Chan Wai Chun are deemed or taken to be interested in the Shares held by Hop Kwan.
- (3) Mr. Lam Kwan Ying is the spouse of Ms. Chan Wai Chun and is deemed or taken to be interested in all the Shares in which Ms. Chan Wai Chun has, or is deemed to have, an interest for the purpose of the SFO.
- (4) Ms. Chan Wai Chun is the spouse of Mr. Lam Kwan Ying and is deemed or taken to be interested in all the Shares in which Mr. Lam Kwan Ying has, or is deemed to have, an interest for the purpose of the SFO.

---

**APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

---

- (5) Mr. Wong Kit Lung Simon, Mr. Ko Cheuk Kuen, Mr. Wong Yiu Hung, Mr. Liu Cheung, Mr. Liu Chi Hung Peter, Mr. Lau Kwong Kwan, Hop Kwan, and Ms. Ko Sau Chee Grace are parties acting in concert (having the meaning ascribed to it under the Takeovers Code). Under SFO, Mr. Lam Kwan Ying and Ms. Chan Wai Chun are deemed or taken to be interested in the Shares held by Hop Kwan. As such, Mr. Wong Kit Lung Simon, Mr. Ko Cheuk Kuen, Mr. Wong Yiu Hung, Mr. Liu Cheung, Mr. Liu Chi Hung Peter, Mr. Lau Kwong Kwan, Hop Kwan, Mr. Lam Kwan Ying, Ms. Chan Wai Chun and Ms. Ko Sau Chee Grace will for the purpose of the SFO together through LHG Holdings control 75% of the entire share capital of the Company.

On the basis that no further Shares are issued and there is no change of the shareholding structure, an exercise of the Repurchase Mandate in full will not result in any of the above Shareholders becoming obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholders, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

#### **8. SHARES REPURCHASE MADE BY THE COMPANY**

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



*Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:*

**(1) MS. KO SAU CHEE GRACE (“Ms. Ko”)**

Ms. Ko Sau Chee Grace (高秀芝), aged 58, was appointed as the Director on 20 June 2017 and was re-designated as executive Director on 8 August 2017. She is the vice chairperson of the Group.

Ms. Ko is a director of all subsidiaries of the Group. She is primarily responsible for the strategic planning, business development, system building and procurement matters of the Group. She is responsible for overlooking the implementation of corporate policies and strategies mainly in areas of procurement management, supply chain management, food quality and occupational safety control, together with human resources management. In carrying out her responsibilities, she has provided the Group with her passion, vision, leadership, innovation and insightfulness. Ms. Ko has over 28 years of working experience and extensive management experience in the Group.

Ms. Ko obtained her Master of Business Administration in Management degree from the Charter University in March 2014 in the United States of America (through long distance learning). Since 2018, Ms. Ko has been nominated as the Group’s representative of the Gender Focal Point Network set up by the Women’s Commission.

Ms. Ko has entered into a service contract with the Company for a term of three years commencing from the 30 May 2021, and will continue thereafter until terminated by not less than one month’s notice in writing served by either party on the other. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. For the year ended 31 December 2023, Ms. Ko received remuneration of HK\$3,484,626, inclusive of discretionary bonus of HK\$606,666. The remuneration of Ms. Ko is determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to her qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed herein, Ms. Ko did not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and did not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Ms. Ko was deemed to be interested in 600,000,000 Shares held by LHG Holdings Limited. Save as disclosed, Ms. Ko did not have, and is not deemed to have, any other interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO as at the Latest Practicable Date.

There is no information relating to the re-election of Ms. Ko that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter relating to Ms. Ko that needs to be brought to the attention of the Shareholders and the Stock Exchange.

**(2) MR. HUNG WAI MAN, *PROF, JP* (“Prof. Hung”)**

Mr. Hung Wai Man (洪為民), Prof, JP, aged 55, was appointed as the independent non-executive Director in May 2018. He is also a member of each of the audit committee and the nomination committee of the Company. Prof. Hung has over 30 years of experience in management consulting, project management and outsourcing services.

Prof. Hung is the director of Greater Bay Area Research Center of China Silk Road iValley Research Institute. He is also the Adjunct Professor of City University of Hong Kong and the Belt and Road Research Institute of Hainan University.

Prof. Hung is a seasoned ICT professional and angel investor. He has worked in the computer industry for over 30 years. A well-known figure in the industry, Prof. Hung has extensive experience in management consulting, project management and outsourcing services. Prof. Hung is a Chartered Information Technology Professional and a fellow of the British Computer Society, the Hong Kong Institute of Directors, the Hong Kong Computer Society and the Internet Professional Association. He has been appointed as the Global Council by the World Summit Awards.

Prof. Hung was a Deputy to the 13th National People’s Congress. He is currently the Executive Chairman of Chinese Big Data Society, Honorary Commissioner of The Hong Kong Road Safety Patrol, Life Chairman Emeritus of The Y.Elites Association, President Emeritus of Internet Professional Association, Vice Chairman of the Monte Jade Science and Technology Association of Hong Kong and Secretary General of Hong Kong-ASEAN Economic Cooperation Foundation etc. In 2012 to 2014, he had served as an associate member of the Central Policy Unit of the HKSAR Government. In 2008, Prof. Hung was selected as one of the Ten Outstanding Young Persons of Hong Kong. He was a Standing Committee Member of the 11th All China Youth Federation. In 2015, he was appointed as a Justice of the Peace by the Hong Kong SAR Government. In 2016, he was given the Asia Social Innovation Leadership Award by CMO Asia.

Prof. Hung graduated from the Hong Kong Polytechnic University with a Higher Diploma in Maths, Statistics and Computing. He then obtained a BA(Hons) from the University of Bolton, MBA from the University of Hull and MA in Public and Comparative History from the Chinese University of Hong Kong. He also obtained a LLM and LLD from the Renmin University of China, a Master of Public Administration from Tsinghua University, a Master of Business Administration (Executive) from City University of Hong Kong and a PhD in Business Administration from Bulacan State University, the Philippines.

Prof. Hung currently is an independent non-executive director of Sino Hotels (Holdings) Limited (Stock Code: 1221), Sprocomm Intelligence Limited (Stock Code: 1401) and K Cash Corporation Limited (Stock code: 2483), the shares of all of the above companies are listed on the Main Board of the Stock Exchange. He was an independent non-executive director of VSTECS Holdings Limited (Stock Code: 856), the shares of which are listed on the Main Board of Stock Exchange, from 31 May 2016 to 25 May 2021.

Prof. Hung has entered into a letter of appointment with the Company for an initial term of three years commencing from 4 May 2021 subject to termination in certain circumstances as stipulated in the relevant letter of appointment. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to such letter of appointment, he is entitled to the annual remuneration of HK\$240,000. The remuneration of Prof. Hung is determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to his qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed herein, Prof. Hung did not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and did not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Prof. Hung did not have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no information relating to the re-election of Prof. Hung that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter relating to Prof. Hung that needs to be brought to the attention of the Shareholders and the Stock Exchange.

**(3) MR. MAK KAM CHIU (“Mr. Mak”)**

Mr. Mak Kam Chiu (麥錦釗), aged 48, was appointed as an independent non-executive Director in 30 April 2024. He is also the chairman of the audit committee and a member of the remuneration committee of the Company. Mr. Mak has over 20 years of experience in financial management and internal audit. He has served as finance director and/or held management positions with various multinational corporations engaging in retailing and/or food and beverage industry. Mr. Mak is currently the finance director of Skechers Hong Kong Limited. He holds a Bachelor of Business Administration in Accountancy from the City University of Hong Kong and a Degree of Master of Business Administration from the Chinese University of Hong Kong. Mr. Mak is a fellow of the Association of Chartered Certified Accountants in Hong Kong and a fellow of the Hong Kong Institute of Certified Public Accountants. Mr. Mak has been appointed as an independent non-executive director of New Media Lab Limited (stock code: 1284), the shares of which are listed on Main Board of the Stock Exchange, since June 2023.

Mr. Mak has entered into a letter of appointment with the Company for an initial term of three years commencing from 30 April 2024 subject to termination in certain circumstances as stipulated in the relevant letter of appointment. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to such letter of appointment, he is entitled to the annual remuneration of HK\$240,000. The remuneration of Mr. Mak is determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to his qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed herein, Mr. Mak did not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and did not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Mak did not have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no information relating to the re-election of Mr. Mak that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter relating to Mr. Mak that needs to be brought to the attention of the Shareholders and the Stock Exchange.

---

## NOTICE OF ANNUAL GENERAL MEETING

---



**LHGROUP**

**叙福樓集團**

**LH GROUP LIMITED**

**叙福樓集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1978)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of LH Group Limited (the “**Company**”) will be held at Hong Kong Playground Association — I+Plus Development and Exchange Centre at 3/F., MacPherson Place, 38 Nelson Street, Mongkok, Kowloon, Hong Kong on Thursday, 6 June 2024 at 3:30 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries, report of directors (each a “**Director**”) and the independent auditor’s report for the year ended 31 December 2023;
2. To declare a final dividend of HK4.06 cents per share in respect of the year ended 31 December 2023;
3.
  - (a) To re-elect Ms. Ko Sau Chee Grace as an executive Director;
  - (b) To re-elect Mr. Hung Wai Man as an independent non-executive Director;
  - (c) To re-elect Mr. Mak Kam Chiu as an independent non-executive Director;
  - (d) To authorise the board of Directors to fix the remuneration of Directors;
4. To re-appoint PricewaterhouseCoopers as the auditors of the Company and to authorise the board of Directors to fix their remuneration;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

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

5. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and/or deal with shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
  - (aa) 20% of the number of shares of the Company in issue on the date of the passing of this resolution; and
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of shares of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of shares of the Company in issue on the date of the passing of resolution no. 6), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 articles of association of the Company, the Companies Act (as consolidated and revised) of the Cayman Islands (the “**Companies Act**”) or any other applicable law of Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. “**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (b) the number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of 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 articles of association of the Company, the Companies Act or any other applicable law of Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
7. “**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 5 above in respect of the number of shares of the Company in issue referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

By order of the Board  
**LH Group Limited**  
**Wong Kit Lung Simon** *Prof, BBS, JP*  
*Chairman*

Hong Kong, 14 May 2024

***Registered office:***

Walkers Corporate Limited  
190 Elgin Avenue  
George Town  
Grand Cayman KY1-9008  
Cayman Islands

***Principal place of business***

***in Hong Kong:***  
Unit 03, L22, Tower 1  
Enterprise Square Five  
38 Wang Chiu Road  
Kowloon Bay, Kowloon  
Hong Kong



---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one proxy or, if the member holds two or more Shares, to appoint more than one proxy, to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting (the “AGM”) to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of 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, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 3:30 p.m. on Tuesday, 4 June 2024 (Hong Kong time)) or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the AGM or any adjournment thereof, should he so wish.
3. In relation to proposed resolutions nos. 5 and 7 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the Listing Rules.
4. In relation to proposed resolution no. 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular of the Company dated 14 May 2024.
5. For the purpose of determination of eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 3 June 2024 to Thursday, 6 June 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend the AGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Friday, 31 May 2024.
6. For the purpose of determination of entitlement to the final dividend, the register of members of the Company will be closed from Thursday, 13 June 2024 to Monday, 17 June 2024, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, all completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 12 June 2024.