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**If you are in any doubt** as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold** all your shares in China Lesso Group Holdings Limited, you should at once hand this circular and the accompanying form of proxy 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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**LESSO 联塑**

**CHINA LESSO GROUP HOLDINGS LIMITED**

**中國聯塑集團控股有限公司**

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

**(Stock Code: 2128)**

**PROPOSED GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES  
AND  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
PROPOSED AMENDMENTS TO  
THE MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of China Lesso Group Holdings Limited to be held at Hankow II, 6th Floor, The Peninsula, Salisbury Road, Kowloon, Hong Kong at 10:30 a.m. on Friday, 17 June 2022, is set out on pages 41 to 46 of this circular. A form of proxy is also enclosed. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the office of the Company's 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not prevent Shareholders from subsequently attending and voting at the Annual General Meeting if they so wish.

**PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

Subject to the prevailing restrictions to be imposed by the Hong Kong government and/or any additional precautionary measures to be issued by the Company, the Company will implement the following precautionary measures at the Annual General Meeting for prevention of coronavirus disease 2019 ("COVID-19"), which include:

- mandatory use of surgical face masks by each attendee throughout the Annual General Meeting;
- compulsory body temperature screening and health declaration;
- attendees may be asked recent travel history;
- appropriate distancing and spacing in line with the guidance from the Hong Kong government will be maintained and as such, the Company may limit the number of attendees on a "first-come-first served" basis at the Annual General Meeting as may be necessary to avoid over-crowding; and
- no provision of refreshments or beverages.

Any person who does not comply with the precautionary measures will be denied entry into the Annual General Meeting venue or be required to leave the Annual General Meeting venue immediately. The Company reserves the right to limit attendance in person at the venue or take any other necessary measures in compliance of the Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the laws of Hong Kong) and/or other safety and social distancing measures to be implemented or recommended by the Hong Kong government from time to time. In light of the continuing risks posed by the COVID-19 pandemic, Shareholders are strongly encouraged to exercise their voting rights at the Annual General Meeting by appointing the chairman of the Annual General Meeting as proxy to vote according to their indicated voting instructions as an alternative to attending the Annual General Meeting in person. Subject to the development of COVID-19 pandemic, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate. Shareholders are advised to read page 45 to this circular for further details.

26 April 2022

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company convened to be held at Hankow II, 6th Floor, The Peninsula, Salisbury Road, Kowloon, Hong Kong at 10:30 a.m. on Friday, 17 June 2022, the notice of which is set out on pages 41 to 46 of this circular, or any adjournment thereof
“Board”	the board of Directors
“Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“Company”	China Lesso Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange
“Declaration of Dividend”	the declaration of a final dividend of HK26 cents per Share for the year ended 31 December 2021
“Director(s)”	the director(s) of the Company
“Existing Issue Mandate”	a general mandate granted to the Directors at the annual general meeting of the Company held on 15 June 2021 to allot, issue and deal with Shares not exceeding 20% of the aggregate number of Shares in issue as at 15 June 2021
“Existing Repurchase Mandate”	a general mandate granted to the Directors at the annual general meeting of the Company held on 15 June 2021 to repurchase Shares not exceeding 10% of the aggregate number of Shares in issue as at 15 June 2021
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	20 April 2022, being the latest practicable date for ascertaining certain information referred to in this circular prior to the bulk-printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company adopted by special resolution passed on 14 May 2010 and as amended from time to time

## DEFINITIONS

“PRC”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, the Macau Administrative Region of the PRC and Taiwan
“Proposed Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares as at the date of passing of the relevant resolution granting the Proposed Repurchase Mandate
“Retiring Directors”	Mr. Wong Luen Hei, Mr. Kong Zhaocong, Dr. Lin Shaoquan, Mr. Wong Kwok Ho Jonathan and Mr. Cheng Dickson
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	registered holder(s) of the Shares
“Share(s)”	ordinary share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

\* *The English or Chinese translations in this circular, where indicated, denote for identification purposes only.*

# LESSO 联塑

## CHINA LESSO GROUP HOLDINGS LIMITED

### 中國聯塑集團控股有限公司

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

**(Stock Code: 2128)**

*Executive Directors:*

Mr. Wong Luen Hei (*Chairman*)  
Mr. Zuo Manlun (*Chief executive*)  
Ms. Zuo Xiaoping  
Mr. Lai Zhiqiang  
Mr. Kong Zhaocong  
Mr. Chen Guonan  
Dr. Lin Shaoquan  
Mr. Huang Guirong  
Mr. Luo Jianfeng  
Mr. Lin Dewei

*Independent non-executive Directors:*

Mr. Wong Kwok Ho Jonathan  
Ms. Lan Fang  
Dr. Tao Zhigang  
Mr. Cheng Dickson  
Ms. Lu Jiandong

*Registered office:*

Second Floor, Century Yard  
Cricket Square, P.O. Box 902  
Grand Cayman, KY1-1103  
Cayman Islands

*Principal place of business  
in Hong Kong:*

Unit 1A, 10th Floor,  
Tower 2,  
South Seas Centre  
75 Mody Road  
Tsim Sha Tsui East  
Kowloon, Hong Kong

26 April 2022

*To the Shareholders and, for information only,  
holders of options of the Company*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES  
AND  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
PROPOSED AMENDMENTS TO  
THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

#### **INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information of the resolutions to be proposed at the Annual General Meeting for the approval of (a) granting the Directors a general mandate to allot, issue and deal with Shares of up to 20% of the aggregate

## LETTER FROM THE BOARD

number of Shares in issue as at the date of passing the relevant resolution granting such mandate; (b) granting the Directors the Proposed Repurchase Mandate; (c) the extension of the general mandate to issue Shares by adding to it the aggregate number of the issued Shares repurchased under the Proposed Repurchase Mandate; (d) the proposed re-election of Retiring Directors; (e) the proposed amendments to the Memorandum and Articles of Association; and (f) the Declaration of Dividend.

### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 15 June 2021, ordinary resolutions were passed granting the Existing Issue Mandate and the Existing Repurchase Mandate to the Directors.

In accordance with the provisions of the Listing Rules and the terms of the Existing Issue Mandate and the Existing Repurchase Mandate, the Existing Issue Mandate and the Existing Repurchase Mandate shall lapse if, among other matters, they are revoked or varied by ordinary resolutions of the Shareholders in general meeting.

Resolutions set out as resolutions 6A(d) and 6B(c) in the notice of the Annual General Meeting will be proposed at the Annual General Meeting to revoke the Existing Issue Mandate and the Existing Repurchase Mandate, respectively. New general mandate to allot, issue and deal with Shares of up to 20% of the aggregate number of Shares in issue (being 3,102,418,400 Shares as the aggregate number of issued Shares as at the Latest Practicable Date assuming there being no change to the number of issued Shares since the Latest Practicable Date) as at the date of passing the relevant resolution granting this mandate, as set out in resolutions 6A(a), (b), (c) and (e) and the Proposed Repurchase Mandate as set out in resolutions 6B(a), (b) and (d) will also be proposed at the Annual General Meeting. Such mandates shall continue until 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 law or the Memorandum and Articles of Association to be held; or (iii) the revocation or variation of the authority given under such mandate by ordinary resolution of Shareholders in general meeting. With reference to the proposed new general mandates, the Directors wish to state that they have no immediate plans to issue or repurchase any Shares pursuant to the relevant mandates.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Proposed Repurchase Mandate is set out in the Appendix of this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution in relation to the Proposed Repurchase Mandate at the Annual General Meeting.

Resolutions set out as resolution 6C in the notice of the Annual General Meeting will also be proposed at the Annual General Meeting to extend the general mandate to issue Shares under resolution 6A by adding to it the aggregate number of the issued Shares repurchased under the Proposed Repurchase Mandate.

## LETTER FROM THE BOARD

### PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In March 2022, the nomination committee of the Company (the “**Nomination Committee**”), after having reviewed the profile of the Retiring Directors who have offered themselves for re-appointment at the Annual General Meeting to consider their suitability in light of the structure, size and composition of the Board, nominated the Retiring Directors to the Board for it to recommend to Shareholders for re-election as Directors at the Annual General Meeting. Mr. Wong Luen Hei and Mr. Wong Kwok Ho Jonathan who are members and present at the meeting of the Nomination Committee, abstained from voting at the meeting of the Nomination Committee when their respective nomination were being considered. The Board accepted the nomination by the Nomination Committee and recommended the Retiring Directors to stand for election by the Shareholders at the Annual General Meeting.

The nominations were made in accordance with the nomination policy of the Company and the objective criteria (including but not limited to: (a) attributes complementary to the Board, (b) business experience, board expertise and skills, (c) availability, (d) motivation, (e) integrity, (f) independence and (g) diversity (in all aspects), with due regard for the benefits of diversity as set out under the board diversity policy of the Company). The Nomination Committee had also taken into account the respective contributions of the Retiring Directors to the Board and their commitments to their roles.

In recommending each of Mr. Wong Kwok Ho Jonathan and Mr. Cheng Dickson to stand for re-election as an independent non-executive Director, the Nomination Committee has considered the following backgrounds and attributes of the nominees concerned:

- (a) Mr. Wong Kwok Ho Jonathan is currently a practising barrister of the High Court in Hong Kong with over 20 years of experience in civil and criminal litigation. He is a member of The Chartered Institute of Arbitrators. Mr. Wong has served on the Board for more than 11 years. During such period, he has never held any executive or management position in the Group nor has he been under the employment of any member of the Group. Mr. Wong has no relationship with any directors, senior management and substantial or controlling shareholders of the Company. The Nomination Committee and the Directors noted the positive contribution of Mr. Wong to the development of the Company’s strategy and policies through his independent, constructive and informed contributions supported by his skills, expertise and qualification and from his active participation at meetings. Furthermore, pursuant to Appendix 14 to the Listing Rules, it provides that serving more than 9 years could be relevant to the determination of a non-executive director’s independence, but the Nomination Committee has assessed and is satisfied that the long services of Mr. Wong Kwok Ho Jonathan would not affect his exercise of independent judgments, taking into consideration of the aforementioned factors, his independent scope of work in the past years and the annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules, and therefore considers Mr. Wong to be independent and recommends him to be re-elected notwithstanding he has served on the Board for more than 9 years; and

## LETTER FROM THE BOARD

- (b) Mr. Cheng Dickson has served on the Board for more than 3 years. During such period, he has never held any executive or management position in the Group nor has he been under the employment of any member of the Group. Mr. Cheng has no relationship with any directors, senior management and substantial or controlling shareholders of the Company. He has more than 25 years of experience in investment banking industry. He is currently (i) an independent director of Magnum Opus Acquisition Limited (Ticker: OPA.U), which is listed on the New York Stock Exchange; and (ii) the general manager at the investor relations department of The Hong Kong and China Gas Company Limited (stock code: 3), which is listed on the Stock Exchange. The Nomination Committee and the Directors also noted the positive contribution of Mr. Cheng to the development of the Company's strategy and policies through his independent, constructive and informed contributions supported by his skills, expertise and qualification and from his active participation at meetings.

The Nomination Committee also considered and evaluated the performance of Mr. Wong Kwok Ho Jonathan and Mr. Cheng Dickson for the financial year ended 31 December 2021 based on the nomination policy of the Company and further considered that their diverse and different educational backgrounds and professional knowledge and experience in the respective fields as mentioned in this circular and the fact that neither of them has held any executive or management position in the Group would continue to bring valuable and independent perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity (in particular in terms of skills) of the Board appropriate to the requirements of the Company's business.

The Nomination Committee also assessed and reviewed the annual confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules of each of Mr. Wong Kwok Ho Jonathan and Mr. Cheng Dickson, and re-affirmed the independency of each of them and is satisfied that each of them will continue to devote sufficient time for the discharge of his respective functions and responsibilities as an independent non-executive Director.

According to the Memorandum and Articles of Association, the Retiring Directors shall retire from office and then be eligible for re-election at the Annual General Meeting.

Brief biography of each of the Retiring Directors to be re-elected at the Annual General Meeting are set out below:

### **Executive Directors**

**Mr. Wong Luen Hei**, aged 59, is the founder of the Group, the chairman of the Company and was appointed as an executive Director on 5 November 2009. He is also a director of various companies within the Group. He is primarily responsible for the Group's overall strategic planning and business management. Mr. Wong has approximately 25 years of experience in plastic pipe operations and management. He served as the chairman in Foshan Shunde Liansu Industrial Co., Ltd.\* from December 1996 to April 1999 and was awarded "Outstanding Private Entrepreneur of Shunde" by Shunde People's Government of Foshan in 2003. Mr. Wong has been a permanent

## LETTER FROM THE BOARD

honorary president of Foshan Shunde Longjiang General Chamber of Commerce since 2018. Mr. Wong is the spouse of Ms. Zuo Xiaoping and the brother-in-law of Mr. Zuo Manlun. Mr. Wong is the founder of a trust which holds the entire issued share capital of Xi Xi Development Limited and New Fortune Star Limited, the controlling shareholders of the Company.

Mr. Wong has entered into a service contract with the Group for a term of 3 years commencing from 1 January 2021 until terminated by not less than 3 months' notice in writing served by either party on the other. The remuneration of Mr. Wong is HK\$2,600,000 annually with discretionary bonus, which is determined by references to the market rates and factors such as his workload, responsibility and job complexity are taken into account. Pursuant to the SFO, Mr. Wong is deemed to be interested in 2,124,793,000 Shares, representing approximately 68.49% of the issued Shares as at the Latest Practicable Date.

**Mr. Kong Zhaocong**, aged 56, is a vice president of the Group and was appointed as an executive Director on 27 February 2010. He is also a director/general manager/supervisor of various companies within the Group. Mr. Kong is primarily responsible for the China's sales of the Group and has approximately 28 years of experience in the plastic pipe industry. Mr. Kong joined the Group in December 1999 and has held various positions in production management and sales since joining the Group. Prior to joining the Group, Mr. Kong served as a factory manager at Foshan City Dongjian Plastic Materials Factory from March 1993 to January 1999 and served as a manager in the production department of Foshan Shunde Liansu Industrial Co., Ltd.\* from January 1999 to November 1999.

Mr. Kong has no relationship with any directors, senior management and substantial or controlling shareholders of the Company. Mr. Kong has entered into service contracts with various companies within the Group each for a term of 3 years commencing from 1 January 2021 until terminated by not less than 3 months' notice in writing served by either party on the other. The remuneration of Mr. Kong is HK\$2,600,000 annually with discretionary bonus, which is determined by references to the market rates and factors such as his workload, responsibility and job complexity are taken into account. Mr. Kong does not have any interests in Shares pursuant to the SFO.

**Dr. Lin Shaoquan**, aged 46, is a vice president of the Group and was appointed as an executive Director on 27 February 2010. He is also a director of various companies within the Group. Dr. Lin is primarily responsible for the research and development and overseas sales of the Group. Dr. Lin has approximately 19 years of experience in the plastic pipe industry. Dr. Lin joined the Group in July 2002 and has held various positions in research and development and overseas sales since joining the Group. Dr. Lin is currently an executive director of WIIG Public Company Limited (stock code: WIIG), which is listed on the Stock Exchange of Thailand. Over the years, Dr. Lin has won various awards including "National May First Labour Medal" by All-China Federation of Trade Unions in 2006. Dr. Lin received a doctorate degree in polymer chemical and physics from Sun Yat-sen University in June 2002.

## LETTER FROM THE BOARD

Dr. Lin has no relationship with any directors, senior management and substantial or controlling shareholders of the Company. Dr. Lin has entered into service contracts with various companies within the Group each for a term of 3 years commencing from 1 January 2021 until terminated by not less than 3 months' notice in writing served by either party on the other. The remuneration of Dr. Lin is approximately HK\$2,600,000 annually with discretionary bonus, which is determined by references to the market rates and factors such as his workload, responsibility and job complexity are taken into account. Dr. Lin does not have any interests in Shares pursuant to the SFO.

### **Independent Non-executive Directors**

**Mr. Wong Kwok Ho Jonathan**, aged 48, was appointed as an independent non-executive Director on 27 February 2010. Since 2002, Mr. Wong has been practising as a barrister of the High Court in Hong Kong specialising in both civil and criminal litigation. Mr. Wong is a member of The Chartered Institute of Arbitrators. Mr. Wong obtained a bachelor's degree in business administration from Hawaii Pacific University in August 1997 and a bachelor's degree in law from City University of Hong Kong in November 2001. Mr. Wong received a postgraduate certificate in laws from City University of Hong Kong in July 2002.

Mr. Wong has no relationship with any directors, senior management and substantial or controlling shareholders of the Company. Mr. Wong has not entered into any service agreement or contract of employment with the Company. Mr. Wong was appointed for a term of 3 years from 1 January 2021, but his appointment is subject to rotation and re-election at general meetings of the Company in accordance with the Memorandum and Articles of Association. Mr. Wong receives a remuneration of HK\$360,000 annually for his directorship with the Company. The emoluments were mutually agreed upon between the Board and Mr. Wong with reference to his duties and responsibilities towards the Company and prevailing market conditions. Mr. Wong does not have any interests in Shares pursuant to the SFO.

**Mr. Cheng Dickson**, aged 52, was appointed as an independent non-executive Director on 11 July 2018. Mr. Cheng is currently (i) an independent director of Magnum Opus Acquisition Limited (Ticker: OPA.U), which is listed on the New York Stock Exchange; and (ii) the general manager at the investor relations department of The Hong Kong and China Gas Company Limited (stock code: 3), which is listed on the Stock Exchange.

Prior thereto, Mr. Cheng worked in J.P. Morgan between August 1994 and February 1996. In December 1995, he was promoted to TCRM professional in its global markets department. Between March 1996 and June 2000, Mr. Cheng worked in the securities lending department of The Bank of New York, Hong Kong Branch. From July 2000 to August 2002, Mr. Cheng worked as an assistant vice president in the equity capital markets division of BOCI Asia Limited. In August 2002, Mr. Cheng joined ICEA Capital Limited and worked in its investment banking division until October 2005 when he was a senior vice president. Mr. Cheng was an executive director at the respective capital markets department in the investment banking division of Mitsubishi UFJ Securities (HK)

## **LETTER FROM THE BOARD**

Capital, Limited and Mizuho Securities Asia Limited from November 2005 to October 2016. From July 2017 to December 2021, Mr. Cheng worked as a managing director and head of the investment banking department of Shanggu Securities Limited. He also acted as its responsible officer. Mr. Cheng has more than 25 years of experience in investment banking industry. Mr. Cheng obtained a bachelor's degree in arts majoring in economics from University of Toronto in June 1994 and a master of applied finance degree majoring in corporate finance from Macquarie University of Australia in November 2000.

Mr. Cheng has no relationship with any directors, senior management and substantial or controlling shareholders of the Company. Mr. Cheng has not entered into any service agreement or contract of employment with the Company. Mr. Cheng was appointed for a term of 3 years from 1 January 2021, but his appointment is subject to rotation and re-election at general meetings of the Company in accordance with the Memorandum and Articles of Association. Mr. Cheng receives a remuneration of HK\$360,000 annually for his directorship with the Company. The emoluments were mutually agreed upon between the Board and Mr. Cheng with reference to his duties and responsibilities towards the Company and prevailing market conditions. Mr. Cheng does not have any interests in Shares pursuant to the SFO.

Save as disclosed above, there are no other matters relating to the re-election of the Retiring Directors that need to be brought to the attention of holders of securities of the Company and there is no information which is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.

### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

On 1 January 2022, the Listing Rules were amended by, among others, adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the Listing Rules. The Board proposes to make certain amendments to the Memorandum and Articles of Association to conform to the said core standards for shareholder protections and to incorporate certain housekeeping changes. The Board also proposes to adopt the new Memorandum and Articles of Association in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

Details of the amendments to the Memorandum and Articles of Association are set out in Appendix II to this circular. A special resolution will be proposed at the Annual General Meeting to approve the proposed amendments to the Memorandum and Articles of Association, and the adoption of the new Memorandum and Articles of Association in substitution for and to the exclusion of the existing Memorandum and Articles of Association.

The Company has been advised by its legal advisers that the proposed amendments to the Memorandum and Articles of Association are not inconsistent with the requirements of the Listing Rules and the laws of the Cayman Islands respectively. The Company also confirms that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

## **LETTER FROM THE BOARD**

### **DECLARATION OF FINAL DIVIDEND**

The Board has recommended to declare a final dividend of HK26 cents per Share for the year ended 31 December 2021. Subject to the passing of the resolution set out in resolution numbered 2 in the notice of the Annual General Meeting, the proposed final dividend will be paid on or about Friday, 22 July 2022 to Shareholders whose names appear on the Company's register of members on Friday, 8 July 2022.

The register of members of the Company will be closed from Wednesday, 6 July 2022 to Friday, 8 July 2022, both dates inclusive, during such period no transfer of Shares will be registered. In order to qualify for the final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's 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 not later than 4:30 p.m. on Tuesday, 5 July 2022.

### **ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting to be held at Hankow II, 6th Floor, The Peninsula, Salisbury Road, Kowloon, Hong Kong at 10:30 a.m. on Friday, 17 June 2022 is set out on pages 41 to 46 of this circular.

There is enclosed a form of proxy for use at the Annual General Meeting. Whether or not the Shareholders intend to be present at the Annual General Meeting, they are requested to complete the form of proxy and return it to the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting. Completion and delivery of the form of proxy will not prevent the Shareholders from attending, and voting at the Annual General Meeting if they so wish.

### **RECOMMENDATION**

The Directors consider that the proposed resolutions for (i) granting the Directors a general mandate to allot, issue and deal with Shares of up to 20% of the aggregate number of Shares in issue as at the date of passing the relevant resolution granting such mandate; (ii) granting the Directors the Proposed Repurchase Mandate; (iii) the extension of the mandate in (i) above by adding to it the aggregate number of issued Shares repurchased under the Proposed Repurchase Mandate; (iv) the proposed re-election of the Retiring Directors; (v) the proposed amendments to the Memorandum and Articles of Association; and (vi) the Declaration of Dividend are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all resolutions as set out in the notice of the Annual General Meeting.

### **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 Group. The Directors, having made all reasonable

## LETTER FROM THE BOARD

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.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix to this circular.

Yours faithfully,  
for and on behalf of the Board  
**China Lesso Group Holdings Limited**  
**Wong Luen Hei**  
*Chairman*

## APPENDIX I EXPLANATORY STATEMENT OF PROPOSED REPURCHASE MANDATE

*This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the Proposed Repurchase Mandate.*

### **SOURCE OF FUNDS**

Repurchases must be funded out of fund legally available for the purpose and in accordance with the Company's constitutional documents and the laws of the jurisdiction in which the Company was incorporated or otherwise established.

### **ISSUED SHARES**

As at the Latest Practicable Date, the number of issued Shares comprised 3,102,418,400 Shares. Subject to the passing of the resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares will be issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 310,241,840 Shares during the period ending on the earliest of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the Memorandum and Articles of Association or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

### **REASONS FOR REPURCHASES**

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

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that there may be adverse impact on the working capital or gearing position of the Company, as compared with the positions disclosed in the audited accounts contained in the annual report of the Company for the financial year ended 31 December 2021, in the event that the proposed Share repurchase was to be carried out in full at any time during the proposed repurchase period. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing levels.

## SHARE PRICES

The following table shows the highest and lowest prices at which the Shares had been traded on the Stock Exchange in each of the 12 months immediately preceding the Latest Practicable Date:

<b>Month</b>	<b>Highest trading price per Share <i>HK\$</i></b>	<b>Lowest trading price per Share <i>HK\$</i></b>
<b>2021</b>		
April	20.30	16.42
May	20.35	17.10
June	20.98	18.15
July	19.08	14.12
August	17.29	13.39
September	16.20	11.96
October	13.36	11.40
November	12.40	10.78
December	13.20	10.24
<b>2022</b>		
January	16.42	11.12
February	14.64	11.64
March	12.42	8.27
April (up to the Latest Practicable Date)	10.38	8.73

## GENERAL

As at the Latest Practicable Date, to the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates (as defined in the Listing Rules) intended to sell any Shares to the Company in the event that the Proposed Repurchase Mandate is approved.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Proposed Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) had notified the Company that he had an intention to sell any Shares to the Company, or had undertaken not to do so, in the event that the Proposed Repurchase Mandate is approved.

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases. Such increase will be treated as an acquisition for the purposes of the Code. Accordingly, a Shareholder, or group of Shareholders acting in concert

(as defined in the Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Code.

As at the Latest Practicable Date and so far as was known to the Directors, Mr. Wong Luen Hei, an executive Director and the parties acting in concert (as defined in the Code) with him were interested in a total of 2,132,507,000 Shares, representing 68.74% of the aggregate number of issued Shares. On the basis that no further Shares will be issued or repurchased after the Latest Practicable Date, in the event that the Directors exercise the Proposed Repurchase Mandate in full, the shareholdings of Mr. Wong Luen Hei and the parties acting in concert (as defined in the Code) with him in the Company would be increased to 76.37% of the aggregate number of issued Shares as reduced by the exercise of the Proposed Repurchase Mandate in full. Mr. Wong Luen Hei and parties acting in concert with him would not be required under Rule 26 of the Code to make a mandatory offer pursuant to such increase. The Directors have no present intention to exercise in full the power to repurchase Shares proposed to be granted pursuant to the Proposed Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares would be held in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares being held in public hands.

The Company had not repurchased any Shares on the Stock Exchange or otherwise during the 6 months immediately preceding the Latest Practicable Date.

**APPENDIX II****DETAILS OF THE PROPOSED AMENDMENTS TO  
THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

Details of the proposed amendments to the Memorandum and Articles of Association are set out as follows:

	<b>Proposed amendments (showing changes to the existing Memorandum and Articles of Association)</b>
Cover Pages	<del>THE COMPANIES LAW (2009 Revision)</del> <u>ACT (AS REVISED)</u> <del>CHINA LIANSU GROUP HOLDINGS LIMITED</del> <u>China Lesso Group Holdings Limited</u> 中国联塑集团控股有限公司
Headings	<del>The Companies Law (2009 Revision) (Cap. 22)</del> <u>Act (As Revised)</u> <del>CHINA LIANSU GROUP HOLDINGS LIMITED</del> <u>China Lesso Group Holdings Limited</u> 中国联塑集团控股有限公司

<b>Clause No.</b>	<b>Proposed amendments (showing changes to the existing Memorandum of Association)</b>
1	The name of the Company is <del>CHINA LIANSU GROUP HOLDINGS LIMITED</del> 中国联塑集团控股有限公司 <u>China Lesso Group Holdings Limited</u> 中国联塑集团控股有限公司.
2	The Registered Office of the Company shall be at the offices of <del>Maples Corporate Services Limited, PO Box 309, Umland House, Grand Cayman, KY1-1104, Cayman Islands</del> <u>Tricor Services (Cayman Islands) Limited, Second Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands</u> or at such other place in the Cayman Islands as the Board may from time to time decide.

Clause No.	Proposed amendments (showing changes to the existing Memorandum of Association)
4	<p>Except as prohibited or limited by the Companies <del>Law (2009 Revision) Act (as revised)</del>, the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies <del>Law (2009 Revision) Act (as revised)</del> and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate, irrespective of any question of corporate benefit, in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it necessary for the attainment of its objects and whatever else may be considered by it as incidental or conducive thereto or consequential thereon, including, but without in any way restricting the generality of the foregoing, the power to make any alterations or amendments to this Memorandum of Association and the Articles of Association of the Company considered necessary or convenient in the manner set out in the Articles of Association of the Company, and the power to do any of the following acts or things, viz: to pay all expenses of and incidental to the promotion, formation and incorporation of the Company; to register the Company to do business in any other jurisdiction; to sell, lease or dispose of any property of the Company; to draw, make, accept, endorse, discount, execute and issue promissory notes, debentures, debenture stock, loans, loan stock, loan notes, bonds, convertible bonds, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments; to lend money or other assets and to act as guarantors; to borrow or raise money on the security of the undertaking or on all or any of the assets of the Company including uncalled capital or without security; to invest monies of the Company in such manner as the Directors determine; to promote other companies; to sell the undertaking of the Company for cash or any other consideration; to distribute assets in specie to members of the Company; to contract with persons for the provision of advice, the management and custody of the Company's assets, the listing of the Company's shares and its administration; to make charitable or benevolent donations; to pay pensions or gratuities or provide other benefits in cash or kind to Directors, officers, employees, past or present and their families; to purchase Directors and officers liability insurance; to carry on any trade or business and generally to do all acts and things which, in the opinion of the Company or the Directors, may be conveniently or profitably or usefully acquired and dealt with, carried on, executed or done by the Company in connection with the business aforesaid PROVIDED THAT the Company shall only carry on the businesses for which a licence is required under the laws of the Cayman Islands when so licensed under the terms of such laws.</p>

**APPENDIX II****DETAILS OF THE PROPOSED AMENDMENTS TO  
THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Clause No.</b>	<b>Proposed amendments (showing changes to the existing Memorandum of Association)</b>
6	The <del>authorised</del> share capital of the Company is HK\$1,000,000,000 divided into <del>10,000,000,000</del> <u>20,000,000,000</u> shares of a nominal or par value of HK\$ <del>0.100.05</del> each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies <del>Law (2009 Revision) Act</del> <u>(as revised)</u> and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.
7	If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies <del>Law (2009 Revision) Act</del> <u>(as revised)</u> and, subject to the provisions of the Companies <del>Law (2009 Revision) Act</del> <u>(as revised)</u> and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
1	<p><b>Exclusion of Table A</b></p> <p>The regulations contained in Table A in the First Schedule to the Companies <del>Law</del>Act shall not apply to the Company.</p>
2.2	<p>In these Articles, unless there be something in the subject or context inconsistent therewith:</p> <p><b>“Companies LawAct”</b> or <b>“LawAct”</b> shall mean the Companies <del>Law (2009 Revision), Cap. 22</del>Act (as revised) of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p> <p><b>“Companies Ordinance”</b> shall mean the Companies Ordinance (Cap. <del>326</del>22 of the Laws of Hong Kong) as in force from time to time.</p> <p><b>“Company”</b> shall mean <del>CHINA LIANSU GROUP HOLDINGS LIMITED</del>中国联塑集团控股有限公司China Lesso Group Holdings Limited中国联塑集团控股有限公司.</p> <p><b>“dividend”</b> shall include bonus dividends and distributions permitted by the <del>Law</del>Act to be categorised as dividends.</p> <p><b>“electronic”</b> shall have the meaning given to it in the Electronic Transactions <del>Law</del>Act.</p> <p><b>“Electronic Transactions LawAct”</b> shall mean the Electronic Transactions <del>Law (2003 Revision)</del>Act (as revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p> <p><b>“recognised clearing house”</b> shall have the meaning ascribed thereto in Part I of Schedule 1 of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)of Hong Kong and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
	<p><b>“special resolution”</b> shall have the same meaning as ascribed thereto in the <del>LawAct</del> and shall include an unanimous written resolution of all members: for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members of the Company as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given and includes a special resolution passed pursuant to Article 13.12.</p>
2.3	Subject as aforesaid, any words defined in the <del>LawAct</del> shall, if not inconsistent with the subject and/or context, bear the same meanings in these Articles.
2.6	Section 8 of the Electronic Transactions <del>LawAct</del> shall not apply.
3.1 <b>Capital</b> App 3- r.9	The capital of the Company at the date of the adoption of these Articles is HK\$1,000,000,000 divided into <del>10,000,000,000</del> <u>20,000,000,000</u> shares of a par value of HK\$ <del>0.100</del> <u>0.05</u> each.
3.2 <b>Issue of shares</b> App 3- r.6(1)	Subject to the provisions of these Articles and to any direction that may be given by the Company in general meeting and without prejudice to any special rights conferred on the holders of any existing shares or attaching to any class of shares, any share may be issued with or have attached thereto such preferred, deferred, qualified or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise, and to such persons at such times and for such consideration as the Board may determine. Subject to the <del>LawAct</del> and to any special rights conferred on any members or attaching to any class of shares, any share may, with the sanction of a special resolution, be issued on terms that it is, or at the option of the Company or the holder thereof is, liable to be redeemed. No shares shall be issued to bearer.
3.3 <b>Issue of warrants</b> App 3- r.2(2)	Subject to the Listing Rules, the Board may issue warrants to subscribe for any class of shares or other securities of the Company on such terms as it may from time to time determine. No warrants shall be issued to bearer for so long as a recognised clearing house (in its capacity as such) is a member of the Company. Where warrants are issued to bearer, no new warrant shall be issued to replace one that has been lost unless the Board is satisfied beyond reasonable doubt that the original has been destroyed and the Company has received an indemnity in such form as the Board shall think fit with regard to the issue of any such new warrant.

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
3.4 <b>How class rights may be modified</b> App 3 <del>r.6(2)</del> <del>App 13</del> <del>Part B</del> <del>r.2(1)</del> <del>r.15</del>	<p>If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the <del>LawAct</del>, be varied, <u>modified</u> or abrogated <del>with the consent in writing of the holders of not less than by at least three-fourths in nominal value of the issued shares of the</del> <u>voting rights of the members holding shares in present and voting in person or by proxy at such separate general meeting of members of the that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class.</u> To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third <del>in nominal value</del> of the issued shares of that class.</p>
3.6 <b>Company may purchase and finance the purchase of own shares and warrants</b>	<p>Subject to the <del>LawAct</del>, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire all or any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the members, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.</p>

**APPENDIX II****DETAILS OF THE PROPOSED AMENDMENTS TO  
THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article No.</b>	<b>Proposed amendments (showing changes to the existing Articles of Association)</b>
3.8 <b>Redemption</b>	Subject to the provisions of the <del>LawAct</del> and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holders are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.
3.9 <del>App 3 r.8(1) &amp; (2)</del>	Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all members alike.
3.12 <b>Shares at the disposal of the Board</b>	Subject to the provisions of the <del>LawAct</del> , of the Memorandum of Association of the Company, and of these Articles relating to new shares, the unissued shares in the Company (whether forming part of its original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration, and upon such terms, as the Board shall determine.
3.13 <b>Company may pay commissions</b>	The Company may, unless prohibited by law, at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the <del>LawAct</del> shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the shares are issued.
4.1 <b>Share register</b> <del>App 3 r.1(1)</del>	The Board shall cause to be kept at such place within or outside the Cayman Islands as it deems fit a principal register of the members and there shall be entered therein the particulars of the members and the shares issued to each of them and other particulars required under the <del>LawAct</del> .
4.4	Notwithstanding anything contained in this Article, the Company shall as soon as practicable and on a regular basis record in the principal register all transfers of shares effected on any branch register and shall at all times maintain the principal register in such manner as to show at all times the members for the time being and the shares respectively held by them, in all respects in accordance with the Companies <del>LawAct</del> .
4.5 <del>App 13 Part B r.3(2) App 3 r.20</del>	Except when a register is closed and, if applicable, subject to the additional provisions of Article 4.8, the principal register and any branch register shall during business hours be kept open to the inspection of any member without charge.

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
4.7 <del>App 3</del> <del>r.20</del>	The register may, on 14 days' notice being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed <u>in accordance with the terms equivalent to the relevant section of the Companies Ordinance</u> , at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed.
4.8 <del>App 13</del> <del>Part B</del> <del>r.3(2)</del> <del>App 3</del> <del>r.20</del>	Any register held in Hong Kong shall during normal business hours (subject to such reasonable restrictions as the Board may impose) be open to inspection by a member without charge and any other person on payment of <del>such a</del> <u>fee of such amount as the Board may determine for each inspection, provided that such amount shall not exceeding the maximum amount as may from time to time be permitted under the Listing Rules. Any member may require a copy of the register, or any part thereof, on payment of HK\$2.50 (or such higher amount as may from time to time be permitted under the Listing Rules) as the Board may determine for each inspection, or such lesser sum as the Company may prescribe, for every 100 words or fractional part thereof required to be copied. The Company shall cause any copy so required by any person to be sent to that person within a period of 10 days commencing on the date next following the day on which the request is received by the Company.</u>

<b>Article No.</b>	<b>Proposed amendments (showing changes to the existing Articles of Association)</b>
4.9 <b>Share certificates</b> <del>App 3-</del> <del>r.1(1)</del>	Every person whose name is entered as a member in the register shall be entitled without payment to receive, within the relevant time limit as prescribed in the <del>Law</del> Act or as the Exchange may from time to time determine, whichever is shorter, after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide), one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, upon payment, in the case of a transfer, of a sum equal to the relevant maximum amount as the Exchange may from time to time determine for every certificate after the first or such lesser sum as the Board shall from time to time determine, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.
4.10 <b>Share certificates to be sealed</b> <del>App 3-</del> <del>r.2(1)</del>	Every certificate for shares or debentures or representing any other form of security of the Company shall be issued under the Securities seal of the Company, which shall only be affixed or imprinted with the authority of the Board.
4.12 <b>Joint holders</b> <del>App 3-</del> <del>r.1(3)</del>	The Company shall not be bound to register more than four persons as joint holders of any share. If any share shall stand in the names of two or more persons, the person first named in the register shall be deemed the sole holder thereof as regards service of notices and, subject to the provisions of these Articles, all or any other matters connected with the Company, except the transfer of the share.
4.13 <b>Replacement of share certificates</b> <del>App 3-</del> <del>r.1(1)</del>	If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding such amount as may from time to time be permitted under the Listing Rules or such lesser sum as the Board may from time to time require) and on such terms and conditions, if any, as to publication of notices, evidence and indemnity, as the Board thinks fit and where it is defaced or worn out, after delivery up of the old certificate to the Company for cancellation.

<b>Article No.</b>	<b>Proposed amendments (showing changes to the existing Articles of Association)</b>
5.1 <b>Company's lien</b> <del>App 3- r.1(2)</del>	The Company shall have a first and paramount lien on every share (not being a fully paid up share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid up shares) standing registered in the name of a member (whether solely or jointly with others) for all the debts and liabilities of such member or his estate to the Company and whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether such person is a member of the Company or not.
6.13 <b>Payment of calls in advance</b> <del>App 3- r.3(1)</del>	The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and upon all or any of the moneys so advanced the Company may pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such member not less than one month's notice in writing of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. No such sum paid in advance of calls shall entitle the member paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.
7.3 <b>Board may refuse to register a transfer</b> <del>App 3- r.1(2)</del>	The Board may, in its absolute discretion, and without assigning any reason, refuse to register a transfer of any share which is not fully paid up or on which the Company has a lien.
7.5 <b>Requirements as to transfer</b> <del>App 3- r.1(1)</del>	(f) a fee of such maximum as the Exchange may from time to time determine to be payable (or such lesser sum as the Board may from time to time require) is paid to the Company in respect thereof.

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
7.8 When transfer books and register may close <del>App 13- Part B- r.3(2)</del>	The registration of transfers may, on 14 days' notice being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year).
10.1	(b) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled subject to the provisions of the <del>LawAct</del> ; and  (c) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association of the Company, subject nevertheless to the provisions of the <del>LawAct</del> , and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights, over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.
10.2 Reduction of capital	The Company may by special resolution reduce its share capital or any capital redemption reserve in any manner authorised and subject to any conditions prescribed by the <del>LawAct</del> .
11.5 Register of charges to be kept	The Board shall cause a proper register to be kept, in accordance with the provisions of the <del>LawAct</del> , of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the <del>LawAct</del> in regard to the registration of mortgages and charges therein specified and otherwise.

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
12.1 <b>When annual general meeting to be held</b> <del>App 13- Part B- r.3(3)- r.4(2)- App 3 r.14(1)</del>	<p>The Company shall in each <u>financial</u> year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; <del>and not more than 15 months shall elapse (or such longer period as the Exchange may authorise) between the date of one annual general meeting of the Company and that of the next. So long as the first annual general meeting of the Company is held within 18 months of its incorporation, it need not be held in the year of its incorporation or in the following years</del> <u>and such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules and other applicable laws, rules and regulations, if any).</u> The annual general meeting shall be held at such time and place as the Board shall appoint <u>in its absolute discretion.</u></p>
12.3 <b>Convening of extraordinary general meeting</b> <del>App 3 r.14(5)</del>	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any <del>two</del><u>one</u> or more members <u>(including a recognized clearing house (or its nominee(s))) holding of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition, shares representing minimum of not less than one-tenth of the voting rights paid up capital of the Company which carries the right of voting at general meetings of the Company, on a one vote per share basis, in the share capital of the Company. General meetings may also be convened on</u> <del>the written requisition of any one member of the Company which is a recognised clearing house (or its nominee(s)) shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionist(s), provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.</del> If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
12.4 Notice of meetings <del>App 13</del> <del>Part B</del> <del>r.3(1)</del> <u>App 3</u> <u>r.14(2)</u>	<p>An annual general meeting <del>and any extraordinary general meeting called for the passing of a special resolution</del> shall be called by not less than 21 days' notice in writing and <u>all other general meetings (including any other an</u> extraordinary general meeting) shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be <del>inclusive</del><u>exclusive</u> of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 13.1) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.</p>
12.5 <u>App 3</u> <u>r.14(2)</u>	<p>Notwithstanding that a meeting of the Company is called by shorter notice than that referred to in Article 12.4, it shall be deemed to have been duly called if it is so agreed:</p> <p>(a) in the case of a meeting called as an annual general meeting, by all the members of the Company entitled to attend and vote thereat or their proxies; and</p> <p>(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% <del>in nominal value of the shares giving that right</del> <u>total voting rights at the meeting of all the members.</u></p>
12.6 <u>App 3</u> <u>r.14(3)</u>	<p>There shall appear with reasonable prominence in every notice of general meetings of the Company a statement that a member entitled to attend, <u>speak</u> and vote is entitled to appoint a proxy to attend, <u>speak</u> and vote instead of him and that a proxy need not be a member of the Company.</p>
12.9	<p><u>A general meeting of the members or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</u></p>

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<b>Article No.</b>	<b>Proposed amendments (showing changes to the existing Articles of Association)</b>
13.4A	<p>(a) <u>For the avoidance of doubt, a member is deemed able to exercise the right to speak at a general meeting when such member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that such member has on the business of the meeting.</u></p> <p>(b) <u>The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights (including the right to speak) at such meeting.</u></p>
13.6 <b>Must vote by poll</b> <del>App 13- Part B- r.2(3)</del>	At any general meeting a resolution put to the vote of the meeting shall be decided on a poll.
14.1 <b>Votes of Members</b> <del>App 3 r.14(3)</del>	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting <u>(a) every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have the right to speak, (b) on a show of hands, every member present in such manner shall have one vote, and (c) on a poll, every member present in such manner shall have one vote</u> for each share registered in his name in the register. <u>On a poll a</u> <del>A</del> member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy <u>shall have one vote on a show of hands and</u> is under no obligation to cast all his votes in the same way <u>on a poll</u> .
14.2 <b>Counting of votes</b> <del>App 3 r.14(3)&amp;(4)</del>	Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.
14.6 <b>Qualification for voting</b>	Save as expressly provided in these Articles or as otherwise determined by the Board, no person other than a member duly registered and who shall have paid all sums for the time being due from him payable to the Company in respect of his shares shall be entitled to be present, <u>to attend, to speak</u> or to vote (save as proxy for another member), or to be reckoned in a quorum, either personally or by proxy at any general meeting.

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**DETAILS OF THE PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article No.</b>	<b>Proposed amendments (showing changes to the existing Articles of Association)</b>
<p>14.8 <b>Proxies</b> <del>App 13</del> <del>Part B</del> <del>r.2(2)</del> <u>App 3</u> <u>r.18</u></p>	<p>Any member of the Company entitled to attend, <del>spea</del>k and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak <del>and vote</del> at the meeting. Votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend, <u>spea</u>k and <u>vote</u> in his stead at any one general meeting (or at any one class meeting).</p>
<p>14.9 <b>Instrument appointing proxy to be in writing</b> <del>App 3</del> <del>r.11(2)</del> <u>r.18</u></p>	<p>The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of a <u>duly authorised</u> officer, attorney or other person duly authorised to sign the same.</p>
<p>14.10 <b>Delivery of authority for appointment of proxy</b></p>	<p>The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending, <u>spea</u>k and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>
<p>14.11 <b>Form of proxy</b> <del>App 3</del> <del>r.11(1)</del></p>	<p>Every instrument of proxy, whether for a specified meeting or otherwise, shall be in common form or such other form that complies with the Listing Rules as the Board may from time to time approve, provided that it shall enable a member, according to his intention, to instruct his proxy to vote in favour of or against (or in default of instructions or in the event of conflicting instructions, to exercise his discretion in respect of) each resolution to be proposed at the meeting to which the form of proxy relates.</p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
14.14 <b>Corporations/ clearing houses acting by representatives at meetings</b> <del>App. 13- Part B- r.2(2)- App 3 r.18</del>	Any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of members of any class of shares of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company and where a corporation is so represented, it shall be treated as being present at any meeting in person.
14.15 <del>App 13- Part B- r.6- App 3 r.19</del>	<del>Notwithstanding any other provision of these articles, where that shareholder is</del> If a recognised clearing house (or its nominee(s)) is a member, (within the meaning of the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong) or its nominee(s), it may <u>appoint proxies or</u> authorise such person or persons as it thinks fit to act as its representative(s), <u>who enjoy rights equivalent to the rights of other members of the Company, or proxy(ies)</u> at any <del>shareholders' general meetings of the Company</del> or any <u>general meetings of any class of shareholders members (including but not limited to general meetings and creditors meetings)</u> provided that, if more than one person is so authorised, the authorisation <del>or proxy form must</del> shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence <del>for to substantiate the facts that it is</del> <u>duly</u> authorised. <u>A person so authorised pursuant to this provision shall and will be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual shareholder of the Company member holding the number and class of shares specified in such authorisation, including, the right to speak and vote individually on a show of hands or on a poll, notwithstanding any contrary provision contained in these Articles.</u>
16.2 <b>Board may fill vacancies/ appoint additional Directors</b> App 3 r.4(2)	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the <del>next following</del> <u>first</u> annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election at that meeting.

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<b>Article No.</b>	<b>Proposed amendments (showing changes to the existing Articles of Association)</b>
<p>16.3 Power of general meeting to increase or reduce the number of Directors</p>	<p>The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the <del>LawAct</del>, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. <del>Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</del></p>
<p>16.4 Notice to be given when person proposed for election <del>App 3 r.4(4) r.4(5)</del></p>	<p>No person shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless during the period, which shall be at least seven days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the Secretary notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.</p>
<p>16.5 Register of Directors and notification of changes to Registrar</p>	<p>The Company shall keep at its office a register of directors and officers containing their names and addresses and occupations and any other particulars required by the <del>LawAct</del> and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify to the Registrar of Companies of the Cayman Islands any change that takes place in relation to such Directors as required by the <del>LawAct</del>.</p>
<p>16.6 Power to remove Director by ordinary resolution <del>App 13 Part B r.5(1) App 3 r.4(3)</del></p>	<p><del>Unless otherwise provided by the Act, the members of the Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his <u>period</u> term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provisions of this Article of <u>any claim for damages under any contract or compensation or damages</u> payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.</del></p>

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<b>Article No.</b>	<b>Proposed amendments (showing changes to the existing Articles of Association)</b>
16.14 <del>App 13</del> <del>Part B</del> <del>r.5(4)</del>	Payment to any Director or past Director of any sum by way of compensation for loss of office or as consideration for or in connection with his retirement from office (not being a payment to which the Director is contractually entitled) must first be approved by the Company in general meeting.
16.18 <b>When office of Director to be vacated</b> <del>App 13</del> <del>Part B</del> <del>r.5(1)</del>	The office of a Director shall be vacated:  (a) if he resigns his office by notice in writing to the Company at its registered office or its principal office in Hong Kong;  (b) if an order is made by any competent court or official on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs and the Board resolves that his office be vacated;
16.19 <b>Directors may contract with Company</b> <del>App 13</del> <del>Part B</del> <del>r.5(3)</del>	No Director or proposed Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any person, company or partnership of or in which any Director shall be a member or otherwise interested be capable on that account of being avoided, nor shall any Director so contracting or being any member or so interested be liable to account to the Company for any profit so realised by any such contract or arrangement by reason only of such Director holding that office or the fiduciary relationship thereby established, provided that such Director shall, if his interest in such contract or arrangement is material, declare the nature of his interest at the earliest meeting of the Board at which it is practicable for him to do so, either specifically or by way of a general notice stating that, by reason of the facts specified in the notice, he is to be regarded as interested in any contracts of a specified description which may subsequently be made by the Company.
16.22 <b>Director may not vote where he has a material interest</b> <del>App 3</del> <del>r.4(1)</del>  <b>Director may vote in respect of certain matters</b> <del>App 3</del> <del>Note 1</del>	A Director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his Associates has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:  (a) the giving of any security or indemnity either:  (i) to the Director or any of his Associates in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or

<b>Article No.</b>	<b>Proposed amendments (showing changes to the existing Articles of Association)</b>
18.1 <b>General powers of Company vested in Board</b>	Subject to any exercise by the Board of the powers conferred by Articles 19.1 to 19.3, the management of the business of the Company shall be vested in the Board which, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the <del>LawAct</del> expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the <del>LawAct</del> and of these Articles and to any regulation from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
18.3 <del>App 13</del> <del>Part B-</del> <del>r.5 (2)</del>	Except as would, if the Company were a company incorporated in Hong Kong, be permitted by <del>Section 157H</del> of the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies <del>LawAct</del> , the Company shall not directly or indirectly:
21.1 <b>Appointment of Secretary</b>	The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board. Anything by the <del>LawAct</del> or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary appointed by the Board, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically in that behalf by the Board.
21.2 <b>Same person not to act in two capacities at once</b>	A provision of the <del>LawAct</del> or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.

<b>Article No.</b>	<b>Proposed amendments (showing changes to the existing Articles of Association)</b>
23.1 <b>Power to capitalize</b>	The Company in general meeting may upon the recommendation of the Board by ordinary resolution resolve that it is desirable to capitalise all or any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or funds or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of dividend on any shares with a preferential right to dividend) and accordingly that such sums be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares, debentures or other securities of the Company to be allotted and distributed credited as fully paid up to and amongst such members in proportion aforesaid or partly in one way and partly in the other, and the Board shall give effect to such resolution, provided that a share premium account and a capital redemption reserve and any reserve or fund representing unrealised profits may, for the purposes of this Article, only be applied in paying up unissued shares to be issued to members of the Company as fully paid up shares or paying up calls or instalments due or payable on partly paid securities of the Company subject always to the provisions of the <del>LawAct</del> .
24.1 <b>Power to declare dividends</b>	Subject to the <del>LawAct</del> and these Articles, the Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board.
24.12 <b>Share premium and reserves</b>	The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. The Company may apply the share premium account in any manner permitted by the Companies <del>LawAct</del> . The Company shall at all times comply with the provisions of the Companies <del>LawAct</del> in relation to the share premium account.

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
24.19 Dividend in specie	The Board, with the sanction of the members in general meeting, may direct that any dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may disregard fractional entitlements, round the same up or down or provide that the same shall accrue to the benefit of the Company, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective. Where required, a contract shall be filed in accordance with the provisions of the <del>Law Act</del> and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend and such appointment shall be effective.
24.24 <del>App 3</del> <del>r.13(1)</del>	The Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise its power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.
24.25 Unclaimed dividend <del>App 3</del> <del>r.3(2)</del>	All dividends or bonuses unclaimed for one year after having been declared may be invested or otherwise made use of by the Board for the exclusive benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof or be required to account for any money earned thereon. All dividends or bonuses unclaimed for six years after having been declared may be forfeited by the Board and shall revert to the Company and after such forfeiture no member or other person shall have any right to or claim in respect of such dividends or bonuses.
25.1 <del>App 3</del> <del>r.13(2)(a)</del>  <del>App 3</del> <del>r.13(2)(b)</del>	(c) during the 12-year period, at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed by the member; and  (d) upon expiry of the 12-year period, the Company has caused an advertisement to be published in the newspapers, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided, giving notice of its intention to sell such shares, and a period of three months has elapsed since such advertisement and the Exchange has been notified of such intention.

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<b>Article No.</b>	<b>Proposed amendments (showing changes to the existing Articles of Association)</b>
27 Annual returns and filings	<b>Annual Returns and Filings</b>  The Board shall make the requisite annual returns and any other requisite filings in accordance with the <del>Law</del> Act.
28.1 Accounts to be kept <del>App 13- Part B- r.4(1)</del>	The Board shall cause to be kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions and otherwise in accordance with the <del>Law</del> Act.
28.2 Where accounts are to be kept	The books of account shall be kept at the Company's principal place of business in Hong Kong or, subject to the provisions of the <del>Law</del> Act, at such other place or places as the Board thinks fit and shall always be open to the inspection of the Directors.
28.3 Inspection by members	The Board shall from time to time determine whether, to what extent, at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of the members (other than officers of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the <del>Law</del> Act or any other relevant law or regulation or as authorised by the Board or by the Company in general meeting.
28.4 Annual profit and loss account and balance sheet <del>App 13- Part B- r.4(2)</del>	The Board shall, commencing with the first annual general meeting cause to be prepared and to be laid before the members of the Company at every annual general meeting a profit and loss account for the period, in the case of the first account, since the incorporation of the Company and, in any other case, since the preceding account, together with a balance sheet as at the date to which the profit and loss account is made up and a Directors' report with respect to the profit or loss of the Company for the period covered by the profit and loss account and the state of the Company's affairs as at the end of such period, an Auditors' report on such accounts prepared pursuant to Article 29.1 and such other reports and accounts as may be required by law.
28.5 Annual report of Directors and balance sheet to be sent to members etc. <del>App 13- Part B- r.3(3) App 3- r.5</del>	Copies of those documents to be laid before the members of the Company at an annual general meeting shall not less than 21 days before the date of the meeting be sent in the manner in which notices may be served by the Company as provided herein to every member of the Company and every holder of debentures of the Company, provided that the Company shall not be required to send copies of those documents to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

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28.6	To the extent permitted by and subject to due compliance with these Articles, the <del>Law</del> Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the <del>Law</del> Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the <del>Law</del> Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.
29.1 <b>Auditors</b> <del>App 13</del> <del>Part B</del> <del>r.4(2)</del>	The Auditors shall audit the profit and loss account and balance sheet of the Company in each year and shall prepare a report thereon to be annexed thereto. Such report shall be laid before the Company at its annual general meeting in each year and shall be open to inspection by any member. The Auditors shall at the next annual general meeting following their appointment and at any other time during their term of office, upon request of the Board or any general meeting of the members, make a report on the accounts of the Company in general meeting during their tenure of office.

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
29.2 <b>Appointment and remuneration of Auditors</b> <u>App 3</u> <u>r.17</u>	<p><del>The Company shall at any</del>At the annual general meeting <u>or at a subsequent extraordinary general meeting in each year, the members of the Company shall by ordinary resolution</u> appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. <u>The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting.</u> The remuneration of the Auditors shall be fixed by the Company <del>at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board or in such manner as the members of the Company may determine by ordinary resolution.</del> No person may be appointed as the, or an, Auditor, unless he is independent of the Company. <del>The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors.</del><u>Subject to compliance with the Listing Rules, the Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</u> <u>Subject to compliance with the Listing Rules, an Auditor appointed by the Board shall hold office until the first annual general meeting of the Company after its appointment and shall then be subject to appointment by the members at such remuneration to be determined by the members under this Article.</u></p>
30.1 <b>Service of notices</b> <u>App 3</u> <u>r.7(+)</u>	<p>Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
30.4 <b>Members out of Hong Kong</b> <del>App.3</del> <del>r.7(2)</del>  <del>App.3</del> <del>r.7(3)</del>	<p>A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</p>
32.1 <b>Power to distribute assets in specie following liquidation</b> <del>App.3</del> <del>r.21</del>	<p><u>Subject to the Companies Act and the Listing Rules, the Company may by special resolution resolve that the Company be wound up voluntarily.</u></p> <p>If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution of the Company and any other sanction required by the <del>LawAct</del> divide among the members in specie or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the <del>LawAct</del>, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.</p>
33.2	<p>Subject to the Companies <del>LawAct</del>, if any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.</p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
34	<p><b>Financial Year</b></p> <p><del>Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 of December in each year prescribed by the Board and may, from time to time, be changed by it.</del></p>
<p>35</p> <p><b>Amendment of Memorandum and Articles</b></p> <p><del>App 13</del></p> <p><del>Part B</del></p> <p><del>r.1</del></p> <p><u>App 3</u></p> <p><u>r.16</u></p>	<p><b>Amendment of Memorandum and Articles</b></p> <p>Subject to the <del>Law</del><u>Act</u> and the <del>Listing Rules</del>, the Company may at any time and from time to time by special resolution alter or amend its Memorandum of Association and Articles of Association in whole or in part.</p>

# LESSO 联塑

## CHINA LESSO GROUP HOLDINGS LIMITED

中國聯塑集團控股有限公司

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

(Stock Code: 2128)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**Meeting**”) of China Lesso Group Holdings Limited (the “**Company**”) will be held at Hankow II, 6th Floor, The Peninsula, Salisbury Road, Kowloon, Hong Kong at 10:30 a.m. on Friday, 17 June 2022 for the following purposes:

#### ORDINARY RESOLUTIONS

To consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions of the Company.

1. To receive and consider the audited financial statements and the reports of the directors and independent auditor of the Company for the year ended 31 December 2021;
2. To declare a final dividend of HK26 cents per share of the Company for the year ended 31 December 2021;
3. To re-elect each of the Retiring Directors, namely (a) Mr. Wong Luen Hei, (b) Mr. Kong Zhaocong, (c) Dr. Lin Shaoquan, (d) Mr. Wong Kwok Ho Jonathan and (e) Mr. Cheng Dickson (the “**Retiring Directors**”);
4. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the directors of the Company (the “**Directors**”);
5. To re-appoint Ernst & Young, certified public accountants, as independent auditor of the Company and to authorise the Board to fix its remuneration;
6. As special business, to consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions of the Company:

A. “**THAT**:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with shares of the Company (“**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) the exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;
  - (iii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or right to acquire Shares; and
  - (iv) any scrip dividend or similar arrangements providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Memorandum and Articles of Association (as hereinafter defined);

shall not exceed 20% of the aggregate number of Shares in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;

- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (e) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Memorandum and Articles of Association to be held; or

## NOTICE OF ANNUAL GENERAL MEETING

- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting;

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

**B. “THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company (“**Shares**”) on The Stock Exchange of Hong Kong Limited or on any other stock exchange recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-backs, and subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate number of the Shares in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (d) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Memorandum and Articles of Association to be held; or
  - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

## NOTICE OF ANNUAL GENERAL MEETING

- C. “**THAT** conditional upon the passing of Resolutions 6A and 6B as set out in the notice of this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to Resolution 6A above be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted by the Directors pursuant to such general mandate an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to Resolution 6B above, provided that such amount shall not exceed 10% of the aggregate number of the shares of the Company in issue as at the date of passing of this Resolution.”

### SPECIAL RESOLUTION

To consider and, if thought fit, pass with or without modification the following resolution as a special resolution of the Company.

7. “**THAT** the amendments to the memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) set out in Appendix II to the circular of the Company dated 26 April 2022 of which this notice forms part be and are hereby approved and the amended and restated Memorandum and Articles of Association (a copy of which having been produced before the Meeting and signed by the chairman of the Meeting for the purpose of identification) be and is hereby adopted as the new Memorandum and Articles of Association in substitution for and to the exclusion of the existing Memorandum and Articles of Association with immediate effect after the close of Meeting and that any one Director of the Company be and is hereby authorised to do all things necessary to implement the adoption of the Memorandum and Articles of Association.”

By order of the Board  
**China Lesso Group Holdings Limited**  
**Wong Luen Hei**  
*Chairman*

Hong Kong, 26 April 2022

## NOTICE OF ANNUAL GENERAL MEETING

*Registered office:*

Second Floor, Century Yard  
Cricket Square, P.O. Box 902  
Grand Cayman, KY1-1103  
Cayman Islands

*Principal place of business in Hong Kong:*

Unit 1A, 10th Floor  
Tower 2  
South Seas Centre  
75 Mody Road  
Tsim Sha Tsui East  
Kowloon, Hong Kong

*Note:*

1. Any member entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, this proxy form together with any power of attorney or other authority under which it is signed or a certified copy of such power of attorney must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof, (as the case may be).
3. In the case of joint holders, the vote of the senior who tenders a vote, whether present in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
4. The register of members of the Company will be closed from Wednesday, 15 June 2022 to Friday, 17 June 2022, both dates inclusive, during such period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's 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 not later than 4:30 p.m. on Tuesday, 14 June 2022.
5. The register of members of the Company will be closed from Wednesday, 6 July 2022 to Friday, 8 July 2022, both dates inclusive, during such period no transfer of shares of the Company will be registered. In order to qualify for the final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's 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 not later than 4:30 p.m. on Tuesday, 5 July 2022.
6. The health and safety of our shareholders, staff and stakeholders are of paramount importance to us. Subject to the prevailing restrictions to be imposed by the Hong Kong government and/or any additional precautionary measures to be issued by the Company, the Company will implement the following precautionary measures at the Meeting for prevention of Coronavirus disease 2019 (“**COVID-19**”):
  - All attendees will be required to wear surgical face masks before they are permitted to attend, and during their attendance of, the Meeting. Attendees are advised to maintain appropriate social distance with each other at all times.
  - There will be compulsory body temperature screening for all attendees before entering the Meeting venue. Any person who has any COVID-19 symptoms or otherwise unwell will be denied entry into the Meeting venue or be required to leave the venue immediately.

## NOTICE OF ANNUAL GENERAL MEETING

- Attendees may be asked if (a) he/she has travelled outside of Hong Kong within 14 days immediately before the Meeting (“**recent travel history**”); (b) he/she is subject to any Hong Kong government prescribed quarantine requirement; and (c) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Any person who responds positively to any of these questions will be denied entry into the Meeting venue or be required to leave the venue immediately.
  - Appropriate distancing and spacing in line with the guidance from the Hong Kong government will be maintained and as such, the Company may limit the number of attendees on a “first-come-first served” basis at the Meeting as may be necessary to avoid over-crowding.
  - There will be neither refreshments nor beverages available to attendees of the Meeting.
7. Any person who does not comply with the precautionary measures will be denied entry into the Meeting venue or be required to leave the Meeting venue immediately. The Company reserves the right to limit attendance in person at the venue or take any other necessary measures in compliance of the Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the laws of Hong Kong) and/or other safety and social distancing measures to be implemented or recommended by the Hong Kong government from time to time. In light of the continuing risks posed by the COVID-19 pandemic, shareholders of the Company are strongly encouraged to exercise their voting rights at the Meeting by appointing the chairman of the Meeting as proxy to vote according to their indicated voting instructions as an alternative to attending the Meeting in person.
8. In light of the travelling restrictions imposed by various jurisdictions including Hong Kong to prevent the spread of COVID-19 pandemic, certain Directors may attend the Meeting through video conference or similar electronic means.
9. Subject to the development of COVID-19 pandemic, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.
10. If any shareholder of the Company chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to our principal place of business in Hong Kong or to our email at [ir@lesso.com](mailto:ir@lesso.com).
11. The Company seeks the understanding and cooperation of all our shareholders to minimise the risk of community spread of COVID-19.

*As at the date of this notice, the executive Directors are Mr. Wong Luen Hei, Mr. Zuo Manlun, Ms. Zuo Xiaoping, Mr. Lai Zhiqiang, Mr. Kong Zhaocong, Mr. Chen Guonan, Dr. Lin Shaoquan, Mr. Huang Guirong, Mr. Luo Jianfeng and Mr. Lin Dewei; and the independent non-executive Directors are Mr. Wong Kwok Ho Jonathan, Ms. Lan Fang, Dr. Tao Zhigang, Mr. Cheng Dickson and Ms. Lu Jiandong.*