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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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.

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

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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)**

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

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A notice convening an annual general meeting of China Lesso Group Holdings Limited to be held at Garden Room A–B, 2/F., New World Millennium Hong Kong Hotel, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong at 10:00 a.m. on Thursday, 28 May 2026, is set out on pages 37 to 43 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 17M 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. For the avoidance of doubt, holders of any treasury Shares shall abstain from voting at general meetings in respect of any treasury Shares held by them, if any.

30 April 2026

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## DEFINITIONS

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*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 Garden Room A–B, 2/F., New World Millennium Hong Kong Hotel, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong at 10:00 a.m. on Thursday, 28 May 2026, the notice of which is set out on pages 37 to 43 of this circular, or any adjournment of the meeting
“Board”	the board of Directors
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“China” or “PRC”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, Macau and Taiwan
“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 HK20 cents per Share for the year ended 31 December 2025
“Director(s)”	the director(s) of the Company
“Existing Issue and Resale Mandate”	a general mandate granted to the Directors at the annual general meeting of the Company held on 20 May 2025 to allot, issue and deal with Shares (including any sale or transfer of any treasury Shares) not exceeding 20% of the aggregate number of Shares (excluding any treasury Shares) in issue as at 20 May 2025

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## DEFINITIONS

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“Existing Repurchase Mandate”	a general mandate granted to the Directors at the annual general meeting of the Company held on 20 May 2025 to repurchase Shares not exceeding 10% of the aggregate number of Shares (excluding any treasury Shares) in issue as at 20 May 2025
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 April 2026, 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, as amended, supplemented, or otherwise modified from time to time
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company adopted by special resolution passed on 17 June 2022 and as amended from time to time
“Proposed Issue and Resale Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and deal with Shares (including any sale or transfer of any treasury Shares) not exceeding 20% of the aggregate number of the issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution granting such mandate
“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 (excluding any treasury Shares) as at the date of passing of the relevant resolution granting such mandate

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## DEFINITIONS

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“Retiring Directors”	Mr. Zuo Manlun, Ms. Zuo Xiaoping, Mr. Chen Guonan, Dr. Song Keming and Ms. Lu Jiandong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“treasury Shares”	Shares repurchased and held by the Company in treasury, as authorised by the laws of the Cayman Islands and the Memorandum and Articles of Association which, for the purpose of the Listing Rules, include Shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange
“%”	per cent

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

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Wong Luen Hei (*Chairman*)  
Mr. Zuo Manlun (*Chief executive*)  
Ms. Zuo Xiaoping  
Mr. Lai Zhiqiang  
Mr. Kong Zhaocong  
Mr. Chen Guonan  
Mr. Luo Jianfeng  
Dr. Song Keming  
Mr. Huang Zhanxiong

*Independent non-executive Directors:*

Dr. Tao Zhigang  
Mr. Cheng Dickson (*Lead independent non-executive Director*)  
Ms. Lu Jiandong  
Dr. Hong Ruijiang  
Ms. Lee Vanessa

*Registered office:*

P.O. Box 31119  
Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman  
KY1-1205  
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

30 April 2026

*To the Shareholders*

Dear Sir or Madam,

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

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## LETTER FROM THE BOARD

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### 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 the Proposed Issue and Resale Mandate; (b) granting the Directors the Proposed Repurchase Mandate; (c) Appointment of executive Director; (d) the 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 20 May 2025, ordinary resolutions were passed granting the Existing Issue and Resale 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 and Resale Mandate and the Existing Repurchase Mandate, the Existing Issue and Resale 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 7A(d) and 7B(c) in the notice of the Annual General Meeting will be proposed at the Annual General Meeting to revoke the Existing Issue and Resale Mandate and the Existing Repurchase Mandate, respectively. New general mandate to allot, issue and deal with Shares (including any sale or transfer of treasury Shares) of up to 20% (the upper limit as permitted under the Listing Rules) of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of passing the relevant resolution granting this mandate (assuming there is no change to the aggregate number of issued Shares (excluding any treasury Shares) from the Latest Practicable Date to the date of passing the relevant resolution, the aggregate number of issued Shares (excluding any treasury Shares) will be 3,102,418,400), as set out in resolutions 7A(a), (b), (c) and (e) and the Proposed Repurchase Mandate as set out in resolutions 7B(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. Any additional Shares to be allotted or issued pursuant to the Proposed Issue and Resale Mandate shall not be at a discount of more than 10% (instead of 20% as permitted under the Listing Rules) to the “benchmark price” (as described in Rule 13.36(5) of the Listing Rules). With reference to the proposed new general mandates, the Directors wish to state that they have no immediate plans to issue (including to sell or transfer any treasury Shares out of treasury) or repurchase any Shares pursuant to the relevant mandates.

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## LETTER FROM THE BOARD

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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 Appendix I to 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.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases. If the Company holds treasury Shares, any resale of treasury Shares will be subject to the ordinary resolution proposed in relation to the Proposed Issue and Resale Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

### APPOINTMENT OF EXECUTIVE DIRECTOR

In March 2026, the nomination committee of the Company (the “**Nomination Committee**”) reviewed the profile of Mr. Huang Jinchao (“**Mr. Huang**”). The proposed appointment has followed the procedures for election of Directors set out in the Memorandum and Articles of Association and the nomination policy for the Directors. Mr. Huang is nominated by the Nomination Committee as a candidate for executive Director. The Board accepted the nomination by the Nomination Committee and recommended Mr. Huang to stand for election by the Shareholders at the Annual General Meeting.

The nomination was 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.

Biographical details of Mr. Huang are as follows:

**Mr. Huang Jinchao**, aged 48, is the vice president of the Group, with effect from 11 June 2019. He has been the president of the new energy business of the Group since 2 January 2022, primarily responsible for managing the Group's information infrastructure and the daily operations of the new energy business. He is also a director of various companies within the Group. He obtained a Master of engineering degree from Jinan University in 2011 and has been a visiting professor at Foshan Polytechnic since November 2025.

Mr. Huang's main research area is enterprise information infrastructure. His leading projects have been highly praised and have won honors such as “Foshan City Digitalisation and Smartisation First-Class Demonstration Factory”, “Foshan City Digitalisation and Smartisation

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## LETTER FROM THE BOARD

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Transformation Benchmark Demonstration Project”, “Guangdong Provincial Special Fund for Promoting High-Quality Economic Development Industrial Internet Benchmark Demonstration Project”, and “Advanced Unit for Digital Transformation of China’s Light Industry”.

Mr. Huang holds 2 invention patents and has secured 9 utility model patents for the Group in the field of new energy industry development. His patented technologies primarily focus on the research and commercialisation of automated production of solar photovoltaic modules. 5 products under his guidance have been awarded the title of Guangdong Provincial Famous and High-Tech Products, and a project he guided and participated in was recognised as a 2024 Guangdong Provincial Photovoltaic Benchmark Power Station. Under his leadership, the Group’s photovoltaic testing center passed the accreditation of the China National Accreditation Service for Conformity Assessment (CNAS) in 2025.

Mr. Huang has no relationship with any directors, senior management and substantial or controlling shareholders of the Company. Mr. Huang has an employment contract with a member of the Group, which is a non-fixed term contract and terminable by either party with one month’s written notice. As at the Latest Practicable Date, Mr. Huang did not hold any other directorship(s) in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the Latest Practicable Date, nor did he have any interests in Shares within the meaning of Part XV of the SFO.

Subject to the approval of the Shareholders at the Annual General Meeting, Mr. Huang will enter into a service contract with the Group for a term of 3 years to replace the existing employment contract with effect from the date of his appointment, 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. He will receive a remuneration of HK\$2,600,000 annually with discretionary bonus for his directorship with the Company, which is determined with reference to his duties and responsibilities towards the Company and prevailing market conditions.

Save as disclosed above, there is no information in relation to the proposed appointment of Mr. Huang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules and there is no other matter that need to be brought to the attention of holders of securities of the Company.

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

In March 2026, 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 the Shareholders for re-election as

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## LETTER FROM THE BOARD

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Directors at the Annual General Meeting. Each of Mr. Zuo Manlun and Ms. Lu Jiandong who is a member and chairperson, respectively and present at the meeting of the Nomination Committee, abstained from voting at the meeting of the Nomination Committee when his/her respective nomination was being considered. The Board accepted the nomination by the Nomination Committee and recommended that the Retiring Directors stand for re-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.

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.

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

### **Executive Directors**

**Mr. Zuo Manlun**, aged 53, is the chief executive of the Group and has been appointed as an executive director of the Company for over 16 years, with effect from 27 February 2010 (with the term of his current service contract being from 1 January 2024 to 31 December 2026). He is also a director/general manager/supervisor of various companies within the Group. He is primarily responsible for the management of the daily business operations of the Group. He has approximately 26 years of experience in the plastic pipe industry. He joined the Group in December 1999 and has held various positions in operation management since joining the Group. He is currently (i) a non-executive director of Xingfa Aluminium Holdings Limited (stock code: 98), which is listed on the Stock Exchange; and (ii) a director of Keda Industrial Group Co., Ltd. (stock code: 600499), which is listed on the Shanghai Stock Exchange; (iii) a non-executive director of EDA Group Holdings Limited (stock code: 2505), which is listed on the Stock Exchange; and (iv) a director of WIJK Public Company Limited (stock code: WIJK), which is listed on the Stock Exchange of Thailand. He won several awards including “Outstanding Worker of the Plastic Industry in the PRC” by China Plastics Processing Industry Association in 2009 and was awarded as “Senior Plastic Product Engineer (Technical Entrepreneur)” by the Guangdong Human Resources and Social

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## LETTER FROM THE BOARD

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Security Department in 2019. He completed a programme of EMBA from Sun Yat-Sen University in April 2001. He is the brother-in-law of Mr. Wong Luen Hei, the younger brother of Ms. Zuo Xiaoping and the uncle of Mr. Huang Zhanxiong.

Mr. Zuo has entered into a service contract with the Group for a term of 3 years commencing from 1 January 2024 until terminated by not less than 3 months' notice in writing served by either party on the other. His remuneration is HK\$6,000,000 annually with discretionary bonus, which is determined with reference to the market rates and factors such as his workload, responsibility and job complexity. As at the Latest Practicable Date, he is deemed to be interested in (within the meaning of Part XV of the SFO) 102,696,088 Shares, representing approximately 3.31% of the issued Shares.

**Ms. Zuo Xiaoping**, aged 59, is a vice president of the Group and has been appointed as an executive director of the Company for over 16 years, with effect from 27 February 2010 (with the term of her current service contract being from 1 January 2024 to 31 December 2026). She is also a director of various companies within the Group. She is primarily responsible for procurement control and logistics management of the Group. She has extensive experience in the plastic pipe industry. She served as a director of Foshan Shunde Liansu Industrial Co., Ltd. from December 1996. In 1999, upon establishing the Group together with Mr. Wong Luen Hei, she held various positions in procurement. She is the spouse of Mr. Wong Luen Hei, the elder sister of Mr. Zuo Manlun and the mother of Mr. Huang Zhanxiong.

Ms. Zuo has entered into a service contract with the Group for a term of 3 years commencing from 1 January 2024 until terminated by not less than 3 months' notice in writing served by either party on the other. Her remuneration is HK\$2,600,000 annually with discretionary bonus, which is determined with reference to the market rates and factors such as her workload, responsibility and job complexity. As at the Latest Practicable Date, she did not hold any directorship(s) in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the Latest Practicable Date. As at the Latest Practicable Date, she is deemed to be interested in (within the meaning of Part XV of the SFO) 2,144,793,000 Shares, representing approximately 69.13% of the issued Shares.

**Mr. Chen Guonan**, aged 58, is a vice president of the Group and has been appointed as an executive director of the Company for over 16 years, with effect from 27 February 2010 (with the term of his current service contract being from 1 January 2024 to 31 December 2026). He is also a director of various companies within the Group and primarily responsible for the production management of certain companies in the Group. He has approximately 36 years of experience in the plastic pipe industry. He joined the Group in December 1999 and

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## LETTER FROM THE BOARD

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has held various positions in production management and engineering since joining the Group. Prior to joining the Group, he was a manufacturing engineer in the technology department at Guangdong Province Zhaoqing Gaojiang Plastic Products Co., Limited from July 1989 to July 1993. From July 1993 to September 1999, he was a deputy factory manager at Foshan City Dongjian Plastic Materials Factory. He served as a manager in the production department of Foshan Shunde Liansu Industrial Co., Ltd. from September 1999 to November 1999. He was accredited as a professor-level senior engineer in April 2018 and has been a deputy secretary general of Plastic Pipe Special Committee of China Plastics Processing Industry Association since 2005. He obtained a Bachelor's degree in polymer chemical from South China University of Technology in July 1989.

Mr. Chen has no relationship with any directors, senior management and substantial or controlling shareholders of the Company. He has entered into a service contract with the Group for a term of 3 years commencing from 1 January 2024 until terminated by not less than 3 months' notice in writing served by either party on the other. His remuneration is HK\$2,600,000 annually with discretionary bonus, which is determined with reference to the market rates and factors such as his workload, responsibility and job complexity. As at the Latest Practicable Date, he did not hold any directorship(s) in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the Latest Practicable Date, nor did he have any interests in Shares within the meaning of Part XV of the SFO.

**Dr. Song Keming**, aged 43, has been an executive director of the Company for 2 years, with effect from 24 May 2024 (with the term of his current service contract being from 24 May 2024 to 23 May 2027) and is a vice president of the Group, primarily responsible for technical research and development and quality process management. He is a member of the National Technical Committee for Standardisation of Plastic Products (SAC/TC48). He has been an expert entitled to special allowance from the State Council since 2025. From 14 May 2024 to 30 June 2025, he served as a director of WIJK Public Company Limited (stock code: WIJK), which is listed on the Stock Exchange of Thailand. He was awarded the title of "National Model Worker" in November 2020. He received a Doctorate degree in polymer chemical and physics from Sun Yat-sen University in June 2009 and was accredited as a professor-level senior engineer in April 2018.

The primary research field of Dr. Song is the forming and processing technology of new-type plastic pipe and its application. He presided over and participated in a number of science and technology projects at provincial and ministerial level. His main research directions include high-performance plastic pipe processing technology, composite pipe manufacturing technology, polymer composite material research, etc. His scientific achievements were highly regarded and he won various awards, including the first prize of

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## LETTER FROM THE BOARD

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the Science and Technology Progress Award of the China Light Industry Federation, the first prize of the Science and Technology Progress Award of the Ministry of Education, the first prize of the Guangdong Province Science and Technology Progress Award, and the China Patent Excellence Award. Dr. Song published more than ten scientific papers (included in SCI) and obtained nearly 100 patents. He took part in the formulation and revision of a number of national and industry standards.

Dr. Song has no relationship with any directors, senior management and substantial or controlling shareholders of the Company. He has entered into a service contract with the Group for a term of 3 years commencing from 24 May 2024 until terminated by not less than 3 months' notice in writing served by either party on the other. His remuneration is HK\$2,600,000 annually with discretionary bonus, which is determined with reference to the market rates and factors such as his workload, responsibility and job complexity. As at the Latest Practicable Date, he did not have any interests in Shares within the meaning of Part XV of the SFO.

### **Independent Non-Executive Director**

**Ms. Lu Jiandong**, aged 56, has been appointed as an independent non-executive director of the Company for over 5 years, with effect from 1 September 2020 (with the term of her current engagement letter being from 1 January 2024 to 31 December 2026). From 1 January 2022 to 31 December 2024, Ms. Lu was an executive director and chief financial officer of Jiaying TechnoDerma Medicines, Ltd.. She also served as an executive director in a subsidiary of the Company from January 2018 to July 2018. She worked for J.P. Morgan from August 2001 to February 2017, during which, she served as a managing director for J.P. Morgan investment banking team, junior resource manager for Asia Pacific region, chief operating officer for J.P. Morgan China securities joint venture, managing director and China head for J. P. Morgan infrastructure fund. She has extensive investment banking and investment experiences. She also has deep knowledge about capital markets and operation management. She served as a senior representative at John Hancock Mutual Life Insurance Company Beijing Representative Office from July 1994 to June 1999, and served as a public officer and chief translator in The Chinese People's Friendship Association with Foreign Countries from August 1991 to July 1994. She obtained a Master's degree in business administration from The Wharton School of the University of Pennsylvania in May 2001 and a Bachelor's degree in economics from Beijing International Studies University in July 1991.

Ms. Lu has no relationship with any directors, senior management and substantial or controlling shareholders of the Company. She has not entered into any service agreement or contract of employment with the Company. She was appointed for a term of 3 years from 1 January 2024, but her appointment is subject to rotation and re-election at general meetings

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## LETTER FROM THE BOARD

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of the Company in accordance with the Memorandum and Articles of Association. She receives a remuneration of HK\$360,000 annually for her directorship with the Company. The emoluments were mutually agreed upon between the Board and her with reference to her duties and responsibilities towards the Company and prevailing market conditions. As at the Latest Practicable Date, she did not hold any directorship(s) in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the Latest Practicable Date, nor did she have any interests in Shares within the meaning of Part XV of 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**

The Board proposes to make certain amendments (the “**Proposed Amendments**”) to the Memorandum and Articles of Association to, among other things, bring the Memorandum and Articles of Association in line with the latest regulatory requirements under the Listing Rules, and adopt the new amended and restated memorandum and articles of association (the “**New Memorandum and Articles of Association**”) incorporating and consolidating all the Proposed Amendments in substitution for in its entirety, and to the exclusion of, the Memorandum and Articles of Association.

The primary objectives of the Proposed Amendments are to (i) provide the Company with flexibility to hold treasury Shares under the New Memorandum and Articles of Association in view of the amendments to the Listing Rules relating to treasury Shares which came into effect on 11 June 2024; (ii) reflect the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023; (iii) allow the Company to hold general meetings that allow physical and virtual attendance by the Shareholders and allow the Shareholders to vote at general meetings by electronic means in order to reflect the relevant amendments made to the Listing Rules which took effect from 10 February 2025; and (iv) incorporate other consequential and housekeeping amendments to the Memorandum and Articles of Association which are in line with the above amendments.

Details of the Proposed Amendment 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, and the adoption of the New Memorandum and Articles of Association.

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## LETTER FROM THE BOARD

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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.

### DECLARATION OF FINAL DIVIDEND

The Board has recommended the declaration of a final dividend of HK20 cents per Share for the year ended 31 December 2025. 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, 10 July 2026 to Shareholders whose names appear on the Company's register of members on Friday, 12 June 2026.

The register of members of the Company will be closed from Wednesday, 10 June 2026 to Friday, 12 June 2026, 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, 9 June 2026.

### ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Garden Room A-B, 2/F., New World Millennium Hong Kong Hotel, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong at 10:00 a.m. on Thursday, 28 May 2026 is set out on pages 37 to 43 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 17M 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.

For the avoidance of doubt, holders of any treasury Shares shall abstain from voting at general meetings in respect of any treasury Shares held by them, if any.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the proposed resolutions for (a) granting the Directors the Proposed Issue and Resale Mandate; (b) granting the Directors the Proposed Repurchase Mandate; (c) appointment of executive Director; (d) the re-election of the Retiring Directors; (e) the Proposed Amendments to the Memorandum and Articles of Association; and (f) the Declaration of Dividend are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders 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 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 Appendices to this circular.

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

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## **APPENDIX I EXPLANATORY STATEMENT OF PROPOSED REPURCHASE MANDATE**

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*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 2025, 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.

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**APPENDIX I EXPLANATORY STATEMENT OF PROPOSED REPURCHASE MANDATE**

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**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</b> <i>HK\$</i>	<b>Lowest trading price per Share</b> <i>HK\$</i>
<b>2025</b>		
April	4.43	3.51
May	4.18	3.76
June	4.50	3.73
July	5.03	4.02
August	5.04	4.56
September	5.37	4.62
October	5.00	4.41
November	4.85	4.24
December	4.89	4.42
<b>2026</b>		
January	6.35	4.53
February	7.14	5.56
March	6.90	4.61
April (up to the Latest Practicable Date)	5.08	4.57

**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 Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

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## APPENDIX I EXPLANATORY STATEMENT OF PROPOSED REPURCHASE MANDATE

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To the extent permitted by the applicable laws of the Cayman Islands, for any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares. So far as the same may be applicable, the Directors 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 2,249,161,088 Shares, representing approximately 72.50% 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 approximately 80.55% of the aggregate number of issued Shares as reduced by the cancellation of all Shares repurchased upon the full exercise of the Proposed Repurchase Mandate. 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.

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**APPENDIX I EXPLANATORY STATEMENT OF PROPOSED REPURCHASE MANDATE**

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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.

The Company confirms that neither the explanatory statement set out in this Appendix nor the Proposed Repurchase Mandate has any unusual features.

**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:

Clause No.	Proposed amendments (showing changes to the existing Memorandum of Association)
2	The Registered Office of the Company shall be at the offices of <u>Vistra (Cayman) Limited, P.O. Box 31119, Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands</u> <del>Tricor Services (Cayman Islands) Limited, Second Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands</del> 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 Articles of Association)
2.2	<p>In these Articles, unless there be something in the subject or context inconsistent therewith:</p> <p>“Associate” shall mean, in relation to any Director:</p> <ul style="list-style-type: none"> <li>(i) his spouse and any of his or his spouse’s children or step children, natural or adopted, under the age of 18 (together, the “<b>family interests</b>”);</li> <li>(ii) the trustees, acting in their capacity as such trustees, of any trust of which he or any of his family interests is a beneficiary or, in the case of a discretionary trust, is (to his knowledge) a discretionary object and any company (a “<b>trustee-controlled company</b>”) in the equity capital of which the trustees, acting in their capacity as such trustees, are directly or indirectly interested so as to exercise 30% (or such other amount as may from time to time be specified in the HK Code on Takeovers and Mergers as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary (together, the “<b>trustee interests</b>”);</li> <li>(iii) a holding company of a trustee-controlled company or a subsidiary of any such holding company;</li> </ul>

**APPENDIX II                      DETAILS OF THE PROPOSED AMENDMENTS TO THE  
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Clause No.	Proposed amendments (showing changes to the existing Articles of Association)
	<p>(iv) <del>any company in the equity capital of which he, his family interests, any of the trustees referred to in paragraph (ii) above, acting in their capacity as such trustees, and/or any trustee interests taken together are directly or indirectly interested (other than through their respective interests in the capital of the Company) so as to exercise or control the exercise of 30% (or such other amount as may from time to time be specified in the HK Code on Takeovers and Mergers as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board and any other company which is its subsidiary or holding company or a fellow subsidiary of any such holding company; and</del></p> <p>(v) <del>any other persons who would be deemed to be an “Associate” of the Director under the Listing Rules</del> <u>have the meaning given to it in the Listing Rules.</u></p> <p><u>“black rainstorm warning”</u> shall have the meaning given to it under the Interpretation and General Clauses Ordinance (Cap. 1 of the Laws of Hong Kong).</p> <p><u>“Close Associate”</u> shall have the meaning given to it in the Listing Rules.</p> <p><u>“Corporate Communications”</u> shall have the meaning given to it in the Listing Rules.</p> <p><u>“extreme conditions”</u> shall mean extreme conditions as announced by the government of Hong Kong.</p> <p><u>“gale warning”</u> shall have the meaning given to it under the Interpretation and General Clauses Ordinance (Cap. 1 of the Laws of Hong Kong).</p> <p><u>“ordinary resolution”</u> shall mean a resolution passed by a simple majority of the votes of such members of the Company as, being entitled to do so, vote in person <u>(whether physically or by virtual attendance with the use of technology)</u>, or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting held in accordance with these Articles and includes an ordinary resolution passed pursuant to Article 13.12.</p>

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

Clause 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 Act 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 <u>(whether physically or by virtual attendance with the use of technology)</u>, 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> <p><b>“treasury share”</b> shall mean a share held by the Company in its own name as a treasury share in accordance with the Act.</p>
2.5	<p><b>“Writing”</b> or <b>“printing”</b> shall <del>include writing, unless the contrary intention appears, be construed as including without limitation printing, lithography, photography, type-writing and every other modes of representing words or figures in a legible and non-transitory visible form, and, only where used in connection with a notice served by the Company on members or other persons entitled to receive notices hereunder, shall also include a record maintained in an electronic medium which is accessible in visible form so as to be useable for subsequent reference including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the member’s election comply with all applicable laws, rules and regulations.</del></p>
2.6	<p>Any reference to the term “place” within these Articles shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a “place” for the <u>delivery, receipt, or payment of monies, whether by the Company or by members, shall not preclude the use of electronic means for such delivery, or payment. For the avoidance of doubt, references to a “place” in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, or postponements, or any other references to a “place” shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term “place” is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision.</u></p>
2.62.7	<p>Sections <u>8 and 19(3)</u> of the Electronic Transactions Act shall not apply.</p>

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MEMORANDUM AND ARTICLES OF ASSOCIATION**

Clause No.	Proposed amendments (showing changes to the existing Articles of Association)
<p>3.4</p> <p><b>How class rights may be modified</b></p> <p>App <u>A13</u> r.15</p>	<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 Act, be varied, modified or abrogated by at least three fourths of the voting rights of the members holding shares in present and voting in person (<u>whether physically or by virtual attendance with the use of technology</u>), or by proxy at such separate general meeting of members of the class. 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 of the issued shares (<u>excluding treasury shares</u>) of that class.</p>
<p><u>3.15</u></p>	<p><u>Shares that the Company purchases, redeems or otherwise acquires pursuant to these Articles may either be cancelled or held by the Company as treasury shares (to the extent permitted by the Act and the Listing Rules), in each case subject to and in accordance with the Act and the Listing Rules. Shares which have been cancelled shall be available for reissue. The Company may by resolution of the Board determine whether any shares so purchased, redeemed or otherwise acquired by the Company shall be cancelled or held as treasury shares.</u></p>
<p><u>3.16</u></p>	<p><u>All rights (including without limitation voting rights) and obligations attaching to a treasury share are suspended and shall not be exercised by the Company while it holds the share as a treasury share.</u></p>
<p><u>3.17</u></p>	<p><u>Treasury shares may be transferred by the Company on such terms and conditions (not otherwise inconsistent with the Act or these Articles) as the Company may by resolution of the Board determine.</u></p>
<p>4.5</p> <p>App <u>A13</u> r.20</p>	<p>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.</p>

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Clause No.	Proposed amendments (showing changes to the existing Articles of Association)
4.7 App <del>A13</del> r.20	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 in accordance with the terms equivalent to the relevant section of the Companies Ordinance, 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 App <del>A13</del> r.20	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 a fee of such amount as the Board may determine for each inspection, provided that such amount shall not exceed 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 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.
6.10 <b>Suspension of privileges while call in arrears</b>	No member shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another member) at any general meeting, either personally ( <u>whether physically or by virtual attendance with the use of technology</u> ) or by proxy, or be reckoned in a quorum, or to exercise any other privilege as a member until all sums or instalments due from him to the Company in respect of any call, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.
12.1 <b>When annual general meeting to be held</b> App <del>A13</del> r.14(1)	The Company shall in each financial 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; 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). The annual general meeting shall be held at such time and place as the Board shall appoint in its absolute discretion.

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Clause No.	Proposed amendments (showing changes to the existing Articles of Association)
<p>12.3 <b>Convening of extraordinary general meeting</b> App A13 r.14(5)</p>	<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 one or more members (including a recognized clearing house (or its nominee(s))) holding as at the date of deposit of the requisition, shares representing minimum of one tenth of the voting rights (<u>voting rights attaching to treasury shares are excluded</u>) of the Company, on a one vote per share basis, in the share capital (<u>excluding treasury shares</u>) of the Company. The written requisition 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). 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>
<p>12.4 <b>Notice of meetings</b> App A13 r.14(2)</p>	<p>An annual general meeting shall be called by not less than 21 days' notice in writing and all other general meetings (including an 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 exclusive 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 <u>and details for members to attend the meeting virtually with the use of technology</u>. 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>

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Clause No.	Proposed amendments (showing changes to the existing Articles of Association)
12.5 App A13 r.14(2)	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>(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% total voting rights at the meeting of all the members.</p>
12.6 App A13 r.14(3)	There shall appear with reasonable prominence in every notice of general meetings of the Company a statement that a member entitled to attend, speak and vote is entitled to appoint a proxy to attend, speak and vote instead of him and that a proxy need not be a member of the Company.
12.9 App A1 r.14(6)	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 <u>and to listen, speak and vote at a meeting without being physically present at the meeting</u> , and participation in such a meeting shall constitute presence at such meetings.
<u>12.10</u>	<u>If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board in its absolute discretion considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place specified in the notice calling such meeting, it may change or postpone the meeting to another date, time and place in accordance with Article 12.12.</u>
<u>12.11</u>	<u>The Board shall also have the power to provide in every notice calling a general meeting that in the event of a gale warning, a black rainstorm warning or extreme conditions (or the equivalent in the location of the relevant meeting) is/are in force at any time on the day of the general meeting (unless such warning has been cancelled at least a minimum period of time prior to the general meeting as the Board may specify in the relevant notice), the meeting shall be postponed without further notice to be reconvened on a later date in accordance with Article 12.12.</u>

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Clause No.	Proposed amendments (showing changes to the existing Articles of Association)
<p><u>12.12</u></p>	<p>Where a general meeting is postponed in accordance with Article 12.10 or 12.11:</p> <p>(a) <u>the Company shall endeavour to cause a notice of such postponement, which shall set out the reason for the postponement in accordance with the Listing Rules, to be placed on the Company’s Website and published on the Exchange’s website as soon as practicable, provided that failure to place or publish such notice shall not affect the automatic postponement of a general meeting pursuant to Article 12.11;</u></p> <p>(b) <u>the Board shall determine the date, time, place and details for members to attend virtually with the use of technology for the reconvened meeting and at least seven (7) clear days’ notice shall be given for the reconvened meeting in accordance with these Articles. Such notice shall specify the date, time and place at which the postponed meeting will be reconvened, details for members to attend such postponed meeting virtually with the use of technology and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and</u></p> <p>(c) <u>only the business set out in the notice of the original meeting shall be considered at the reconvened meeting, and notice given for the reconvened meeting does not need to specify the business to be considered at the reconvened meeting, nor shall any accompanying documents be required to be recirculated. Where any new business is to be considered at such reconvened meeting, the Company shall give a fresh notice for such reconvened meeting in accordance with Article 12.4.</u></p>
<p>13.2</p> <p><b>Quorum</b></p>	<p>For all purposes the quorum for a general meeting shall be two members present in person <u>(whether physically or by virtual attendance with the use of technology)</u> (or in the case of a corporation, by its duly authorised representative) or by proxy provided always that if the Company has only one member of record the quorum shall be that one member present in person <u>(whether physically or by virtual attendance with the use of technology)</u> or by proxy. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.</p>

Clause No.	Proposed amendments (showing changes to the existing Articles of Association)
<p>13.3</p> <p><b>When if quorum not present meeting to be dissolved and when to be adjourned</b></p>	<p>If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the member or members present in person <u>(whether physically or by virtual attendance with the use of technology)</u> (or in the case of a corporation, by its duly authorised representative) or by proxy shall be a quorum and may transact the business for which the meeting was called.</p>
<p>13.4</p> <p><b>Chairman of general meeting</b></p>	<p>The Chairman shall take the chair at every general meeting, or, if there be no such Chairman or, if at any general meeting such Chairman shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present shall choose another Director as Chairman, and if no Director be present, or if all the Directors present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members present (whether in person <u>(whether physically or by virtual attendance with the use of technology)</u> or represented by proxy or duly authorised representative) shall choose one of their own number to be Chairman.</p>
<p>13.4A</p>	<p>(a) For the avoidance of doubt, a member is deemed able to exercise the right to speak at a general meeting <u>(whether physically or by virtual attendance with the use of technology)</u> 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.</p>
<p>13.5</p> <p><b>Power to adjourn general meeting/ business of adjourned meeting</b></p>	<p>The Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days’ notice, specifying the place, the day <del>and</del>, the hour <u>and the details for members to attend the adjourned meeting virtually with the use of technology</u> of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p>

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

Clause No.	Proposed amendments (showing changes to the existing Articles of Association)
13.8 <b>Poll</b>	A poll shall (subject as provided in Article 13.10) be taken in such manner (including the use of ballot or voting papers or tickets <u>or electronic means</u> ) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.
14.1 <b>Votes of members</b> App <del>A13</del> r.14(3)	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 (a) every member present in person ( <u>whether physically or by virtual attendance with the use of technology</u> ), (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 for each share registered in his name in the register. On a poll a 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 shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll. <u>For the avoidance of doubt, votes may be cast by members by electronic means.</u>
14.2 <b>Counting of votes</b> App <del>A13</del> r.14(3)&(4)	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.
14.4 <b>Votes of joint holders</b>	Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally ( <u>whether physically or by virtual attendance with the use of technology</u> ) or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally ( <u>whether physically or by virtual attendance with the use of technology</u> ) or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof.

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

Clause No.	Proposed amendments (showing changes to the existing Articles of Association)
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, to attend, to speak or to vote (save as proxy for another member), or to be reckoned in a quorum, either personally <u>(whether physically or by virtual attendance with the use of technology)</u> or by proxy at any general meeting.
14.8 <b>Proxies</b> App <u>A13</u> r.18	Any member of the Company entitled to attend, speak 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 and vote at the meeting. Votes may be given either personally <u>(whether physically or by virtual attendance with the use of technology)</u> or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend, speak and vote in his stead at any one general meeting (or at any one class meeting).
14.9 <b>Instrument appointing proxy to be in writing</b> App <u>A13</u> r.18	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 duly authorised officer, attorney or other person duly authorised to sign the same. <u>The appointor should be allowed to send the instrument appointing a proxy by electronic means.</u>

Clause No.	Proposed amendments (showing changes to the existing Articles of Association)
<p>14.10</p> <p><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 <u>(i) 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) or (ii) if an electronic address is specified by the Company in the notice of meeting or in the instrument of proxy issued by the Company specifically for the purpose of receiving such instruments and the aforesaid authorities and documents for that meeting, sent or transmitted by electronic means to such electronic address subject to any conditions or limitations imposed by the Company, 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, speaking and voting in person (whether physically or by virtual attendance with the use of technology), at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</u></p>
<p>14.14</p> <p><b>Corporations/ clearing houses acting by representatives at meetings</b></p> <p>App A13 r.18</p>	<p>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 <u>(whether physically or by virtual attendance with the use of technology).</u></p>

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

Clause No.	Proposed amendments (showing changes to the existing Articles of Association)
14.15 App <del>A13</del> r.19	If a recognised clearing house (or its nominee(s)) is a member, it may appoint proxies or authorise such person or persons as it thinks fit to act as its representative(s), who enjoy rights equivalent to the rights of other members of the Company, at any general meetings of the Company or any general meetings of any class of members (including but not limited to general meetings and creditors meetings) provided that, if more than one person is so authorised, the authorisation 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 to substantiate that it is so authorised. A person so authorised pursuant to this provision shall 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 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.
16.2 <b>Board may fill vacancies/ appoint additional Directors</b> App <del>A13</del> 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 first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting.
16.6 <b>Power to remove Director by ordinary resolution</b> App <del>A13</del> r.4(3)	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 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 any claim for damages under any contract or compensation 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.

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

Clause No.	Proposed amendments (showing changes to the existing Articles of Association)
16.9	<p>An alternate Director shall (except when absent from Hong Kong), be entitled to receive and waive (in lieu of his appointor) notices of meetings of the Directors and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which the Director appointing him is not personally present <u>(whether physically or by virtual attendance with the use of technology)</u> and generally at such meeting to perform all the functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he (instead of his appointor) were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative and he need not use all his votes or cast all the votes he uses in the same way. If his appointor is for the time being absent from Hong Kong or otherwise not available or unable to act (as to which a certificate by the alternate shall in the absence of actual notice to the contrary to other Directors be conclusive), his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. To such extent as the Board may from time to time determine in relation to any committee of the Board, the provisions of this Article shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member. An alternate Director shall not, save as aforesaid, have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.</p>
<p>16.22</p> <p><b>Director may not vote where he has a material interest</b></p> <p><b>Director may vote in respect of certain matters</b></p>	<p>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 <u>Close</u> 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:</p> <p>(a) the giving of any security or indemnity either:</p> <p style="padding-left: 40px;">(i) to the Director or any of his <u>Close</u> 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</p> <p style="padding-left: 40px;">(ii) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his <u>Close</u> Associates has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;</p> <p>(b) any proposal concerning an offer of shares or debentures or other securities may promote or be interested in for subscription or purchase where the Director or any of his <u>Close</u> Associates is/are or is/are to be interested as a participant in the underwriting or sub underwriting of the offer;</p>

Clause No.	Proposed amendments (showing changes to the existing Articles of Association)
	<p><del>(e)</del> any proposal concerning any other company in which the Director or any of his Associates is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or any of his Associates is/are beneficially interested in the shares of that company, provided that, the Director and any of his Associates is/are not, in aggregate, beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of any of his Associates is derived) or of the voting rights;</p> <p><u>(c)</u> <del>(d)</del> any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:</p> <ul style="list-style-type: none"> <li>(i) the adoption, modification or operation of any employees’ share scheme or any share incentive scheme or share option scheme under which the Director or any of his <u>Close</u> Associates may benefit; or</li> <li>(ii) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates <del>both</del> to <u>the</u> Directors, <u>his</u> <u>Close</u> <del>their</del> Associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or any of his <u>Close</u> Associates as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and</li> </ul> <p><u>(d)</u> <del>(e)</del> any contract or arrangement in which the Director or any of his <u>Close</u> Associates is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.</p> <p><u>For the purpose of Article 16.22, the references to “Close Associate” shall be changed to “Associate” where the transaction or arrangement is a connected transaction under Chapter 14A of the Listing Rules.</u></p>

Clause No.	Proposed amendments (showing changes to the existing Articles of Association)
18.3	<p>Except as would, if the Company were a company incorporated in Hong Kong, be permitted by the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies Act, the Company shall not directly or indirectly:</p> <p>(a) make a loan to a Director or his <u>Close Associates</u> or a director of any holding company of the Company;</p>
<p>29.2</p> <p><b>Appointment and remuneration of Auditors</b></p> <p>App <u>A13</u> r.17</p>	<p>At the annual general meeting or at a subsequent extraordinary general meeting in each year, the members of the Company shall by ordinary resolution appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. 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. The remuneration of the Auditors shall be fixed by the Company in general meeting or in such manner as the members of the Company may determine by ordinary resolution. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. 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. 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.</p>
<p>30.1</p> <p><b>Service of notices</b></p>	<p><del>Except as otherwise provided in these Articles, a</del>Any notice or document (including any Corporate Communications) may be served by the Company and any notices may be served by the Board on any member:</p> <p>(a) <u>by serving it personally on the relevant person;</u></p> <p>(b) <u>by personally leaving it at the registered address of the relevant person (where such person is a member, at the registered address as appearing in the register);</u></p> <p>(c) <u>by sending it through the post in a prepaid envelop addressed to the relevant person at his registered address (where such person is a member, at the registered address as appearing in the register) or at any other address supplied by him to the Company for the purpose;</u></p> <p>(d) <u>by sending or transmitting it as an electronic communication to the relevant person at the electronic address provided by him in accordance with Article 30.1A, subject to the Company complying with the Listing Rules and all applicable laws and regulations from time to time in force with regard to any requirements for the obtaining of consent from such person;</u></p>

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MEMORANDUM AND ARTICLES OF ASSOCIATION**

Clause No.	Proposed amendments (showing changes to the existing Articles of Association)
	<p>(e) <u>by publishing it on the Company’s Website and/or the Exchange’s website, subject to the Company complying with the Listing Rules and all applicable laws and regulations from time to time in force with regard to any requirements for obtaining of consent from the relevant person and/or for giving notification to such person stating that the notice, document or publication is available on the Company’s Website and/or the Exchange’s website;</u></p> <p>(f) <u>by placing an advertisement published in the manner prescribed under the Listing Rules and all applicable laws, rules and regulations; or</u></p> <p>(g) <u>by sending or otherwise making it available to the relevant person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with the Listing Rules and all applicable laws, rules and regulations,</u></p> <p><del>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 subject to the Company complying with the Listing Rules and all applicable laws and regulations from time to time in force with regard to any requirements for obtaining of consent from the relevant person and/or for giving notification to such person stating that the notice, document or publication is available on the Company’s Website and/or the Exchange’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.</del></p>
30.1A	<p><u>Every person who is entitled to receive notice from the Company under the provisions of the Act or these Articles may register with the Company an electronic address to which notices can be served upon him.</u></p>

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

Clause No.	Proposed amendments (showing changes to the existing Articles of Association)
30.8	Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations. <u>A notice, document or publication placed on either the Company’s Website or the Exchange’s website is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date, in which case the deemed date of service shall be as provided or required by the Listing Rules.</u>
32.1 <b>Power to distribute assets in specie following liquidation</b> App <u>A13</u> r.21	<p>Subject to the Companies Act and the Listing Rules, the Company may by special resolution resolve that the Company be wound up voluntarily.</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 Act 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 Act, 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>
35 <b>Amendment of Memorandum and Articles</b> App <u>A13</u> r.16	Subject to the Act and the Listing Rules, the Company may at any time and from time to time by special resolution <u>of members in a general meeting</u> alter or amend its Memorandum of Association and Articles of Association in whole or in part.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

### 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 Garden Room A–B, 2/F., New World Millennium Hong Kong Hotel, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong at 10:00 a.m. on Thursday, 28 May 2026 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 2025;
2. To declare a final dividend of HK20 cents per share of the Company for the year ended 31 December 2025;
3. To appoint Mr. Huang Jinchao as executive Director (as defined below);
4. To re-elect each of the retiring Directors, namely (a) Mr. Zuo Manlun, (b) Ms. Zuo Xiaoping, (c) Mr. Chen Guonan, (d) Dr. Song Keming and (e) Ms. Lu Jiandong;
5. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the directors of the Company (the “**Directors**”);
6. To re-appoint Ernst & Young, certified public accountants, as independent auditor of the Company and authorise the Board to fix their remuneration;

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## NOTICE OF ANNUAL GENERAL MEETING

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7. 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**”) (including any sale or transfer of treasury Shares (which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) out of treasury) 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;
- (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 of the Company (the “**Memorandum and Articles of Association**”),

shall not exceed 20% of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of passing of this resolution and the said approval shall be limited accordingly;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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) and (c) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked;
- (e) any Shares to be allotted, issued or dealt with (including any sale or transfer of treasury Shares out of treasury) (whether wholly or partly for cash or otherwise) pursuant to the mandate in paragraph (a) of this resolution shall not be at a discount of more than 10% to the Benchmarked Price (as hereinafter defined) of such Shares; and
- (f) for the purpose of this resolution:

“**Benchmarked Price**” means the price which is the higher of:

- (i) the closing price of the Shares as quoted on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on the date of the agreement involving the relevant proposed issue of Shares; and
- (ii) the average closing price as quoted on the Stock Exchange of the Shares for the five trading days immediately preceding the earliest of:
  - (aa) the date of announcement of the transaction or arrangement involving the relevant proposed issue of Shares;
  - (bb) the date of the agreement involving the relevant proposed issue of Shares; and
  - (cc) the date on which the price of Shares that are proposed to be issued is fixed;

“**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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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;

“**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 on the Stock Exchange or on any other stock exchange recognised for this purpose by the Securities and Futures Commission and the Stock Exchange subject to and in accordance with all applicable laws, the Code on Share Buy-backs and the Rules Governing the Listing of Securities on the Stock Exchange, 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 (excluding any treasury Shares) 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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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.”

### SPECIAL RESOLUTION

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

8. “**THAT** the amendments to the Memorandum and Articles of Association set out in Appendix II to the circular of the Company dated 30 April 2026 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 amended and restated Memorandum and Articles of Association.”

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

Hong Kong, 30 April 2026

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## NOTICE OF ANNUAL GENERAL MEETING

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*Registered office:*

P.O. Box 31119  
Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman  
KY1-1205  
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

*Notes:*

1. Any member entitled to attend, speak and vote at a meeting of the Company may appoint a proxy or proxies to attend and vote instead of him/her/it. A proxy need not be a member of the Company. For the avoidance of doubt, holders of any treasury Shares shall abstain from voting at general meetings in respect of any treasury Shares held by them, if any.
2. A form of proxy by the members is enclosed with the circular of the Company dated 30 April 2026. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.lesso.com](http://www.lesso.com)). In order to be valid, the form of proxy shall be completed in accordance with the instructions printed on the form and deposited at, together with any power of attorney or other authority under which it is signed or a certified copy of such power of attorney, the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong 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 Tuesday, 26 May 2026 to Thursday, 28 May 2026, both dates inclusive, during such period no transfer of shares of the Company will be registered. In order to be eligible to attend, speak 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 Friday, 22 May 2026. Shareholders whose names appear on the register of members of the Company at the close of business on Thursday, 28 May 2026 are entitled to attend and vote at the Annual General Meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. The register of members of the Company will be closed from Wednesday, 10 June 2026 to Friday, 12 June 2026, 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, 9 June 2026.
6. Shareholders shall make enquiry to Computershare Hong Kong Investor Services Limited for arrangements of the meeting in the event that a tropical cyclone warning no. 8 or above or a "black" rainstorm warning signal is hoisted in Hong Kong on the day of the meeting or that there are "extreme conditions" caused by super typhoons on the day of the meeting.
7. 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/it 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).

*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, Mr. Luo Jianfeng, Dr. Song Keming and Mr. Huang Zhanxiong; and the independent non-executive Directors are Dr. Tao Zhigang, Mr. Cheng Dickson, Ms. Lu Jiandong, Dr. Hong Ruijiang and Ms. Lee Vanessa.*