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

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

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LUNG KEE GROUP HOLDINGS LIMITED

龍記集團控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 255)

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

The notice convening the Annual General Meeting to be held at Boardroom 3–4, M/F (Above Florist), Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Monday, 19th May, 2025 at 3:30 p.m. is set out on pages 12 to 16 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the head office and principal place of business of the Company at Unit A, 15th Floor, Kings Wing Plaza 2, No.1 On Kwan Street, Sha Tin, New Territories, Hong Kong as soon as possible but in any event not later than 3:30 p.m. on 17th May, 2025 (being at least 48 hours before the time fixed for holding the meeting) or not less than 48 hours before the time of the holding of any adjourned meeting.

Hong Kong, 3rd April, 2025

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be convened and held at Boardroom 3–4, M/F (Above Florist), Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on 19th May, 2025 at 3:30 p.m. or, where the context so admits, any adjournment thereof
“Board”	the board of Directors
“Bye-law(s)”	bye-law(s) of the Company, as amended from time to time
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	Lung Kee Group Holdings Limited (formerly known as Lung Kee (Bermuda) Holdings Limited), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the HKSE
“Director(s)”	director(s) of the Company for the time being
“Group”	the Company and/or its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSE”	The Stock Exchange of Hong Kong Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	26th March, 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the HKSE
“Memorandum of Association”	Memorandum of Association of the Company, as amended from time to time
“Nomination Committee”	the Nomination Committee of the Company
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the notice of Annual General Meeting
“Share Buy-back Mandate”	the proposed general mandate to be granted to the Directors to buy back Shares as defined in paragraph 2 of the Letter from the Board contained in this circular
“Share Issue Mandate”	the proposed general mandate to be granted to the Directors to allot, issue and deal in Shares as defined in paragraph 3 of the Letter from the Board contained in this circular

DEFINITIONS

“Share(s)”	share(s) of a nominal or par value of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Hong Kong Securities and Futures Commission as amended from time to time
“%”	per cent.



LUNG KEE GROUP HOLDINGS LIMITED

龍記集團控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 255)

Executive Directors:

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

Independent Non-Executive Directors:

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

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head Office and

Principal Place of Business:

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

3rd April, 2025

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

At the annual general meeting of the Company held on 27th May, 2024, a general mandate was given to the Directors to exercise the powers of the Company to buy back Shares and another general mandate was given to the Directors to allot, issue and deal with Shares. These general mandates will lapse at the conclusion of the Annual General Meeting.

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

LETTER FROM THE BOARD

2. GENERAL MANDATE TO BUY BACK SHARES

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

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

3. GENERAL MANDATE TO ISSUE SHARES

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

4. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive directors of the Company are Mr. Siu Tit Lung, Mr. Siu Yuk Lung, Mr. Wai Lung Shing, Mr. Ting Chung Ho, Mr. Siu Yuk Tung, Ivan and Mr. Siu Yu Hang, Leo; and the independent non-executive directors of the Company are, Dr. Lee Tat Yee, Mr. Wong Hak Kun and Ms. He Lamei.

Pursuant to the Bye-law 87(1) and Bye-law 169(2) of the Bye-laws, Mr. Siu Tit Lung, Mr. Siu Yu Hang, Leo and Ms. He Lamei, shall retire from office by rotation at the Annual General Meeting and shall be eligible for re-election. Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II of this circular.

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

The Nomination Committee evaluated the performance of Ms. He Lamei and is of the view that she has provided valuable contribution to the Company and has demonstrated her ability to provide independent, balanced and objective view to the Company’s affairs. The Nomination Committee is also of the view that Ms. He Lamei would bring to the Board her own perspective, skills and experience, as further described in her respective details in Appendix II of this circular.

LETTER FROM THE BOARD

Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Ms. He Lamei could contribute to the diversity of the Board, in particular, with her strong educational background and professional experience in her expertise.

The Nomination Committee nominated and the Board recommended Mr. Siu Tit Lung, Mr. Siu Yu Hang, Leo and Ms. He Lamei to stand for re-election as Directors at the Annual General Meeting. Separate resolution will be proposed at the Annual General Meeting to approve the re-election of each retiring director.

5. ANNUAL GENERAL MEETING

Resolutions will be proposed to the Shareholders in respect of ordinary business to be considered at the Annual General Meeting including re-election of retiring directors; and special business to be considered at the Annual General Meeting, being the Ordinary Resolutions proposed to approve the Share Buy-back Mandate, the Share Issue Mandate and adding to such general mandate so granted to the Directors any Shares bought back by the Company under the Share Buy-back Mandate.

The notice convening the Annual General Meeting is set out on pages 12 to 16 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the head office and principal place of business of the Company at Unit A, 15th Floor, Kings Wing Plaza 2, No.1 On Kwan Street, Sha Tin, New Territories, Hong Kong as soon as possible and in any event not later than 3:30 p.m. on 17th May, 2025 (being at least 48 hours before the time fixed for holding the meeting) or not less than 48 hours before the time of the holding of any adjourned meeting.

6. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution, which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Chairman will therefore demand all resolutions set out in the notice of the Annual General Meeting to be decided by poll pursuant to Bye-law 66 of the Bye-laws.

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

7. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 14th May, 2025 to 19th May, 2025, both days inclusive, during which period no share transfer will be effected. In order to qualify for attending and voting at the Annual General Meeting, all share certificates accompanied by the completed transfer forms either overleaf or separate or standard transfer form, must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited of Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 13th May, 2025.

The register of members of the Company will be closed from 27th May, 2025 to 28th May, 2025, both days inclusive, during which period no share transfer will be effected. In order to qualify for the proposed final dividend and final special dividend, all share certificates accompanied by the completed transfer forms either overleaf or separate or standard transfer form, must be lodged with the Hong Kong branch share registrar and

LETTER FROM THE BOARD

transfer office of the Company, Computershare Hong Kong Investor Services Limited of Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on 26th May, 2025.

8. RECOMMENDATION

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

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
Siu Tit Lung
Chairman

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

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

LISTING RULES RELATING TO THE BUY-BACK OF SHARES

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

SHAREHOLDERS' APPROVAL

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

EXERCISE OF THE SHARE BUY-BACK MANDATE

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

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

REASONS FOR THE BUY-BACK OF SHARES

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

FUNDING OF THE BUY-BACK OF SHARES

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

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the latest published audited consolidated accounts contained in the Annual Report for the year ended 31st December, 2024 in the event that Share Buy-back Mandate is exercised in full. However, the Directors do not propose to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels, which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

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

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2024		
April	1.20	1.10
May	1.45	1.15
June	1.35	1.18
July	1.39	1.17
August	1.32	1.17
September	1.24	1.10
October	1.29	1.11
November	1.20	1.09
December	1.16	1.05
2025		
January	1.25	1.06
February	1.22	1.17
March	1.61	1.18

UNDERTAKING

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

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

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

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

TAKEOVERS CODE

If as a result of buy-back of Shares by the Company, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a shareholder, or group of shareholders acting in concert, could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

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

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

SHARES BOUGHT BACK BY THE COMPANY

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

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

Mr. Siu Tit Lung

Mr. Siu Tit Lung, aged 74, has been an executive director and the chairman of the Company since December 1992 and is a co-founder of the Group. He is a director of certain subsidiaries of the Company. He is also a director of Pan Island Investments Limited, the substantial shareholder of the Company. Save as disclosed above, Mr. Siu did not hold any directorships in other listed public companies in the last three years or any positions with the Company or other members of the Group.

Mr. Siu has many years of experience in metal trading and mould base manufacturing. He was awarded the Young Industrialist Award of Hong Kong in 1993. He is also an honorary citizen of Heyuan City, Guangdong Province in the People's Republic of China (the "PRC").

Pursuant to the service agreement entered into between the Company and Mr. Siu, the appointment shall be terminated by either the Company or Mr. Siu giving to the other not less than 6 months' notice in writing to determine the same. Mr. Siu's directorship with the Company is also subject to the retirement by rotation pursuant to the Bye-laws. Mr. Siu is entitled to a salary and other benefit of HK\$8,400,000 per annum and a discretionary bonus which is determined by reference to his performance and operating results of the Group. Mr. Siu is the elder brother of Mr. Siu Yuk Lung, the father of Mr. Siu Yuk Tung, Ivan and the uncle of Mr. Siu Yu Hang, Leo. As at the Latest Practicable Date, Mr. Siu is interested in 407,372,381 Shares, within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), representing approximately 64.49% of the issued share capital of the Company.

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

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

Mr. Siu Yu Hang, Leo

Mr. Siu Yu Hang, Leo, aged 45, joined the Group in July 2008 as assistant to director of the Company and has been appointed as an executive director of the Company since January 2017 and is also a director of certain subsidiaries of the Company. Save as disclosed above, Mr. Siu did not hold any directorships in other listed public companies in the last three years or any positions with the Company or other members of the Group.

Mr. Siu graduated from the University College London, United Kingdom with a Bachelor of Science Degree in Mathematics with Economics and from the University of Cambridge, United Kingdom with a Certificate of Advanced Studies in Mathematics. He worked in an international financial institution prior to joining the Group in July 2008 and has substantial experience in business management and operation.

Pursuant to the service agreement entered into between the Company and Mr. Siu, the appointment shall be terminated by either the Company or Mr. Siu giving to the other not less than 6 months' notice in writing to determine the same. Mr. Siu's directorship with the Company is also subject to the retirement by rotation pursuant to the Bye-laws. Mr. Siu is entitled to a salary and other benefit of HK\$1,920,000 per annum and a discretionary bonus which is determined by reference to his performance and operating results of the Group. Mr. Siu is a son of Mr. Siu Yuk Lung, a nephew of Mr. Siu Tit Lung and a cousin of Mr. Siu Yuk Tung, Ivan. As

at the Latest Practicable Date, Mr. Siu is interested in 367,306,937 Shares, within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), representing approximately 58.15% of the issued share capital of the Company.

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

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

Ms. He Lamei

Ms. He Lamei, aged 56, has been appointed as an independent non-executive director of the Company since March 2022. She is the chairman of the Nomination Committee of the Company. Save as disclosed above, Ms. He did not hold any directorships in other listed public companies in the last three years or any positions with the Company or other members of the Group.

Ms. He graduated from The University of Ibaraki, Japan with a Bachelor Degree in Social Sciences and from the Hong Kong Metropolitan University with a Master of Business Administration Degree. She has many years of experience in steel manufacturing and trading. Ms. He is a member of The Hong Kong Institute of Directors.

Pursuant to the service agreement entered into between the Company and Ms. He, the length of service of Ms. He has been fixed at two years. Ms. He's directorship with the Company is also subject to the retirement by rotation pursuant to the Bye-laws of the Company. Ms. He will be entitled to a fee of HK\$381,000 per annum which is determined by the Board with reference to her duties and responsibilities with the Company. Ms. He is independent of and not connected with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Ms. He did not have any interest or deemed interest in the Shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

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

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

NOTICE OF ANNUAL GENERAL MEETING

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LUNG KEE GROUP HOLDINGS LIMITED

龍記集團控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 255)

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of shareholders of Lung Kee Group Holdings Limited (the “**Company**”) will be held at Boardroom 3–4, M/F (Above Florist), Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Monday, 19th May, 2025 at 3:30 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and consider the audited financial statements of the Company and the reports of the directors and auditor of the Company for the year ended 31st December, 2024.
2. To approve and declare a final dividend and a final special dividend of the Company for the year ended 31st December, 2024.
3. To determine the maximum number of directors of the Company for the time being be 15.
4.
 - (a) To re-elect Mr. Siu Tit Lung as executive director of the Company.
 - (b) To re-elect Mr. Siu Yu Hang, Leo as executive director of the Company.
 - (c) To re-elect Ms. He Lamei as independent non-executive director of the Company.
5. To authorize the board of directors of the Company to fix the remuneration of directors of the Company.
6. To authorize the board of directors of the Company to appoint any person as a director of the Company either to fill a casual vacancy on the board of directors of the Company or as an addition to the existing board of directors of the Company so long as the number of directors of the Company so appointed shall not exceed 15 or such other maximum number as may be determined from time to time by members of the Company in general meeting at their discretion.
7. To re-appoint auditor of the Company and authorize the board of directors of the Company to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

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

“THAT:

- (A) subject to paragraph (C) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (“**Shares**”) and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this Resolution shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (A) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of Shares upon the exercise of subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantee as specified in such scheme or similar arrangement of Shares or rights to acquire the Shares; or (iii) an issue of Shares pursuant to any scrip dividends or similar arrangement providing for allotment of Shares in lieu of the whole or part of the dividend on Shares in accordance with the Bye-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (D) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; or
 - (iii) the date on which the authority given under this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of Shares or issue of option, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the directors of the Company to the holders of Shares, or any class of Shares, whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such Shares (or, where appropriate, such other securities) as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

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

“**THAT:**

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

NOTICE OF ANNUAL GENERAL MEETING

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

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

By order of the Board
Lung Kee Group Holdings Limited
Wai Lung Shing
Director and Company Secretary

Hong Kong, China, 3rd April, 2025

Notes:

1. A shareholder of the Company entitled to attend and vote at this meeting is entitled to appoint one or if he holds two or more shares more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
2. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the head office and principal place of business of the Company at Unit A, 15th Floor, Kings Wing Plaza 2, No.1 On Kwan Street, Sha Tin, New Territories, Hong Kong not later than 3:30 p.m. on 17th May, 2025 (being at least 48 hours before the time fixed for holding this meeting) or not less than 48 hours before the time of the holding of any adjourned meeting.
3. Where there are joint holders of any share of the Company, any one of such joint holders may vote at this meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at this meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. The register of members of the Company will be closed from 14th May, 2025 to 19th May, 2025, both days inclusive, during which period no share transfer will be effected. In order to qualify for attending and voting at this meeting, all share certificates accompanied by the completed transfer forms either overleaf or separate or standard transfer form, must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited of Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on 13th May, 2025.

NOTICE OF ANNUAL GENERAL MEETING

5. The register of members of the Company will be closed from 27th May, 2025 to 28th May, 2025, both days inclusive, during which period no share transfer will be effected. In order to qualify for the proposed final dividend and final special dividend, all share certificates accompanied by the completed transfer forms either overleaf or separate or standard transfer form, must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited of Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on 26th May, 2025.
6. Pursuant to the Rules Governing the Listing of Securities on the HKSE, any vote of members at a general meeting must be taken by poll. Accordingly, the chairman of this meeting will demand poll voting for all the resolutions set out in the notice of the annual general meeting.

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