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RAYMOND Industrial Ltd

利 民 實 業 有 限 公 司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 0229)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**AGM**”) of Raymond Industrial Limited (the “**Company**”) will be held at Inter-Continental Grand Stanford Hong Kong, No. 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong at 3:00 p.m. on 26 May 2014 (Monday) for the following purposes:

Ordinary Business

1. To receive and adopt the audited financial statements, report of the directors of the Company (the “**Directors**”) and the independent auditors of the Company for the year ended 31 December 2013.
2. To declare a final dividend of HK4 cents per share for the year ended 31 December 2013.
3. To re-elect the retiring Directors and authorize the board of Directors (the “**Board**”) to fix their remuneration.
4. To re-appoint Messrs. Baker Tilly Hong Kong Ltd. as the auditors of the Company and authorize the Board to fix their remuneration.

Special Business

To consider and, if thought fit, to pass with or without amendments the following resolution as ordinary resolution:

5. “**THAT**
 - (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into the Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into the Shares) which might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate number of issued Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the subscription rights or conversion under the terms of any securities which are convertible into the Shares or warrants to subscribe for the Shares; (iii) any share option scheme or similar arrangement for the time being adopted for the grant to the Directors and employees of the Company and/or other eligible persons of the rights to acquire the Shares; or (iv) any scrip dividend on the Shares in accordance with the Articles of Association of the Company, shall not exceed 20% of the aggregate number of issued Shares of the Company as at the date of the passing of this resolution; and
- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting;

and

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions 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).”

By order of the Board
Wong, Wilson Kin Lae
Chairman

Hong Kong, 17 April 2014

Registered office and principal place of business:
Rooms 1801-1813, 18th Floor, Grandtech Centre
8 On Ping Street, Shatin
New Territories, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he was solely entitled thereto; but if more than one of such joint holders are present at the above meeting, the vote of the person, whether attending in person or by proxy, whose name stands first on the register of members of the Company in respect of such Share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
3. 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 certified copy of such power or authority must be deposited at the registered office of the Company at Rooms 1801-1813, 18th Floor, Grandtech Centre, 8 On Ping Street, Shatin, New Territories, Hong Kong not less than 48 hours before the time appointed for the holding of the above meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude any member from attending and voting at the above meeting (or any adjournment thereof) in person.
4. The register of members of the Company will be closed for the following periods:
 - (1) For the purpose of determining shareholders who are entitled to attend and vote at the forthcoming annual general meeting to be held on Monday, 26 May 2014 (“**2014 AGM**”), the register of members of the Company will be closed from Thursday, 22 May 2014 to Monday, 26 May 2014, both days inclusive. In order to be qualified for attending and voting at the 2014 AGM, all transfer documents should be lodged for registration with the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 21 May 2014.
 - (2) For the purpose of determining shareholders who are qualified for the final dividend, the register of members of the Company will be closed on Friday, 30 May 2014 to Tuesday, 3 June 2014, both days inclusive. In order to be qualified for the final dividend, all transfer documents should be lodged for registration with the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Thursday, 29 May 2014.
5. A circular containing, inter alia, details of the proposed general mandate to issue Shares of the Company and information of the retiring Directors who are proposed to be re-elected at the 2014 AGM will be dispatched to the shareholders of the Company.

As at the date hereof, the Board comprises the following Directors:

Executive Directors:

Mr. Wong, Wilson Kin Lae; Mr. Wong, John Ying Man; Mr. Wong, Raymond Man Hin and Mr. Mok, Kin Hing

Non-executive Directors:

Dr. Wong, Philip Kin Hang, *GBS, JP, LLD, DH*; Mr. Xiong, Zhengfeng and Ms. Li, Yinghong

Independent Non-executive Directors:

Mr. Leung, Michael Kai Hung; Mr. Fan, Anthony Ren Da; Mr. Ng, Yiu Ming and Mr. Lo, Wilson Kwong Shun

Alternate Directors:

Mr. Zhang, Yuankun (*alternate to Mr. Wong, Wilson Kin Lae*)

Mr. Wong, David Ying Kit (*alternate to Dr. Wong, Philip Kin Hang*)