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## **LAM SOON (HONG KONG) LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 411)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of Lam Soon (Hong Kong) Limited (the “Company”) will be held at 3rd Floor, Lam Soon Building, 21 Dai Fu Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Wednesday, 26 November 2014 at 12:00 noon, for the following purposes:

#### **As Ordinary Business:**

1. To lay before the meeting the audited Financial Statements together with the Reports of the Directors and Auditors thereon for the year ended 30 June 2014.
2. To declare a final dividend. (Resolution 1)
3. To fix the fees of the Directors for the year ended 30 June 2014. (Resolution 2)
4. To re-elect the following retiring Directors:
  - (A) Mr. Joseph Leung (Resolution 3)
  - (B) Dr. Whang Sun Tze (Resolution 4)
  - (C) Mr. Au Chee Ming (Resolution 5)
  - (D) Mr. Huang Lester Garson, J.P. (Resolution 6)
5. To appoint Auditors and to authorise the Board of Directors to fix their remuneration. (Resolution 7)

**As Special Business:**

6. To consider and, if thought fit, pass with or without amendments, the following as ordinary resolutions:

**Ordinary Resolutions**

A. **“THAT:**

(Resolution 8)

- (a) subject to paragraph (b), the exercise by the Directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited, subject to and in accordance with all applicable laws of the Hong Kong Special Administrative Region and the Articles of Association of the Company, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be re-purchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10% of the aggregate number of the shares of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes 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 the Articles of Association of the Company or any applicable law to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution in general meeting.”

B. **“THAT:**

(Resolution 9)

- (a) subject to paragraph (b), the exercise by the Directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and deal with additional shares of the Company or securities convertible into such share or warrants or similar rights to subscribe for any shares in the Company and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period (as defined hereinafter) be and is hereby generally and unconditionally approved;
- (b) 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 of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as defined hereinafter);
  - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or securities which are convertible into shares of the Company;
  - (iii) the exercise of any option or subscription rights under the Company's share option schemes or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or
  - (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 of the Company in accordance with the Articles of Association of the Company,

shall not exceed 20% of the aggregate number of the shares of the Company in issue on the date of the passing of this resolution and the said approval shall be limited accordingly; and

(c) For the purposes 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 the Articles of Association of the Company or any applicable laws to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares (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 recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

C. “**THAT** conditional upon the passing of the resolution nos. 8 and 9 set out in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or deal with additional shares pursuant to resolution no. 9 set out in the notice convening this meeting be and is hereby extended by the addition thereto of the aggregate number of the shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 8 set out in the notice convening this meeting, provided that such number shall not exceed 10% of the total number of the shares of the Company in issue at the date of passing of this resolution.” (Resolution 10)

7. To consider and, if thought fit, pass with or without amendments, the following as special resolution:

### **Special Resolution**

**“THAT:**

(Resolution 11)

- (a) the Company’s new articles of association, a copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the articles of association of the Company, in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company; and
- (b) any Director or the secretary of the Company be and is hereby authorised to do all things necessary to effect and record the adoption of the Company's new articles of association.”

By Order of the Board  
**CHENG Man Ying**  
*Company Secretary*

Hong Kong, 24 October 2014

*Notes:*

- (1) A shareholder entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy does not need to be a shareholder of the Company.
- (2) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a copy of such authority notarially certified, must be deposited at the registered office of the Company at 3rd Floor, Lam Soon Building, 21 Dai Fu Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting, as the case may be. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the meeting if the shareholder so wishes.
- (3) The Register of Members of the Company will be closed from Monday, 24 November 2014 to Wednesday, 26 November 2014 (both days inclusive) during which period no transfer of shares will be registered. In order for the shareholders to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Share Registrars and Transfer Office – Hongkong Managers and Secretaries Limited (“HKMS”) at Units 1607-8, 16th Floor, Citicorp Centre, 18 Whitfield Road, Causeway Bay, Hong Kong, not later than 4:00 p.m. on Friday, 21 November 2014 for registration.

The Register of Members of the Company will also be closed from Wednesday, 3 December 2014 to Thursday, 4 December 2014 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for the final dividend, subject to Shareholders’ approval at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with HKMS, not later than 4:00 p.m. on Tuesday, 2 December 2014 for registration.

- (4) If typhoon signal no. 8 or above, or a “black” rainstorm warning is in effect any time between 10:00 a.m. and the meeting time on the meeting date, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company’s website ([www.lamsoon.com](http://www.lamsoon.com)) to notify shareholders of the date, time and place of the rescheduled meeting.

As at the date of this announcement, the board of directors of the Company comprises:

*Chairman:*

Mr. KWEK Leng Hai

*Group Managing Director:*

Mr. Joseph LEUNG

*Non-Executive Directors:*

Dr. WHANG Sun Tze

Mr. TAN Lim Heng

Mr. TSANG Cho Tai

*Independent Non-Executive Directors:*

Mr. LO Kai Yiu, Anthony

Mr. AU Chee Ming

Mr. HUANG Lester Garson, J.P.

*This announcement can be retrieved from websites of the The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.lamsoon.com>).*