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

If you have sold or transferred all your shares in **Lamtex Holdings Limited** (the “Company”), you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or transferee or to the bank, stockbroker or other registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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林達控股有限公司
LAMTEX HOLDINGS LTD.
STOCK CODE 股份代號1041

(Incorporated in Bermuda with limited liability)
(Stock code: 1041)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 2/F, 100QRC, 100 Queen’s Road Central, Central, Hong Kong, on Monday, 28 May 2018 at 11:00 a.m. is set out on pages 14 to 18 of this circular.

A proxy form for use at the annual general meeting is enclosed with this circular. Whether or not you intend to attend the meeting or any adjournment thereof, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

23 April 2018

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	3
2. Issue Mandate	4
3. Repurchase Mandate	4
4. Proposed Re-election of Directors	4
5. AGM	4
6. Voting by Way of Poll	5
7. Recommendation	5
8. Further Information	5
Appendix I – Explanatory Statement for the Repurchase Mandate	6
Appendix II – Particulars of Directors Proposed for Re-election	9
Notice of Annual General Meeting	14
<i>Accompanying: Form of proxy for AGM</i>	

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 2/F, 100QRC, 100 Queen’s Road Central, Central, Hong Kong at 11:00 a.m. on Monday, 28 May 2018, notice of which is set out on pages 14 to 18 of this circular
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company
“close associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Company”	Lamtex Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“Extended Mandate”	a general mandate to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the issued share capital of the Company as at the date of passing of the ordinary resolution granting such mandate
“General Mandates”	the Issue Mandate, the Repurchase Mandate and the Extended Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with new Shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution granting such mandate

DEFINITIONS

“Latest Practicable Date”	17 April 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	the notice convening the AGM as set out on pages 14 to 18 of this circular
“PRC”	the People’s Republic of China
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution granting such mandate
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of US\$0.005 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary” or “Subsidiaries”	company(ies) which is/are for the time being subsidiary(ies) (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) of the Company
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD



林達控股有限公司
LAMTEX HOLDINGS LTD.

STOCK CODE 股份代號1041

(Incorporated in Bermuda with limited liability)

(Stock code: 1041)

Executive Directors:

Mr. WEN Jialong (*Chairman*)

Mr. WU Xiaolin

Non-executive Directors:

Mr. LUNG Chee Ming George

Mr. LIU Zhanqing

Independent Non-executive Directors:

Dr. LOKE Yu alias Loke Hoi Lam

Mr. TSE Long

Mr. ZENG Zhaolin

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place of
business in Hong Kong:*

Room 1814-1815, 18/F.

Star House

3 Salisbury Road

Tsim Sha Tsui

Kowloon

Hong Kong

23 April 2018

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the last annual general meeting of the Company held on 19 May 2017, general mandates were given to the Directors to exercise the powers of the Company to issue Shares and to repurchase Shares. Such mandates will lapse at the conclusion of the AGM. Ordinary resolutions will therefore be proposed at the AGM for the granting of general mandates to the Directors to issue Shares and to repurchase Shares.

The purpose of this circular is to provide you with the relevant information regarding the resolutions to be proposed at the AGM, including the proposed grant of the General Mandates and the proposed re-election of the retiring Directors.

LETTER FROM THE BOARD

2. ISSUE MANDATE

At the AGM, ordinary resolutions will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company (i) to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM; and (ii) to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 1,344,976,579 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company from the Latest Practicable Date to the date of the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 268,995,315 Shares.

3. REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

4. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to the Bye-Laws, Mr. Wen Jialong (温家瓏), Mr. Liu Zhanqing (劉湛清), Dr. Loke Yu alias Loke Hoi Lam (陸海林) and Mr. Zeng Zhaolin (曾肇林) will retire as Directors and, being eligible, will offer themselves for re-election in accordance with the Bye-Laws at the AGM. Particulars of their biographical details are set out in Appendix II to this circular.

5. AGM

A notice convening the AGM is set out on pages 14 to 18 of this circular.

Enclosed with this circular is a proxy form for use at the AGM. Whether or not you intend to attend the AGM or any adjournment thereof, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of

LETTER FROM THE BOARD

the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish. In the event that a shareholder having lodged a proxy form attends the AGM, his/her proxy form will be deemed to be revoked.

6. VOTING BY WAY OF 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 for purely procedural or administrative matters. The Chairman of the AGM will therefore put each of the resolutions to be proposed at the AGM to be voted by way of a poll pursuant to Bye-law 66 of the Bye-Laws. The Company will then announce the results of the poll in the manner stipulated under Rule 13.39(5) of the Listing Rules.

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on any resolutions to be approved at the AGM.

7. RECOMMENDATION

The Directors believe that the proposed grant of the General Mandates (including the Issue Mandate, the Repurchase Mandate and the Extended Mandate), and the proposed re-election of the retiring Directors are in the best interests of the Company and its Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM referred to above and as set out in the Notice.

8. FURTHER 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
Wu Xiaolin
Executive Director

The following is the explanatory statement required to be sent to Shareholders under Rule 10.06(1)(b) of the Listing Rules to provide requisite information for Shareholders to make an informed decision on whether to vote for or against the resolution to approve the Repurchase Mandate.

I. Share capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,344,976,579 Shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date up to the date of passing of the relevant resolution at the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 134,497,657 Shares, representing 10% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM.

II. Reasons for repurchases

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

III. Funding of repurchases

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-Laws, the Listing Rules and the applicable laws of Bermuda. A listed company may not repurchase its own shares on the Main Board of the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. It is envisaged that the funds required for any repurchase under the Repurchase Mandate would be derived from those funds of the Company which are legally permitted to be utilised in this connection.

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 audited accounts of the Company for the year ended 31 December 2017 in the event that the repurchase of Shares under the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

IV. Shares repurchases made by the company

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the last six months preceding the Latest Practicable Date.

V. Share prices

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months up to the Latest Practicable Date were as follows:

Month	Price per share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
April	0.445	0.320
May	0.420	0.350
June	0.440	0.355
July	0.390	0.310
August	0.380	0.275
September	0.350	0.300
October	0.590	0.315
November	0.480	0.380
December	0.460	0.340
2018		
January	0.590	0.375
February	0.710	0.470
March	0.580	0.415
April (up to the Latest Practicable Date)	0.530	0.435

VI. Undertaking and disclosure of interests

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company and no such person has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

VII. Takeovers Code and public float

If as a result of repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers

Code. As a result, a Shareholder or a group of Shareholders acting in concert (as interpreted according to the Takeovers Code), depending on the level of the increase of the Shareholder's interest, could obtain or consolidate control of the Company and thereby become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases under the Repurchase Mandate.

The Company will not repurchase Shares to such extent as to result in the amount of Shares held by the public being reduced to less than 25% of the total share capital of the Company.

The biographical details of the Directors eligible for re-election at the AGM are set out below:

- (i) **Mr. Wen Jialong** (溫家龍) (“Mr. Wen”), aged 48, is an executive director of the Company who joined us on 17 July, 2017. Mr. Wen is a Deputy to the 12th Guangdong Provincial People’s Congress (廣東省第十二屆人民代表大會代表), the President of the Guangdong Small Commodity Association (廣東省小商品協會會長), the Vice President of Shenzhen Enterprise Confederation (深圳市企業聯合會副會長), the Vice Chairman of the Maoming Federation of Industry and Commerce (茂名市工商業聯合會(總商會)副主席) and the President of the Shenzhen Small Commodity Association (深圳市小商品協會會長). He is also the President (Starlight) of Elderly Association, Shenzhen (深圳市老年協會星光會長). He is an honorary fellow of the Oxford Centre for Leadership and Society of Business Practitioners of England and an honorary doctor of the International American University. Mr. Wen has extensive experience in project running and capital operations and is an experienced entrepreneur. He is currently the director of Cancare Group (H.K.) Limited and Cancare China Merchants Group (HK) Limited and the vice-chairman of 3D-GOLD Enterprises Development (Shenzhen) Co. Ltd. and 3D-GOLD Jewellery Company Limited, subsidiaries of Hong Kong Resources Holdings Company Limited, a company listed on the Stock Exchange. In addition, he also has over 15 years of experience in the production of wires and cables, jacks and connectors used in electronic, automobile and computer products and about 2 years of experience in running small commodity trading centre for a variety of products including household appliances, fashion accessories, gifts and watches and jewellery in Shenzhen, PRC.

Mr. Wen was an executive director of Green International Holdings Limited (stock code: 2700), a company listed on the Main Board of the Stock Exchange of Hong Kong Limited until his resignation in January 2014. Mr. Wen was a Chairman and executive director of Aurum Pacific (China) Group Limited (stock code: 8148), a company listed on the GEM Board of the Stock Exchange of Hong Kong Limited until his resignation in May 2015. Mr. Wen was a Chairman and executive director of Kaisa Health Group Holdings Limited (formerly known as Mega Medical Technology Limited) (stock code: 876), a company listed on the Main Board of the Stock Exchange of Hong Kong Limited until his resignation in June 2015.

At the Latest Practicable Date and within the meaning of Part XV of the SFO, the 392,982,456 shares are held by, China Force Enterprises Inc., which is wholly owned by Glory Gate International Limited. Glory Gate International Limited is wholly owned by Legit Ability Limited, which in turn is wholly owned by Ms. Shen Jing. Mr. Wen is the spouse of Ms. Shen Jing. Mr. Wen was deemed to be interested in the shares in which Ms. Shen Jing was interested within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Wen is the uncle of Mr. Wu Xiaolin, the Company’s executive director.

Save as disclosed herein, as at the Latest Practicable Date, (i) Mr. Wen does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not have any interests in the shares or underlying shares in the Company within the meaning of Part XV of the SFO; (iii) does not hold other positions with the Company and its subsidiaries; and (iv) has not held any directorship in any public listed companies in the last three years preceding the Latest Practicable Date or any other major appointments or professional qualifications.

Mr. Wen has entered into a service contract with the Company, which can be terminated (i) by the Company by giving not less than 1 month's prior notice in writing to Mr. Wen, or (ii) by Mr. Wen by giving not less than 3 months' prior notice in writing to the Company. As a director, he is subject to retirement by rotation and his office can be vacated in accordance with the bye-laws of the Company. In particular, Mr. Wen, as appointed by the Board, shall hold office until the next following general meeting of the Company and will be entitled to offer himself for re-election at such meeting. Mr. Wen will not receive any a director's fee during the term.

Save as disclosed above, there is no information relating to Mr. Wen that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51 (2) of the Listing Rules nor is there any matter about him that needs to be brought to the attention of the shareholders of the Company.

- (ii) **Mr. Liu Zhanqing** (劉湛清) ("Mr. Liu"), aged 52, is a non-executive director of the Company who joined us on 1 September, 2017. Mr. Liu is currently the managing partner of 北京通盛時富投資有限公司, the Vice President of the China Association of Private Equity and the Vice Chairman of the Council of the Collaborative Innovation Center for Distant water Fisheries. He graduated from the Zhanjiang Ocean University (now the Guangdong Ocean University) with a bachelor's degree in 1986, completed the EMBA Programme in the China Europe International Business School in 2006 and the Global CEO Programme in the China Europe International Business School in 2012. Mr. Liu had worked in the China National Fisheries Corp. for 30 years and was the Chairman of the Board of the China National Fisheries Corp. He possesses extensive management and business management experience. During that period, he also served as the director of the second session of the Board of the Guangdong Ocean University and the Vice President of the China Association of Agricultural Leading Enterprises.

Save as disclosed herein, as at the Latest Practicable Date, (i) Mr. Liu does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not have any interests in the shares or underlying shares in the Company within the meaning of Part XV of the SFO; (iii) does not hold other positions with the Company and its

subsidiaries; and (iv) has not held any directorship in any public listed companies in the last three years preceding the Latest Practicable Date or any other major appointments or professional qualifications.

Mr. Liu has entered into a service contract with the Company on 1 September 2017, which can be terminated (i) by the Company by giving not less than 1 month's prior notice in writing to Mr. Liu, or (ii) by Mr. Liu by giving not less than 3 months' prior notice in writing to the Company. As a director, he is subject to retirement by rotation and his office can be vacated in accordance with the bye-laws of the Company. In particular, Mr. Liu, as appointed by the Board, shall hold office until the next following general meeting of the Company and will be entitled to offer himself for reelection at such meeting. Mr. Liu is entitled to a director's fee of HK\$360,000 per annum which is determined after arm's length negotiation between Mr. Liu and the Company, and with reference to his duties and responsibilities, his qualifications and experience, the prevailing market conditions and the Company's remuneration policy.

Save as disclosed above, there is no information relating to Mr. Liu that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51 (2) of the Listing Rules nor is there any matter about him that needs to be brought to the attention of the shareholders of the Company.

- (iii) **Dr. Loke Yu alias Loke Hoi Lam** (陸海林) (“Dr. Loke”), aged 68, an independent non-executive Director of the Company. He has over 40 years' experience in accounting and auditing for private and public companies, financial consultancy and corporate management. He holds a Master of Business Administration Degree from Universiti Teknologi Malaysia and a Doctor of Business Administration Degree from University of South Australia. Dr. Loke is a Fellow member of The Institute of Chartered Accountants in England & Wales; The Hong Kong Institute of Certified Public Accountants; The Hong Kong Institute of Chartered Secretaries and The Hong Kong Institute of Directors. He serves as an independent non-executive director of Forebase International Holdings Limited (stock code: 2310), Hang Sang (Siu Po) International Holding Company Limited (stock code: 3626), Hong Kong Resources Holdings Company Limited (stock code: 2882), V1 Group Limited (stock code: 82), Matrix Holdings Limited (stock code: 1005), China Beidahuang Industry Group Holdings Limited (stock code: 39), China Fire Safety Enterprise Group Limited (stock code: 445), SCUD Group Limited (stock code: 1399), Zhong An Real Estate Limited (stock code: 672), Tianjin Development Holdings Limited (stock code: 882), China Household Holdings Limited (stock code: 692), Chiho Environmental Group Limited (formerly known as “Chiho-Tiande Group Limited”) (stock code: 976) and Tianhe Chemicals Group Limited (stock code: 1619). He was an independent non-executive director of Kaisa Health Group Holdings Limited (formerly known as Mega Medical Technology Limited) (stock code: 876) until his resignation in January 2017 and the company secretary of Minth Group Limited (stock code: 425) until his resignation in February 2018. He was also an independent

non-executive director of Winfair Investment Company Limited (Stock Code: 287) until his resignation in April 2018, which are all companies listed on the Stock Exchange of Hong Kong Limited.

At the Latest Practicable Date and within the meaning of Part XV of the SFO, Dr. Loke was interested in 410,000 underlying shares of the Company, representing approximately 0.03% of the total number of issued share capital of the Company. The interests held by Dr. Loke arise from the share options granted by the Company.

Save as disclosed herein, as at the Latest Practicable Date, (i) Dr. Loke does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not have any interests in the shares or underlying shares in the Company within the meaning of Part XV of the SFO; (iii) does not hold other positions with the Company and its subsidiaries; and (iv) has not held any directorship in any public listed companies in the last three years preceding the Latest Practicable Date or any other major appointments or professional qualifications.

Dr. Loke has entered into a service contract with the Company commencing from 28 July 2015. He is subject to retirement by rotation and/or re-election by general meetings in accordance with the Bye-laws. Dr. Loke is entitled to a director's fee of HK\$120,000 per annum which is determined by arm's length negotiation between Dr. Loke and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Board and the remuneration committee of the Company.

Save as disclosed above, there is no information relating to Dr. Loke that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any matter about him that needs to be brought to the attention of the shareholders of the Company.

- (iv) **Mr. Zeng Zhaolin** (曾肇林) (“Mr. Zeng”), aged 73, joined us on 16 June 2015, is the chairman of Remuneration Committee and Nomination Committee and a member of each of Investment and Management Committee and Audit Committee of the Company. Mr. Zeng holds a Higher Diploma in Chinese Language from South China Normal University (華南師範學院), and attended the “Executive Master of Business Administration Course Seminars” organised by the Sun Yat-Sen University Lingnan (University) College (中山大學嶺南學院). Mr. Zeng is the vice president of the Shenzhen Cancare Group (深圳市智偉龍實業集團) and the vice chairman of the Shenzhen Cancare Group's Advisory Board (深圳市智偉龍實業集團顧問委員會). In 1998, Mr. Zeng, in the capacity as the General Office director 辦公室主任 of the Guangdong Provincial Chinese People's Political Consultative Conference (“GPCPPCC”) (廣東省政協), was assigned by the GPCPPCC to station at the then Guangdong Enterprises (Holdings) Limited (粵海企業(集團)有限公司) to act as a liaison between the GPCPPCC, the Hong Kong Special Administrative Region Government, other related groups and associations

in Hong Kong. In 1999, Mr. Zeng was also appointed as the assistant inspector for the General Office of the GPCPPCC. Mr. Zeng was appointed as the Public Relations Deputy Director (公關部副部長) in 1999 and General Affairs Department Deputy director (總務部副部長) in 2003 of the Federation of Hong Kong-Guangdong Community (香港廣東社團總會). He was responsible for fostering relationships with the Hong Kong Special Administrative Region Government and other groups and associations in Hong Kong. Mr. Zeng is also a senior researcher of the China Asia-Pacific Research Centre for Economic Development (中國亞太經濟發展研究中心) and visiting researcher of the expert committee of the China Traditional Culture Institute University (中國國學院大學). Mr. Zeng was an independent non-executive director of Kaisa Health Group Holdings Limited (formerly known as Mega Medical Technology Limited) (stock code: 876) until his retirement in June 2015.

At the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Zeng was interested in 410,000 underlying shares of the Company, representing approximately 0.03% of the total number of issued share capital of the Company. The interests held by Mr. Zeng arise from the share options granted by the Company.

Save as disclosed herein, as at the Latest Practicable Date, (i) Mr. Zeng does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not have any interests in the shares or underlying shares in the Company within the meaning of Part XV of the SFO; (iii) does not hold other positions with the Company and its subsidiaries; and (iv) has not held any directorship in any public listed companies in the last three years preceding the Latest Practicable Date or any other major appointments or professional qualifications.

Mr. Zeng has entered into a service contract with the Company commencing from 16 June 2015. He is subject to retirement by rotation and/or re-election by general meetings in accordance with the Bye-laws. Mr. Zeng is entitled to a director's fee of HK\$120,000 per annum which is determined by arm's length negotiation between Mr. Zeng and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Board and the remuneration committee of the Company.

Save as disclosed above, there is no information relating to Mr. Zeng that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any matter about him that needs to be brought to the attention of the shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING



林達控股有限公司
LAMTEX HOLDINGS LTD.

STOCK CODE 股份代號1041

(Incorporated in Bermuda with limited liability)

(Stock code: 1041)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Lamtex Holdings Limited (the “Company”) will be held at 2/F, 100QRC, 100 Queen’s Road Central, Central, Hong Kong at 11:00 a.m. on Monday, 28 May 2018 for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “Directors”) and the auditor of the Company (the “Auditor”) for the financial year ended 31 December 2017;
2. (a) To re-elect Mr. WEN Jialong (溫家龍) as an executive director of the Company;
- (b) To re-elect Mr. LIU Zhanqing (劉湛清) as a non-executive director of the Company;
- (c) To re-elect Dr. LOKE Yu alias Loke Hoi Lam (陸海林) as an independent non-executive director of the Company;
- (d) To re-elect Mr. ZENG Zhaolin (曾肇林) as an independent non-executive director of the Company;
3. To authorise the Board of Directors (the “Board”) to fix the remuneration of the Directors;
4. To re-appoint Messrs. Zhonghui Anda CPA Limited as Auditor and to authorise the Board to fix its remuneration;
5. To consider and, if thought fit, to pass, with or without modification, the following resolutions as ordinary resolutions of the Company:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with additional ordinary shares in the share capital of the Company (the “Shares”) or securities convertible into Shares,

NOTICE OF ANNUAL GENERAL MEETING

or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company, and to make or grant offers, agreements and/or options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers, 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 (as defined below) to make or grant offers, agreements and/or options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers at any time during or 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) and issued by the Directors pursuant to paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (f) below);
 - (ii) exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into or carry rights to subscribe for Shares;
 - (iii) the grant or exercise of the subscription rights under any option scheme or any other option, scheme 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 or such other persons eligible to participate in any such scheme(s) or arrangement of Shares or rights to acquire Shares;
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company (the "Bye-Laws"); and
 - (v) a specific authority granted by the shareholders of the Company in general meeting,

shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;

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

NOTICE OF ANNUAL GENERAL MEETING

(e) for the purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws of Bermuda to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(f) “Rights Issue” means an offer of Shares or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members on a fixed record date in proportion to their 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 relevant jurisdiction, any recognised regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company).”

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

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose and, subject to and in accordance with all applicable laws and regulations, the Bye-Laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or rules 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 may be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

(c) any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(d) for the purpose of this Resolution:

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

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws of Bermuda to be held; or

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

7. To consider and, if thought fit, to pass, with or without modification, the following resolution as ordinary resolution of the Company:

“**THAT** subject to the passing of Resolutions No. 5 and No. 6 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 and otherwise deal with Shares or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers pursuant to the Resolution No. 5 as 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 the share capital of the Company repurchased by the Company under the authority granted pursuant to the Resolution No. 6 as set out in the notice convening this meeting, provided that such amount so repurchased shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the said Resolution.”

By Order of the Board
Lamtex Holdings Limited
Wu Xiaolin
Executive Director

Hong Kong, 23 April 2018

NOTICE OF ANNUAL GENERAL MEETING

*Head office and principal place of
business in Hong Kong:*

Room 1814-1815, 18/F.
Star House
3 Salisbury Road
Tsim Sha Tsui
Kowloon, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the AGM convened by the notice of AGM is entitled to appoint one proxy or more proxies (if the member holds two or more Shares) to attend and vote instead of him at the AGM. A proxy need not be a member of the Company but must attend the AGM in person to represent you.
2. To be valid, a form of proxy, duly executed together with a 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 lodged with the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time appointed for the holding of the AGM.
3. In the case of joint holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, then 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. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish. In the event that you attend the AGM, the form of proxy will be deemed to be revoked.
5. The register of members will be closed and no transfer of shares will be effected during the period from Wednesday, 23 May 2018 to Monday, 28 May 2018, both days inclusive, for determining the members' eligibility to attend and vote at the AGM of the Company to be held on Monday, 28 May 2018.
6. In order to qualify for attending and voting at the forthcoming AGM of the Company to be held on Monday, 28 May 2018, unregistered holders of shares of the Company should ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Monday, 21 May 2018.
7. An explanatory statement containing further details regarding Resolution 6 above is set out in Appendix I to the circular of which this notice of AGM forms part (the "Circular").
8. Particulars of the retiring Directors are set out in Appendix II to the Circular.
9. A form of proxy for use in connection with the AGM is published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.irasia.com/listco/hk/lamtex).