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**勒泰集團有限公司**  
**LERTHAI GROUP LIMITED**

*(formerly known as LT Commercial Real Estate Limited)*

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 112)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**Meeting**”) of shareholders of Lerthai Group Limited (the “**Company**”) will be held at Room 4608, 46/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Wednesday, 26 June 2019 at 10:00 a.m. (or immediately after the annual general meeting to be held at 9:30 a.m.) for the purpose of considering and, if thought fit, passing the following resolution as a special resolution:

### **SPECIAL RESOLUTION**

“**THAT:**

- (a) conditional only upon the satisfaction of either one of the conditions set out in paragraph (b) of this special resolution and subject to any conditions imposed in accordance with paragraph (c) of this special resolution, the reduction of the amount standing to the credit of the share capital account of the Company by an amount equal to HK\$900,000,000 without cancelling or extinguishing any ordinary shares (the “**Capital Reduction**”) be and is hereby approved and the directors of the Company (the “**Directors**”) be and are hereby authorised to apply the credit arising from the Capital Reduction to a capital reduction reserve account of the Company and to use such reserve to set off against the accumulated realised losses standing in the financial statements of the Company and/or to make distribution to the shareholders of the Company as and when the Directors think fit;

- (b) the approval and authorisation set out in paragraph (a) of this special resolution shall be conditional upon either (i) there being no application to the Court of First Instance of the High Court of Hong Kong (the “**Court**”) for cancellation of the approval of the Capital Reduction, set out in this special resolution, by creditors or members of the Company within five weeks of the date of this special resolution (the “**Application**”); or (ii) if any such Application is made, the Court making an order to confirm this special resolution;
- (c) if such an Application is made and the Court makes an order to confirm this special resolution upon the Application, the approval and authorisation in paragraph (a) of this special resolution shall be subject to any conditions that may be imposed by the Court; and
- (d) the Company and the Directors be and are hereby authorised generally to do all acts and things as may be necessary, desirable or expedient to implement or to give effect to the foregoing.”

By Order of the Board  
**Lerthai Group Limited**  
**Yang Longfei**  
*Chairman and Chief Executive Officer*

Hong Kong, 26 April 2019

*Registered office:*

Room 3303, Tower Two  
Lippo Centre 89  
Queensway Admiralty  
Hong Kong

*Notes:*

1. The register of members will be closed from Friday, 21 June 2019 to Wednesday, 26 June 2019, both days inclusive. For the purpose of ascertaining the Shareholders’ entitlement to the attendance of and voting at the Meeting, all share transfers accompanied by the relevant share certificates must be lodged with the Company’s registrar and transfer office, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Thursday, 20 June 2019.
2. A member entitled to attend and vote at the Meeting is entitled to appoint one or more than one proxy to attend and, subject to the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. A form of proxy for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he so wish.

4. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is duly signed, or a notarially certified copy of such power of attorney or authority must be deposited at the Company's registrar and transfer office, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event, not less than 48 hours (excluding any part of a day that is public holiday) before the time appointed for holding the Meeting (i.e. not later than 10:00 a.m. on 24 June 2019 (Hong Kong Time)) or any adjournment thereof.
5. In the case of joint holders of shares, any one of such holders may vote at the 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 holder be present at the 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 shares shall alone be entitled to vote in respect thereof.
6. Pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the voting on the resolution at the Meeting will be conducted by way of poll.

*As at the date of this notice, the executive Directors are Mr. Yang Longfei and Ms. Zhang Yan, the non-executive Director is Mr. Yang Shao Ming and the independent non-executive Directors are Mr. Wan Kah Ming, Mr. Wong Hon Kit and Mr. Wong Tat Keung.*

*Website of the Company: <http://www.lerthai.com.hk>*