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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 or transferred** all your shares in L.K. Technology Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**力勁科技集團有限公司**  
**L.K. Technology Holdings Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 558)**

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES  
RE-ELECTION OF DIRECTORS  
DECLARATION AND PAYMENT OF DIVIDEND  
BONUS ISSUE OF SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting to be held at The Garden Rooms, 2/F, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 3 September 2021, at 10:00 a.m. is set out on pages 19 to 24 of this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy accompanying the notice of the Annual General Meeting in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending the Annual General Meeting or any adjournment thereof and voting in person if you so wish and in such event, the form of proxy will be deemed to be revoked.

27 July 2021

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## EXPECTED TIMETABLE

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*Set out below is the indicative expected timetable for the Bonus Issue and the proposed final dividend (the “Dividend”). Any change to the expected timetable will be updated in a separate announcement to be made by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.*

**2021**

Latest time for lodging transfers of  
Shares in order to qualify for attendance and  
voting at the Annual General Meeting . . . . . 4:30 p.m. on Monday, 30 August

Register of members closes . . . . . Tuesday, 31 August to  
Friday, 3 September (both dates inclusive)

Latest time for lodging forms of proxy  
for the Annual General Meeting. . . . . 10:00 a.m. on Wednesday, 1 September

Record date for attendance and voting  
at the Annual General Meeting . . . . . Friday, 3 September

Date and time of the Annual General Meeting . . . . . 10:00 a.m. on Friday, 3 September

Publication of the announcement of  
the results of the Annual General Meeting. . . . . Friday, 3 September

**The following events are conditional on the fulfillment of the conditions for the implementation of the Bonus Issue and the Dividend.**

Last day of dealings in Shares on a cum-entitlement basis . . . . . Wednesday, 8 September

First day of dealing in Shares on an ex-entitlement basis. . . . . Thursday, 9 September

Latest time for lodging transfer of Shares for registration  
in order to qualify for the Bonus Shares and the Dividend. . . . . 4:30 p.m. on Friday,  
10 September

Closure of register of members for registration of  
transfer of the Shares to determine Shareholders’  
entitlement to the Bonus Shares and the Dividend. . . . Monday, 13 September to Wednesday,  
15 September (both dates inclusive)

Record Date for determining entitlement  
to the Bonus Shares and the Dividend . . . . . Wednesday, 15 September

Re-open of register of members of the Company . . . . . Thursday, 16 September

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## EXPECTED TIMETABLE

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**2021**

Despatch of share certificates for Bonus Shares . . . . . Monday, 27 September

Expected date of payment of the Dividend . . . . . Monday, 27 September

Dealings in Bonus Shares commence . . . . . Tuesday, 28 September

Designated agent starts to stand in the market to  
provide matching services for sale and purchase  
of odd lots of Shares . . . . . 9:00 a.m. on Tuesday, 28 September

Designated agent ceases to stand in the market  
to provide matching services for sale and  
purchase of odd lots of Shares . . . . . 4:00 p.m. on Tuesday, 19 October

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at The Garden Rooms, 2/F, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 3 September 2021 at 10:00 a.m. (or any adjournment thereof)
“Board”	the board of Directors
“Bonus Issue”	the proposed issue of Bonus Shares on the basis of one (1) Bonus Share for every ten (10) existing Shares held on the Record Date by the Qualifying Shareholders
“Bonus Share(s)”	the new Share(s) to be allotted, issued and credited as fully paid-up Shares under the Bonus Issue
“CCASS”	The Central Clearing and Settlement System established and operated by HKSCC
“Company”	L.K. Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the Stock Exchange
“Directors”	the directors of the Company
“Extension Mandate”	as defined in paragraph 2(c) of the Letter from the Board in this circular
“Girgio”	Girgio Industries Limited, a company incorporated in the British Virgin Islands and is beneficially owned as to 95% by Fullwit Profits Limited as trustee of The Liu Family Unit Trust and 5% by Mr. Liu Siong Song
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Issue Mandate”	as defined in paragraph 2(a) of the Letter from the Board in this circular
“Latest Practicable Date”	22 July 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Non-Qualifying Shareholder(s)”	Overseas Shareholder(s) whom the Board, after making enquiries, considers it necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant foreign regulatory body or stock exchange in that place not to extend the Bonus Issue to them
“Overseas Shareholders”	holders of the issued Shares whose addresses as shown in the register of members of the Company on the Record Date are in jurisdictions outside Hong Kong (if any)
“PRC”	the People’s Republic of China
“Qualifying Shareholders”	holders of the issued Shares whose names are shown on the register of members of the Company on the Record Date (and not being Non-Qualifying Shareholders), who are entitled to participate in the Bonus Issue
“Record Date”	15 September 2021, being the date for determination of entitlements to the proposed final dividend and Bonus Shares
“Repurchase Mandate”	as defined in paragraph 2(b) of the Letter from the Board in this circular
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.10 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

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## DEFINITIONS

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“Takeovers Code”                      the Hong Kong Code on Takeovers and Mergers and Share Buybacks

“%”    per cent



力勁科技集團有限公司  
**L.K. Technology Holdings Limited**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 558)**

*Executive Directors:*

Ms. Chong Siw Yin (*Chairperson*)  
Mr. Liu Zhuo Ming (*Chief Executive Officer*)  
Mr. Tse Siu Sze

*Independent Non-executive Directors:*

Dr. Low Seow Chay  
Dr. Lui Ming Wah, *PhD, SBS, JP*  
Mr. Tsang Yiu Keung, Paul

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Principal Place of Business  
in Hong Kong:*

Unit A, 8th Floor  
Mai Wah Industrial Building  
1-7 Wah Sing Street  
Kwai Chung  
New Territories  
Hong Kong

27 July 2021

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES  
RE-ELECTION OF DIRECTORS  
DECLARATION AND PAYMENT OF DIVIDEND  
BONUS ISSUE OF SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with, information in respect of the resolutions to be proposed at the Annual General Meeting, among others, for (i) the granting of the Issue Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the



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## LETTER FROM THE BOARD

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Directors; (iii) the granting of the Extension Mandate to the Directors; (iv) the re-election of retiring Directors; (v) the declaration and payment of the proposed Dividend; and (vi) the Bonus Issue.

### 2. GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of general mandates to the Directors:

- (a) to allot, issue and deal with the Shares of up to 20% of the number of issued Shares of the Company as at the date of passing of such resolution (the “**Issue Mandate**”);
- (b) to purchase the Shares on the Stock Exchange of up to 10% of the number of issued Shares of the Company as at the date of passing of such resolution (the “**Repurchase Mandate**”); and
- (c) to extend the Issue Mandate by an amount representing the aggregate number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate (the “**Extension Mandate**”).

The Issue Mandate and Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in ordinary resolutions No. 5A and 5B set out in the notice of Annual General Meeting.

As at the Latest Practicable Date, the number of issued Shares of the Company comprised 1,251,265,000 Shares.

Subject to the passing of the proposed resolution in respect of the granting of the Issue Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Issue Mandate to issue a maximum of 250,253,000 Shares (representing 20% of the Shares in issue as at the date of granting of the Issue Mandate).

An explanatory statement, as required by the Listing Rules to be given to Shareholders in connection with the Repurchase Mandate, is set out in Appendix I to this circular.

### 3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 87 of the articles of association of the Company, Mr. Liu Zhuo Ming and Mr. Tsang Yiu Keung shall retire from office by rotation and, being eligible, offer themselves for re-election at the Annual General Meeting. Mr. Tsang has served as an Independent Non-executive Director of the Company for more than 9 years. Mr. Tsang is a fellow member of The Institute of Certified Public Accountants and certain other professional organisations. During his tenure, Mr. Tsang has demonstrated his ability to provide an

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## LETTER FROM THE BOARD

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independent view to the Company's matters. The Board is of the view that Mr. Tsang is able to continue to fulfill his role as required and he is therefore considered as independent and is recommended to be re-elected.

Biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

#### **4. DECLARATION AND PAYMENT OF FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS**

The Board recommends the payment of a final dividend of HK3 cents per Share for the year ended 31 March 2021 to Shareholders whose names appear on the register of members of the Company on the Record Date. The proposed final Dividend will be paid on or about Monday, 27 September 2021, subject to the approval of the Shareholders at the Annual General Meeting.

The register of members of the Company will be closed during the following periods:

For determining the entitlement to attend and vote at the Annual General Meeting to be held on Friday, 3 September 2021, the register of members of the Company will be closed from Tuesday, 31 August 2021 to Friday, 3 September 2021 (both days inclusive), during which period no transfer of Shares of the Company will be registered. In order to qualify for attendance and voting at the Annual General Meeting, all transfers of Shares of the Company accompanied by the relevant share certificates 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, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 30 August 2021.

For determining the entitlement to the proposed Bonus Issue and final Dividend, the register of members of the Company will be closed from Monday, 13 September 2021 to Wednesday, 15 September 2021, (both days inclusive) during which no transfer of Shares of the Company will be registered. In order to qualify for the proposed Bonus Issue and final Dividend, all transfers of Shares of the Company accompanied by the relevant share certificates 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, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 10 September 2021.

#### **5. BONUS ISSUE**

Reference is made to the annual results announcement of the Company dated 29 June 2021, in which the Board announced that it had resolved to propose a Bonus Issue to the Qualifying Shareholders. For the avoidance of doubt, the Bonus Shares to be allotted and issued under the Bonus Issue shall not be entitled to the final cash Dividend to be declared and, other than such matter, the Bonus Shares will rank *pari passu* with all other Shares in issue at the time of allotment and issue of the Bonus Shares and will be entitled to any subsequent dividends and/or

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## LETTER FROM THE BOARD

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distributions (if any) to be declared by the Company. The Bonus Issue is proposed to be made to the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date. Shareholders whose Shares are held by nominee companies (or which are deposited in CCASS) should note that the Board will regard a nominee company (including HKSCC) as a single Shareholder according to the register of members of the Company. Shareholders with their Shares held by nominee companies (or which are deposited in CCASS) are advised to consider whether they would like to arrange for registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date. The principal terms of the Bonus Issue are set out below:

### **Basis of the Bonus Issue**

Subject to the conditions as set out under the heading “Conditions of the Bonus Issue” below, the Bonus Issue is proposed to be made on the basis of one (1) Bonus Share for every ten (10) existing Shares held on the Record Date by the Qualifying Shareholders. The Bonus Shares will be issued and credited as fully paid at par by capitalization of an amount standing to the credit of the share premium account of the Company that is equivalent to the aggregate nominal value of the Bonus Shares to be issued by the Company. On the basis of 1,251,265,000 existing Shares in issue as at the Latest Practicable Date, and assuming no further Shares will be issued or repurchased before the Record Date, 125,126,500 Bonus Shares will be issued under the Bonus Issue (representing 10% of the issued share capital as at the Latest Practicable Date and the Record Date). After completion of the Bonus Issue, there will be a total of 1,376,391,500 Shares in the enlarged issued share capital of the Company. The amount in the Company’s share premium account to be applied to the issue of the Bonus Shares is HK\$12,512,650.

The Bonus Shares will be issued on a pro rata basis and any fractional Shares (if any) will be rounded down to the nearest whole unit. The Bonus Issue is non-renounceable.

### **Overseas Shareholders**

The Company will make enquiry and, if necessary, seek legal advice(s) from overseas counsel(s) on the applicable procedural requirements for extending the Bonus Issue to the Overseas Shareholders. Upon such enquiry, if the Board is of the view that the exclusion of the Overseas Shareholders is necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, the Bonus Shares will not be issued to those Overseas Shareholders, i.e. the Non-Qualifying Shareholders.

Overseas Shareholders should consult their professional advisers as to whether they are permitted to participate in the Bonus Issue and the taxation consequences of their decision. It is the responsibility of the Shareholders who wish to receive the Bonus Shares under the Bonus Issue to comply with the laws of the relevant jurisdiction(s) to which they are subject. The Company is not responsible or liable for the legality and/or liability of any

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## LETTER FROM THE BOARD

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Overseas Shareholder's receipt and/or holding of the Bonus Share(s) to be allotted and issued and the Overseas Shareholder will bear such responsibility or liability personally.

As at the Latest Practicable Date, the Company had two Overseas Shareholders whose addresses as shown on the register of members of the Company are in the PRC.

Having made reasonable enquiries of the legal and regulatory requirements for extending the Bonus Issue to the Overseas Shareholders with registered addresses in the PRC and taking into account the opinion from the PRC legal advisers to the Company that there are no legal restrictions under the PRC laws or the requirements of the relevant regulatory body or stock exchange in the PRC to extend the Bonus Issue to such Overseas Shareholders whose registered addresses are in the PRC, the Directors are of the view that, it would not be impracticable or too burdensome for the Company to extend the Bonus Issue to such Overseas Shareholders whose address (as recorded in the register of members of the Company) are in the PRC. Accordingly, such Overseas Shareholders shall be Qualifying Shareholders.

If there are, as at the Record Date, any Overseas Shareholder(s) with registered address(es) (in addition to the PRC) outside Hong Kong, the Company will consider the rights of such additional Overseas Shareholder(s) and the relevant arrangement in respect of the Bonus Issue for such Overseas Shareholder(s), including whether it is feasible to extend the Bonus Issue to such additional Overseas Shareholder(s). If, having considered the advice provided by foreign legal advisers, the Directors are of the view that it is necessary or expedient on account either of the legal restrictions under the laws of the relevant place(s) or the requirements of the relevant regulatory body(ies) or stock exchange(s) in such place(s) not to issue the Bonus Shares to such Overseas Shareholder(s) who are otherwise entitled thereto, such Overseas Shareholder(s) will become Non-Qualifying Shareholder(s). Accordingly, those Non-Qualifying Shareholders(s) (if any) will not receive any Bonus Shares under the Bonus Issue.

Arrangements will be made for the Bonus Shares which would otherwise be transferred to such Non-Qualifying Shareholder(s) to be sold in the market as soon as possible after the Bonus Issue, and the proceeds from the sale thereof, after deduction of expenses and duties, will be distributed in Hong Kong dollars to the relevant Non-Qualifying Shareholder(s) in proportion to their respective entitlements provided that the relevant individual Shareholder's proportionate entitlement thereto exceeds HK\$100. The Company will retain individual amounts of HK\$100 or less for its own benefit. Payment for the above-mentioned proceeds will be made by cheques in Hong Kong dollars sent to the relevant Non-Qualifying Shareholders according to their addresses as recorded in the register of member of the Company as at the Record Date by ordinary post at their own risk.

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## LETTER FROM THE BOARD

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### **Record Date and closure of register of members**

The Bonus Shares will be issued to the Qualifying Shareholders. Based on the register of members of the Company as at the Latest Practicable Date, there is no Non-Qualifying Shareholders as at the Latest Practicable Date. It is the responsibility of the Shareholders (including Overseas Shareholders (if any)) to observe the local legal requirements applicable to the Shareholders for taking up and on-sale (if applicable) of the Bonus Shares under the Bonus Issue.

The register of members of the Company will be closed from Monday, 13 September 2021 to Wednesday, 15 September 2021 (both days inclusive) in order to determine the entitlements of the Shareholders under the Bonus Issue. In order to qualify for the Bonus Issue, all transfers accompanied by the relevant share certificates must be lodged with for registration the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 10 September 2021.

### **Reasons for the Bonus Issue**

To express the Company's gratitude to the unwavering support of the Shareholders and encourage the Shareholders to continue to support the Company's future development, the Board also proposed the Bonus Issue in addition to the proposed final Dividend for the year ended 31 March 2021.

The Bonus Issue will allow the Shareholders to enjoy a pro-rata increase in the number of Shares held in the Company without incurring any significant costs. It is not expected to increase the Shareholders' proportionate shareholdings in the Company. However, the Bonus Issue will increase the number of Shares held by each Shareholder, which will offer flexibility to manage their own investment portfolios by way of disposing a portion of the Shares, under good market conditions, to realise cash return to meet financial needs whilst at the same time holding the remaining portion of the Shares for long term investment to receive dividend. Due to the Bonus Issue, the total number of Shares in issue will increase by about 10%, which may attract more investors to buy the Shares on the Stock Exchange and enhance the liquidity of the Shares in the market. The proposed Bonus Issue is expected to increase the number of Shares to be held by the Shareholders, reduce the share price and reduce the trading price of each board lot. By way of illustration only, the closing price per Share as quoted on the Stock Exchange as at the Latest Practicable Date was HK\$17.12 per Share and the market value per board lot was approximately HK\$42,800. As the number of Shares to be held by the Shareholders would increase by 10% had the Bonus Issue taken place, the market value per board lot would theoretically decrease accordingly and the trading volume and the liquidity of the Shares on the market are expected to be improved. The Company has considered other alternative methods to achieve the intended effects such as share sub-division. However, considering

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## LETTER FROM THE BOARD

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that the Bonus Issue will involve simpler administrative procedures and without amendment to the par value of the Shares, the Bonus Issue is proposed.

The Board believes that the Company should maintain the Group's cash position for future development so as to fully execute the Group's sustainable growth strategy, which is of the best interests of the Company and the Shareholders as a whole. Therefore, the Board believes that the Bonus Issue, in combination with the distribution of cash dividends, will enhance the liquidity of the Shares in the market, which also represent a long-term beneficial and balanced way to respond to the support of the Shareholders throughout the years.

### **Status of Bonus Shares**

The Bonus Shares, upon issued, will rank *pari passu* with the Shares then existing in all respects, including the entitlement of receiving dividends and other distributions on such record date which falls on or after the date of allotment and issue of those Bonus Shares.

### **Fraction of Bonus Shares**

Based on the number of Shares in issue, it is expected that no fractional Shares will be issued and distributed, but will be aggregated and sold for the benefit of the Company (if any).

### **Conditions of the Bonus Issue**

The Bonus Issue is conditional upon:

- (i) the approval of the Bonus Issue by an ordinary resolution of the Shareholders at the Annual General Meeting;
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the Bonus Shares; and
- (iii) compliance with the relevant legal procedures and requirement (if any) under the applicable laws of the Cayman Islands and the Company's articles of association to effect the Bonus Issue.

Application has been made to the Stock Exchange in respect of such listing of, and permission to deal in, the Bonus Shares. The Bonus Shares to be issued pursuant to the Bonus Issue are subject to the grant of the listing approval by the Stock Exchange for the listing of, and permission to deal in, the Bonus Shares. Apart from making listing application to the Stock Exchange, the Board does not propose to make application to any other stock exchanges for the listing of and permission to deal in, the Bonus Shares. No securities of the Company are listed or dealt in on any other stock exchanges. No new class

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## LETTER FROM THE BOARD

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of securities is to be listed pursuant to the Bonus Issue and that all necessary arrangements will be made by the Company to enable the Bonus Shares to be admitted into the CCASS.

### **Odd lot arrangement**

In order to alleviate the difficulties arising from the existence of odd lots of the Shares as a result of the Bonus Issue, the Company has appointed Computershare Hong Kong Investor Services Limited as an agent to provide matching services on a best effort basis to the Shareholders who wish to top up or sell their holdings of odd lots of the Shares during the period from 9:00 a.m. on 28 September 2021 to 4:00 p.m. to 19 October 2021, both days inclusive. Holders of the Shares in odd lots represented by the existing share certificates for the Shares who wish to take advantage of this facility either to dispose of their odd lots of the Shares or to top up their odd lots of Shares may contact Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or at telephone number (852) 2862 8555 during office hours (i.e. 9:00 a.m. to 4:30 p.m. within such period). Holders of the Shares who would like to match odd lots are recommended to make an appointment in advance by dialing the telephone number of Computershare Hong Kong Investor Services Limited set out above.

Holders of the Shares in odd lots should note that successful matching of the sale and purchase of odd lots of the Shares is not guaranteed. The Shareholders are recommended to consult their professional advisers if they are in doubt about the above facility.

### **Certificates for and dealings in Bonus Shares and Hong Kong stamp duty**

It is expected that certificates for the Bonus Shares will be posted on or about Monday, 27 September 2021, subject to all the conditions of the Bonus Issue have been fulfilled, at the risk of the Shareholders entitled thereto by ordinary mail to their respective addresses shown on the register of members of the Company on the Record Date. Dealings in the Bonus Shares on the Stock Exchange are expected to commence on Tuesday, 28 September 2021.

Stamp duty in Hong Kong will be payable in respect of dealings in the Bonus Shares.

## **6. ANNUAL GENERAL MEETING**

The notice of the Annual General Meeting is set out on pages 19 to 24 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, *inter alia*, the granting of the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of retiring Directors, the declaration and payment of the Dividend and the Bonus Issue.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority must be deposited at the Hong



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## LETTER FROM THE BOARD

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Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending the Annual General Meeting or any adjourned meeting thereof and voting in person if you so wish and in such event, the form of proxy will be deemed to be revoked.

All the resolutions set out in the notice of the Annual General Meeting will be decided by poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by show of hands, as in accordance with the Listing Rules. The chairman of the Annual General Meeting will explain the detailed procedures for conducting a poll at the Annual General Meeting.

Having made all reasonable enquiries, to the best knowledge, information and belief of the Directors, apart from the pro-rata entitlements to the Bonus Issue as disclosed in this circular, no Shareholder has a material interest in the proposed Bonus Issue and no Shareholder is required to abstain from voting on any resolution to be proposed at the Annual General Meeting.

### **Precautionary measures for the Annual General Meeting**

The health of Shareholders, staff and other participants of the Annual General Meeting (the “**Stakeholders**”) is of paramount importance to the Company. In view of the ongoing Novel Coronavirus (“**COVID-19**”) pandemic, the Company will implement certain precautionary measures at the Annual General Meeting to protect the Stakeholders from the risk of infection, which include those as set out in Note 8 to the notice of Annual General Meeting. Shareholders are advised to read that Note 8 carefully and monitor the development of COVID-19.

If any Shareholder chooses not to attend the Annual General Meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to the Company's principal place of business in Hong Kong or to the Company's general email at [lkgeneral@lkmachinery.com.hk](mailto:lkgeneral@lkmachinery.com.hk).

## **7. RECOMMENDATION**

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of retiring Directors, the Bonus Issue and the declaration and payment of a final Dividend for the year ended 31 March 2021 are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.



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## LETTER FROM THE BOARD

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### 8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully  
On behalf of the Board  
**L.K. Technology Holdings Limited**  
**Chong Siw Yin**  
*Chairperson*

*The following is an explanatory statement required under the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the number of issued Shares of the Company comprised 1,251,265,000 Shares.

Subject to the passing of the proposed resolution in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 125,126,500 Shares (representing 10% of the number of Shares in issue as at the date of granting of the Repurchase Mandate).

## **2. REASONS FOR REPURCHASE OF SHARES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. 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 the Shareholders.

The Directors have no present intention to repurchase any Shares.

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purchase in accordance with the memorandum and articles of association of the Company, the Listing Rules and the applicable laws of the Cayman Islands. Repurchases pursuant to the Repurchase Mandate will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for such purpose or, subject to the articles of association of the Company and the laws of the Cayman Islands, out of capital provided that the Company is able to pay its debts as they fall due in the ordinary course of business. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided from out of the profits of the Company or out of sums standing to the credit of the share premium account of the Company or, subject to the articles of association of the Company and the laws of the Cayman Islands, out of capital provided that the Company is able to pay its debts as they fall due in the ordinary course of business.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2021 in the event that the repurchase of Shares 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 the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the last twelve months:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2020</b>		
July	0.50	0.40
August	0.52	0.36
September	0.52	0.46
October	0.76	0.47
November	1.41	0.65
December	1.63	0.93
<b>2021</b>		
January	8.00	1.64
February	11.80	6.92
March	11.60	5.68
April	12.38	9.21
May	13.36	10.32
June	16.98	11.00
July (up to the Latest Practicable Date)	17.68	16.20

#### 5. UNDERTAKING

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

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), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such resolution is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## **6. IMPLICATIONS UNDER THE TAKEOVERS CODE**

If on the exercise of the powers to repurchase 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 for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Girgio, being the controlling shareholder of the Company, held 770,980,000 Shares representing approximately 61.62% of the number of issued Shares of the Company. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, assuming that the present shareholdings and capital structure of the Company remain the same, the interests of Girgio in the issued Shares would be increased to approximately 68.46% of the total number of issued Shares of the Company. The Directors are not aware of any consequences which would arise under the Takeovers Code as a result of exercising power under the Repurchase Mandate.

The Directors have no present intention to repurchase any Shares to the extent that it will trigger the obligations under the Takeovers Code to make a mandatory offer or which will result in the amount of Shares held by the public being reduced to less than 25% of the total number of issued Shares of the Company.

## **7. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company during the six months immediately prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

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## APPENDIX II     DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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*The biographical details of the Directors to be re-elected at the Annual General Meeting are set out below:*

### DETAILS OF RETIRING DIRECTORS

**Mr. Liu Zhuo Ming**, aged 35, is the Chief Executive Officer and an Executive Director of the Company. Mr. Liu joined the Group in October 2008 and has served in a number of positions in the Group. He was appointed as an Executive Director in April 2014 and was appointed as the Chief Executive Officer in April 2017. Mr. Liu is also a director of certain subsidiaries of the Company. He graduated from Oregon State University, USA with a bachelor's degree in Computer Science. Mr. Liu has extensive experience in business operations and management. Mr. Liu is the son of Ms. Chong Siw Yin (the Chairperson of the Board and an Executive Director of the Company) and Mr. Liu Siong Song (a controlling shareholder of the Company).

Mr. Liu is a discretionary beneficiary of The Liu Family Trust, an irrevocable discretionary trust. As a result, he is deemed to have an interest in the 770,980,000 Shares of the Company owned by Girgio which is held under The Liu Family Unit Trust, representing approximately 61.62% of the total issued share capital of the Company as at the Latest Practicable Date.

Mr. Liu has entered into a service contract with the Company for a term of three years. Mr. Liu is entitled to an emolument of HK\$1,400,000 per annum and a discretionary bonus which will be determined with reference to individual performance and profit level of the Group for the year. The remuneration package entitled by Mr. Liu is determined by the Board with reference to his experience, duties and responsibilities and prevailing market conditions.

**Mr. Tsang Yiu Keung, Paul**, aged 67, has been an Independent Non-executive Director of the Company since 2004. Mr. Tsang holds a higher diploma in Accountancy from the Hong Kong Polytechnic University. He is a fellow member of The Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants and The Institute of Chartered Secretaries and Administrators. Mr. Tsang joined KPMG in 1975 and retired as a senior banking partner in 2003. Mr. Tsang is an independent non-executive director of Guotai Junan International Holdings Limited, a listed company on the Stock Exchange.

Mr. Tsang has entered into a service contract with the Company for a term of three years commencing on 4 September 2019. Mr. Tsang is entitled to a director's fee of HK\$220,000 per annum and an additional fee of HK\$90,000 per annum for acting as chairman of the Audit Committee which is determined with reference to his duties and responsibilities.

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**APPENDIX II      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO  
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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Save as disclosed above, so far as the Directors are aware, as at the Latest Practicable Date, (i) none of the above two Directors has any interest (within the meaning of Part XV of the SFO) in the securities of the Company; (ii) none of the two retiring Directors holds, or in the past three years held, any directorship in any public company the securities of which are listed on any securities market in Hong Kong or overseas and other major appointments and professional qualifications; and (iii) none of the them has any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company.

In relation to the proposed re-election of the above two retiring Directors, there is no information which is discloseable nor is/was any of the two retiring Directors involved in any of the matters required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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力勁科技集團有限公司  
**L.K. Technology Holdings Limited**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 558)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of L.K. Technology Holdings Limited (the “**Company**”) will be held at The Garden Rooms, 2/F, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 3 September 2021, at 10:00 a.m. for the purpose of transacting the following businesses:

#### ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited financial statements and the reports of the Directors and the auditor for the year ended 31 March 2021.
2. To declare a final dividend of HK3 cents per share for the year ended 31 March 2021.
- 3A. (i) To re-elect Mr. Liu Zhuo Ming as a director of the Company (“**Director(s)**”).  
(ii) To re-elect Mr. Tsang Yiu Keung as a Director.
- 3B. To authorise the board of Directors to fix the Directors’ remuneration.
4. To re-appoint Messrs. PricewaterhouseCoopers as auditor of the Company and to authorise the board of Directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:
  - A. “**THAT:**
    - (a) subject to paragraph (c) below, 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 (“**Shares**”) in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion, which might require the exercise of such powers be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of the issued Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) exercise of any share options or options under any share option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares; (iii) the exercise of the subscription rights or conversion rights under the terms of any warrants issued by the Company or any securities which are convertible into Shares; and (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 articles of association of the Company, shall not exceed 20 per cent. of the total number of issued Shares of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) 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 any applicable law or the articles of association of the Company to be held; and
- (iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear 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 applicable to the Company).”



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## NOTICE OF ANNUAL GENERAL MEETING

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B. “THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its 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 which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of the Shares of the Company authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the total number of issued Shares of the Company as at the date of passing 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 any applicable law or the articles of association of the Company to be held; and
- (iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- C. “**THAT** conditional on the passing of the resolutions set out in paragraphs 5A and 5B of the notice convening this meeting, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional Shares pursuant to the resolution set out in paragraph 5A of the notice convening this meeting be and is hereby extended by the addition to the total number of issued Shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the total number of issued Shares of the Company repurchased by the Company under the authority granted pursuant to the resolution set out in paragraph 5B of the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. of the number of issued Shares of the Company as at the date of passing this resolution.”
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the Stock Exchange granting the listing of, and permission to deal in, the new Shares to be issued pursuant to this resolution:

- (a) an amount standing to the credit of the share premium account of the Company which is equivalent to the aggregate nominal amount of the Bonus Shares (as defined below) to be issued by the Company be capitalized and the Directors be and are hereby authorized to apply such amount in paying up in full at par such number of new Shares of the Company (the “**Bonus Shares**”) on the basis of one (1) Bonus Share for every ten (10) existing Shares in issue (the “**Bonus Issue**”) on the Record Date (as defined below), and the Directors be authorized to allot, issue and distribute the Bonus Shares, which are credited as fully paid, to the members of the Company whose names appear on the principal or branch register of members of the Company in Hong Kong (the “**Register of Members**”) as at the close of business on 15 September 2021 (or such other record date as the Directors may determine) (the “**Record Date**”), other than those members (the “**Non-Qualifying Shareholders**”) whose addresses as shown on the Register of Members at the close of business on the Record Date are in a jurisdiction outside Hong Kong and in respect of whom the Directors consider the exclusion from the Bonus Issue to be necessary or expedient in accordance with the Rules Governing the Listing of Securities on the Stock Exchange and the memorandum and articles of association of the Company, and the Directors be authorized to settle, as they consider appropriate, any difficulty in regard to any distribution of the Bonus Shares;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the Bonus Shares to be issued pursuant to this resolution shall, subject to the memorandum and articles of association of the Company, rank *pari passu* in all respects with the existing issued Shares as at the date of the allotment and issue of the Bonus Shares;
- (c) the Directors be and are hereby authorized to arrange for the Bonus Shares which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealings in the Bonus Shares commence, and distribute the net proceeds of sale, after deduction of expenses, in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro rata to their respective shareholdings and to post to them the remittances therefor at their own risk, unless the amount to be distributed to any such persons is less than HK\$100, in which case the Directors be and are hereby authorized to retain such amount for the benefits of the Company; and
- (d) the Directors be and are hereby authorized to do all acts and things as may be necessary and expedient in connection with the issue of the Bonus Shares.”

By Order of the Board  
**L.K. Technology Holdings Limited**  
**Chung Wing Man**  
*Company Secretary*

Hong Kong, 27 July 2021

*Principal Place of Business in Hong Kong:*

Unit A, 8th Floor  
Mai Wah Industrial Building  
1-7 Wah Sing Street  
Kwai Chung  
New Territories  
Hong Kong

*Notes:*

1. Where there are joint registered holders of any Share, any one of such persons may vote at the Annual General 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 is present at the Annual General 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 shall, in respect of such Share, be entitled alone to vote in respect thereof.
2. A form of proxy for use at the Annual General Meeting is enclosed with the circular to the members of the Company.
3. A member entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy. A proxy need not be a member of the Company. In order to be valid, forms 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 Company's Hong Kong

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## NOTICE OF ANNUAL GENERAL MEETING

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branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. no later than 10:00 a.m. on 1 September 2021) or adjourned meeting thereof.

4. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Annual General Meeting. If such member attends the Annual General Meeting, however, his form of proxy will be deemed to have been revoked.
5. For determining the identity of the shareholders entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 31 August 2021 to Friday, 3 September 2021 (both dates inclusive) during which period no transfer of Shares will be registered. In order to qualify for attendance at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 30 August 2021.
6. For determining the entitlement to the proposed final dividend and the proposed Bonus Issue, the register of members of the Company will be closed from Monday, 13 September 2021 to Wednesday, 15 September 2021, (both days inclusive) during which no transfer of Shares will be registered. In order to qualify for the proposed final dividend and the proposed Bonus Issue, all transfers of Shares accompanied by the relevant share certificates 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, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 10 September 2021.
7. If a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 8:00 a.m. on Friday, 3 September 2021, the Annual General Meeting will not be held on that day. The Company will post an announcement on website ([www.lk.world](http://www.lk.world)) and the HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.

8. The following precautionary measures will be taken by the Company for the Annual General Meeting to prevent the spread of the COVID-19 epidemic: (i) body temperature screening; (ii) mandatory use of surgical face masks; (iii) social distancing; (iv) no provision of refreshments and/or souvenirs; (v) any person who does not comply with the precautionary measures may be denied entry into the Annual General Meeting venue; and (vi) other practical precautions which may include maintaining appropriate distancing and spacing at the venue, limiting the number of attendees at the Annual General Meeting as may be necessary to avoid over-crowding, completion of health declaration form and information record form. The Company may implement further changes and precautionary measures as appropriate. Shareholders are encouraged to appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.
9. In accordance with the relevant requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Chairperson of the board has indicated that she would direct that each of the resolutions set out in the notice of the Annual General Meeting be voted on by poll.
10. A circular containing the information regarding, *inter alia*, the Directors proposed to be re-elected, the general mandates to issue Shares and to repurchase Shares of the Company, the declaration and payment of the final dividend and the Bonus Issue will be sent to the members of the Company together with the Company's 2020/21 Annual Report.

*As at the date hereof, the executive Directors of the Company are Ms. Chong Siw Yin, Mr. Liu Zhuo Ming and Mr. Tse Siu Sze; and the independent non-executive Directors of the Company are Dr. Low Seow Chay, Dr. Lui Ming Wah, PhD, SBS, JP, and Mr. Tsang Yiu Keung, Paul.*