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## **LUNG KEE (BERMUDA) HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 255)**

Website: <http://www.irasia.com/listco/hk/lkm>

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

**NOTICE IS HEREBY GIVEN** that the annual general meeting of shareholders of Lung Kee (Bermuda) Holdings Limited (the “**Company**”) will be held at Gloucester Room, 2nd Floor, Mandarin Oriental Hotel, 5 Connaught Road Central, Hong Kong on Monday, 1st June, 2020 at 3:30 p.m. for the following purposes:

#### **AS ORDINARY BUSINESS**

1. To receive and consider the audited financial statements of the Company and the reports of the directors and auditor of the Company for the year ended 31st December, 2019.
2. To approve and declare a final dividend of the Company for the year ended 31st December, 2019.
3. To determine the maximum number of directors of the Company for the time being be 15.
4. To re-elect and appoint directors of the Company.
5. To authorize the board of directors of the Company to fix the remuneration of directors of the Company.
6. To authorize the board of directors of the Company to appoint any person as a director of the Company either to fill a casual vacancy on the board of directors of the Company or as an addition to the existing board of directors of the Company so long as the number of directors of the Company so appointed shall not exceed 15 or such other maximum number as may be determined from time to time by members of the Company in general meeting at their discretion.
7. To re-appoint auditor of the Company and authorize the board of directors of the Company to fix their remuneration.

## AS SPECIAL BUSINESS

8. To consider and, if thought fit, pass, with or without modifications, the following resolution as an Ordinary Resolution.

“**THAT:**

- (A) subject to paragraph (C) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (“**Shares**”) and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this Resolution shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power 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) by the directors of the Company pursuant to the approval in paragraph (A) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of Shares upon the exercise of subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantee as specified in such scheme or similar arrangement of Shares or rights to acquire the Shares; or (iii) an issue of Shares pursuant to any scrip dividends or similar arrangement providing for allotment of Shares in lieu of the whole or part of the dividend on Shares in accordance with the Bye-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution, and the said approval shall be limited accordingly; 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; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; or
  - (iii) the date on which the authority given under this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of Shares or issue of option, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the directors of the Company to the holders of Shares, or any class of Shares, whose

names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such Shares (or, where appropriate, such other securities) as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

9. To consider and, if thought fit, pass, with or without modifications, the following resolution as an Ordinary Resolution.

“**THAT:**

- (A) subject to paragraph (B) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of HK\$0.10 each in the capital of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**HKSE**”) or on any other exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and the HKSE for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the HKSE or 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 the Company is authorized to buy back pursuant to the approval in paragraph (A) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (C) 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; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; or
  - (iii) the date on which the authority given under this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

10. To consider and, if thought fit, pass, with or without modifications, the following resolution as an Ordinary Resolution.

“**THAT** subject to the passing of Ordinary Resolutions Nos. 8 and 9 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (“**Shares**”) pursuant to Ordinary Resolution No. 8 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 Shares bought back by the Company under the authority granted pursuant to Ordinary Resolution No. 9 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution.”

By order of the Board  
**Lung Kee (Bermuda) Holdings Limited**  
**Wai Lung Shing**  
*Director and Company Secretary*

Hong Kong, 21st April, 2020

*Notes:*

1. A shareholder of the Company entitled to attend and vote at this meeting is entitled to appoint one or if he holds two or more shares more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company. In light of the recent development of Coronavirus Disease 2019 (“COVID-19”), shareholders may consider appointing the chairman of this meeting as his/her proxy to vote on the resolutions, instead of attending this meeting in person.
2. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the head office and principal place of business of the Company at Unit A, 15th Floor, Kings Wing Plaza 2, No.1 On Kwan Street, Sha Tin, New Territories, Hong Kong not later than 3:30 p.m. on 30th May, 2020 (being at least 48 hours before the time fixed for holding this meeting) or not less than 48 hours before the time of the holding of any adjourned meeting.
3. Where there are joint holders of any share of the Company, any one of such joint holders may vote at this 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 be present at this 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 share shall alone be entitled to vote in respect thereof.
4. The register of members of the Company will be closed from 27th May, 2020 to 1st June, 2020, both days inclusive, during which period no share transfer will be effected. In order to qualify for attending and voting at this meeting, all share certificates accompanied by the completed transfer forms either overleaf or separate or standard transfer form, 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, Hong Kong for registration not later than 4:30 p.m. on 26th May, 2020.
5. Shareholders whose securities accounts with The Central Depository (Pte) Limited in Singapore are credited with shares in the Company as at 5:00 p.m. on 26th May, 2020 will be entitled for attending and voting at this meeting.

6. The register of members of the Company will be closed from 9th June, 2020 to 10th June, 2020, both days inclusive, during which period no share transfer will be effected. In order to qualify for the proposed final dividend, all share certificates accompanied by the completed transfer forms either overleaf or separate or standard transfer form, 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, Hong Kong for registration not later than 4:30 p.m. on 8th June, 2020.
7. Shareholders whose securities accounts with The Central Depository (Pte) Limited in Singapore are credited with shares in the Company as at 5:00 p.m. on 8th June, 2020 will be entitled for the proposed final dividend.
8. Pursuant to the Rules Governing the Listing of Securities on the HKSE, any vote of members at a general meeting must be taken by poll. Accordingly, the chairman of this meeting will demand poll voting for all the resolutions set out in the notice of the annual general meeting.
9. Taking into account the recent development of the COVID-19, the Company will implement the following prevention and control measures at this meeting to protect the shareholders from the risk of infection:
  - (i) This meeting is being held at the Mandarin Oriental Hotel in Hong Kong. The hotel may refuse entry to the hotel by persons who fail temperatures checks. Persons so refused entry to the hotel will not be able to attend this meeting.
  - (ii) Persons attending this meeting will be required to wear surgical face masks on entry to and throughout this meeting.
  - (iii) No refreshments will be served at this meeting.
  - (iv) As a precautionary safety measure, seating at this meeting will be arranged so as to reduce interaction between participants. As a result, there will be limited capacity for shareholders to attend this meeting.

Additional precautionary safety measures may also be adopted. Shareholders are in any event asked to pay attention to the following issues:

- (i) To consider carefully the risk of attending this meeting, which will be held in an enclosed environment.
- (ii) To follow any guidelines or requirements of the Hong Kong government relating to COVID-19 in deciding whether or not to attend this meeting.
- (iii) Not to attend this meeting if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

The Company reminds shareholders again that they may appoint the chairman of this meeting as his/her proxy to vote on the resolutions, instead of attending this meeting in person.

*As at the date of this announcement, the executive directors of the Company are Mr. Siu Tit Lung (Chairman), Mr. Siu Yuk Lung, Mr. Wai Lung Shing, Mr. Ting Chung Ho, Mr. Siu Yuk Tung, Ivan and Mr. Siu Yu Hang, Leo; and the independent non-executive directors of the Company are Dr. Lee Tat Yee, Mr. Lee Joo Hai and Mr. Wong Hak Kun.*