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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 licensed securities dealer 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 Lam Soon (Hong Kong) Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular, for which the directors of Lam Soon (Hong Kong) Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Lam Soon (Hong Kong) Limited. The directors of Lam Soon (Hong Kong) Limited, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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**LAM SOON (HONG KONG) LIMITED**

(Incorporated in Hong Kong with limited liability)

(Stock Code: 411)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**RE-ELECTION OF DIRECTORS****PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION****AND****NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 7 of this circular. A notice convening the annual general meeting of Lam Soon (Hong Kong) Limited to be held at 3rd Floor, Lam Soon Building, 21 Dai Fu Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Wednesday, 26 November 2014 at 12:00 noon is set out on pages 17 to 22 of this circular. Whether or not you are able to attend the annual general meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event no later than 48 hours before the time appointed for holding the meeting or the adjourned meeting as the case may be. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

24 October 2014

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on 26 November 2014 at 12:00 noon.
“Articles of Association” or “Existing Articles”	the existing articles of association of the Company
“Board”	the board of Directors
“Company” or “LSHK”	Lam Soon (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Existing M&A”	the existing memorandum and articles of association of the Company
“Existing Memorandum”	the existing memorandum of association of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	17 October 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Articles”	the new set of articles of association of the Company to be considered and approved by the shareholders of the Company at the AGM

DEFINITIONS

“New Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission
“Year”	from 1 July 2013 to 30 June 2014
“%”	per cent.

LETTER FROM THE BOARD



LAM SOON (HONG KONG) LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 411)

Directors:

Kwek Leng Hai, *Chairman**
Joseph Leung, *Group Managing Director*
Whang Sun Tze, *Ph.D.**
Tan Lim Heng*
Tsang Cho Tai*
Lo Kai Yiu, *Anthony***
Au Chee Ming**
Huang Lester Garson, *J.P.***

Registered Office:

21 Dai Fu Street
Tai Po Industrial Estate
Tai Po
New Territories
Hong Kong

* *Non-Executive Director*

** *Independent Non-Executive Director*

24 October 2014

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of resolutions to be proposed at the AGM for, inter alia, (i) granting of general mandates to the Directors to issue and repurchase Shares and the extension of the general mandate to issue Shares by the amount of Shares repurchased by the Company pursuant to the general mandate to repurchase Shares; (ii) re-election of Directors; and (iii) adoption of new Articles and other relevant information regarding the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 20 November 2013, general mandates were given to the Directors, inter alia, (i) to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at 20 November 2013; and (ii) to allot, issue and deal with Shares not exceeding the aggregate of 20% of the aggregate nominal amount of the issued share capital of the Company as at 20 November 2013 and those Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at 20 November 2013 repurchased by the Company (collectively referred to as “Existing General Mandates”).

In accordance with the provisions of the Listing Rules and the terms of the Existing General Mandates, the Existing General Mandates shall lapse at the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; and (iii) the date upon which the authority are revoked or varied by an ordinary resolution of the Shareholders in general meeting.

Ordinary resolutions relating to the new general mandates (i) to issue Shares not exceeding 20% of the total number of Shares in issue as at the date of the passing of the resolution; (ii) to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of the passing of the resolution; and (iii) of extension of the general mandate to issue Shares by the number of Shares repurchased by the Company pursuant to the general mandate to repurchase Shares will be proposed to be at the AGM.

As at the Latest Practicable Date, the total number of issued Shares comprised 243,354,165 Shares. Assuming there is no change in the total number of issued Shares during the period from the Latest Practicable Date to the date of AGM, the maximum number of Shares which may be issued pursuant to the new general mandate will not exceed 48,670,833 Shares (being 20% of the total number of Shares in issue as at the date of the passing of the resolution), not taking into account any additional new Shares which may be issued pursuant to the mandate extended to issue Shares by the number of Shares repurchased by the Company pursuant to the general mandate to repurchase Shares. With reference to the proposed ordinary resolutions relating to new general mandates, the Directors wish to state that, as at the date hereof, they have no immediate plans to repurchase any existing Shares or to issue any new Shares pursuant to the relevant mandates.

LETTER FROM THE BOARD

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed general mandate to repurchase Shares is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

RE-ELECTION OF DIRECTORS

Pursuant to Article 78 of the Articles of Association and Code A.4.2 of the Code of Corporate Governance Practices of the Company, Messrs. Joseph LEUNG (Group Managing Director), WHANG Sun Tze (Non-Executive Director) and AU Chee Ming (Independent Non-Executive Director) will retire from office by rotation at the AGM. Mr. HUANG Lester Garson (Independent Non-Executive Director) who was appointed as a Director on 20 November 2013 shall hold office until the AGM in accordance with Article 79 of the Articles of Association and Code A.4.2 of the Code of Corporate Governance Practices of the Company. All of them, being eligible, will offer themselves for re-election at the AGM. Each of Messrs. AU Chee Ming and HUANG Lester Garson has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Details of the retiring Directors standing for re-election are set out in Appendix II to this circular.

The Board Nomination Committee of the Company reviewed the profile, meeting attendance and participation in the affairs of the Company of each of Messrs. Joseph LEUNG, WHANG Sun Tze, AU Chee Ming and HUANG Lester Garson and concluded that they are suitable to stand for re-election as Directors. Accordingly, the Board recommended their re-election at the AGM.

PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION

The New Companies Ordinance came into effect on 3 March 2014. As a result, the Company considers it appropriate and desirable to adopt the New Articles which incorporate certain key changes under the New Companies Ordinance. The major areas of amendments that will be incorporated into the New Articles include the following:

- The Existing Memorandum will be abolished and certain clauses in the Existing Memorandum will be migrated to the New Articles;
- References to par value of Shares and related concepts such as authorized share capital, share premium, share premium account and capital redemption reserve, etc. will be removed;
- A statement of reasons for the refusal to register a transfer will be provided upon request from a transferor or transferee;

LETTER FROM THE BOARD

- The ambit of director’s disclosure of material interest will be widened to cover “transactions” with the Company;
- The minimum shareholding requirement for demanding a resolution to be decided by poll at a general meeting will be reduced from 10% to 5% of the total voting rights of all the members of the Company having the right to vote at the meeting;
- General meetings of the Company will be allowed to be held at more than one location and by means of technology as permitted under the New Companies Ordinance; and
- New provisions governing communications by the Company in electronic form and in hard copy form will be included.

The Company would also like to take the opportunity to amend certain provisions of the Existing Articles to bring them into line with current practices and procedures that have been adopted by the Company pursuant to relevant requirements of the Listing Rules.

Accordingly, a special resolution will be proposed at the AGM for shareholders of the Company to consider and approve the adoption of the New Articles by the Company.

A summary of the major areas of amendments which will be incorporated into the New Articles is set out in Appendix III to this circular.

AGM

A notice convening the AGM is set out on pages 17 to 22 of this circular. There is no Shareholder that is materially interested in the proposed resolutions to be considered at the AGM and therefore none of the Shareholders is required to abstain from voting in respect of such resolutions.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, Shareholders are requested to complete the form of proxy and return it to the registered office of the Company at 3rd Floor, Lam Soon Building, 21 Dai Fu Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong in accordance with the instructions printed thereon and in any event, not less than 48 hours before the time fixed for holding the AGM. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM (or any adjournment thereof) should they so wish.

LETTER FROM THE BOARD

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at general meetings must be taken by poll. 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 the Articles of Association. Where the chairman of the meeting in good faith decides to allow a resolution which relates purely to a procedural or administrative matter to be voted, such resolution will be decided by a show of hands. The results of poll will be published on the websites of the Stock Exchange and of the Company after the conclusion of the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors believe that the granting of the general mandates to issue and repurchase Shares, the re-election of the Directors and the adoption of New Articles are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all relevant resolutions set out in the notice of the AGM on pages 17 to 22 of this circular.

Your attention is drawn to the information set out in Appendices I, II and III to this circular.

Yours faithfully,
By Order of the Board
Kwek Leng Hai
Chairman

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate (the “Repurchase Mandate”) to exercise all the powers of the Company to repurchase on the Stock Exchange the issued and fully paid Shares. Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the share capital of the Company in issue on the date of passing the said resolution.

Shareholders should note that the Repurchase Mandate covers repurchases made only during the period ending on the earliest of (i) the date of the next AGM of the Company; (ii) the date by which the next AGM of the Company is required to be held by the Articles of Association or any applicable laws; or (iii) the date upon which such authority is revoked or varied.

As at the Latest Practicable Date, 243,354,165 Shares were in issue and fully paid. Assuming that there are no changes (from the Latest Practicable Date to the date of the AGM) in the total number of issued Shares, the maximum number of Shares that may be repurchased by the Company pursuant to the Repurchase Mandate will be 24,335,416.

DIRECTORS AND CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of their close associates (as defined under the Listing Rules) has a present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No persons who are core connected persons (the directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or their close associates (as defined in the Listing Rules)) have notified the Company that they have a present intention to sell any Shares to the Company or have undertaken not to sell any of the Shares held by them to the Company, in the event that the Company is authorised to make repurchases of Shares, on the Stock Exchange.

DIRECTORS’ UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the New Companies Ordinance and all other applicable laws of Hong Kong and in accordance with the regulations set out in the Company’s New Articles.

EFFECT OF THE TAKEOVERS CODE

If on the exercise of the power of 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 of voting rights and may give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, GuoLine International Limited ("GuoLine"), a wholly-owned subsidiary of GuoLine Capital Assets Limited which was in turn a wholly-owned subsidiary of Hong Leong Company (Malaysia) Berhad, the ultimate holding company of the Company, held a beneficial interest of 140,008,659 Shares, representing approximately 57.53% of the total number of issued Shares.

In the event of the Directors exercise the powers to repurchase Shares in full pursuant to the Repurchase Mandate, assuming that no Share is sold by GuoLine, the shareholding of GuoLine in the Company would be increased to approximately 63.93%. The Directors are not aware of any general offer obligation which will arise under Rule 26 of the Takeovers Code as a result of any repurchases made under the Repurchase Mandate.

PUBLIC FLOAT

The Directors do not have a present intention to exercise the Repurchase Mandate to such extent, causing the public float of the Shares to fall below 25%.

LISTING RULES REQUIREMENTS FOR REPURCHASE OF SHARES**Shareholders' Approval**

The Listing Rules provide that all securities repurchased on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific resolution in relation to specific transaction.

Reasons for Repurchase

The Directors consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchases when appropriate and beneficial to the Company and its shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share.

Source of Funds

Repurchases must be made from internal resources, borrowings and/or other funds legally available for such purposes in accordance with the Articles of Association and the laws of Hong Kong.

Material Adverse Impact

On the basis of the consolidated financial position of the Company as at 30 June 2014 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position and gearing ratio of the Company and the number of Shares in issue, the Directors consider that there will not be a material impact on the working capital or the gearing position of the Company in the event that the proposed purchases were to be carried out in full at any time during the proposed repurchase period. No repurchase would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company (as compared with the position disclosed in the latest published audited financial statements) unless the Directors consider that such repurchases were in the best interests of the Company.

SHARE REPURCHASE MADE BY THE COMPANY

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

GENERAL

During each of the twelve months preceding the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

	Price per Share	
	Highest (HK\$)	Lowest (HK\$)
2013		
October	5.58	5.40
November	6.35	5.35
December	7.18	6.30
2014		
January	7.00	6.31
February	7.66	6.50
March	8.39	7.51
April	8.30	7.60
May	8.00	7.80
June	7.90	7.60
July	8.05	7.60
August	8.00	7.50
September	7.70	6.81
October (up to the Latest Practicable Date)	7.13	7.00

The following are the particulars of the directors who will retire and be eligible for re-election at the AGM:

1. **Mr. Joseph Leung** (“Mr. Leung”), aged 53, Group Managing Director and Executive Director of the Company since appointment to the Board in May 2012.

Mr. Leung holds a bachelor degree in Economics and a master degree in Business Administration (Marketing) from Virginia Polytechnic Institute and State University, USA. He has over 27 years of experience in the food and consumer products sectors. Prior to joining the company, he had worked in Hong Kong and United States of America with companies including Sara Lee Corporation, Heinz USA and R. J. Reynolds Tobacco Company USA.

Save as disclosed above, he did not hold any directorship in other listed public companies in the last three years prior to the Latest Practicable Date. Mr. Leung is not related to any other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Leung was interested in 5,000,000 underlying shares in respect of the share options under the share option scheme of the Company within the meaning of Part XV of the SFO. Mr. Leung has entered into a service agreement with the Company under which he is entitled to an emolument of approximately HK\$3,811,000 per annum inclusive of year-end bonus and pension contributions. He is also eligible to a performance related discretionary bonus. The service agreement is not of a specific term but Mr. Leung is subject to retirement by rotation and re-election at the AGM pursuant to the Articles of Association.

Save as disclosed above, there are no other matters concerning Mr. Leung that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

2. **Dr. Whang Sun Tze** (“Dr. Whang”), aged 70, has been a Non-Executive Director of the Company since appointment to the Board in 1984. Dr. Whang holds a Doctorate Degree in Chemical Engineering. He is the brother-in-law of Mr. Kwok Leng Hai, the Chairman and a Non-Executive Director of the Company. Dr. Whang has over 20 years experience in the food industry.

Save as disclosed above, he did not hold any directorship in other listed public companies in the last three years prior to the Latest Practicable Date. Save as aforesaid, Dr. Whang is not related to any other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Dr. Whang was interested in 27,143,069 Shares within the meaning of Part XV of the SFO. There is no service contract being executed between Dr. Whang and the Company. Dr. Whang is not appointed for a specific term but is subject to retirement by rotation and re-election at the AGM pursuant to the Articles of Association. For the Year, he is entitled to a Director's fee of HK\$200,000 subject to Shareholders' approval at the AGM.

Save as disclosed above, there are no other matters concerning Dr. Whang that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

3. **Mr. Au Chee Ming** ("Mr. Au"), aged 63, has been an Independent Non-Executive Director of the Company since appointment to the Board in August 2009. Mr. Au is the Chairman of the Board Remuneration Committee and a member of Board Nomination Committee of the Company.

Mr. Au holds a Bachelor Degree in Commerce and Finance from The University of Calgary, Canada. Mr. Au has over 30 years of experience in banking and finance sectors. He worked for a number of world-wide banks and financial institutions.

Save as disclosed above, he did not hold any directorship in other listed public companies in the last three years prior to the Latest Practicable Date. Mr. Au is not related to any other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Au did not have any interest in Shares within the meaning of Part XV of the SFO. There is no service contract being executed between Mr. Au and the Company. Mr. Au is not appointed for a specific term but is subject to retirement by rotation and re-election at the AGM pursuant to the Articles of Association. For the Year, he is entitled to a Director's fee of HK\$246,083 subject to Shareholders' approval at the AGM.

Save as disclosed above, there are no other matters concerning Mr. Au that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

4. **Mr. Huang Lester Garson, J.P.** (“Mr. Huang”), aged 54, Independent Non-Executive Director of the Company since appointment to the Board in November 2013. Mr. Huang is a member of the Board Audit Committee and the Board Remuneration Committee of the Company.

Mr. Huang is a practicing solicitor and notary public, and is currently a managing partner of P. C. Woo & Co., a solicitor’s firm in Hong Kong. Mr. Huang became a qualified solicitor of Hong Kong in March 1985 and has over 25 years of post qualification experience. Mr. Huang graduated with a Bachelor of Laws from the University of Hong Kong in 1982 and a Master of Education from the Chinese University of Hong Kong in 2006.

In 2002, the Government of the Hong Kong Special Administrative Region appointed Mr. Huang as a Justice of the Peace.

Mr. Huang serves as a member of the Hong Kong Monetary Authority’s Exchange Fund Advisory Committee, a member of the Hospital Authority and as a director of the Hong Kong Mortgage Corporation Limited. He is also the Chairman of the Board of Advisors of Radio Television Hong Kong. In the education sector, Mr. Huang serves as a Council Member of the University of Hong Kong. He was President of the Law Society of Hong Kong from 2007 to 2009.

Mr. Huang is an independent non-executive director, the remuneration committee chairman and nomination committee member of International Housewares Retail Company Limited, a company listed on the Stock Exchange.

Save as disclosed above, he did not hold any directorship in other listed public companies in the last three years prior to the Latest Practicable Date. Mr. Huang is not related to any other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Huang did not have any interest in Shares within the meaning of Part XV of the SFO. There is no service contract being executed between Mr. Huang and the Company. Mr. Huang is not appointed for a specific term but is subject to retirement by rotation and re-election at the AGM pursuant to the Articles of Association. For the Year, he is entitled to a Director’s fee of HK\$170,301 subject to Shareholders’ approval at the AGM.

Save as disclosed above, there are no other matters concerning Mr. Huang that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

The New Articles is based on the Existing Articles with changes primarily made to incorporate key changes under the New Companies Ordinance that relate to provisions in the Existing Articles. The key areas of such changes are as follows:

(a) **Abolition of memorandum of association**

Under the New Companies Ordinance, Hong Kong companies are no longer required to have a memorandum of association. Certain consequential amendments are incorporated into the New Articles as a result of the abolition of the Existing Memorandum, including the migration of relevant provisions into the New Articles to state the Company's name and the limited liability of members.

(b) **Removal of references to par value of Shares and related concepts**

Following the adoption of a mandatory system of no-par for all Hong Kong-incorporated companies having a share capital under the New Companies Ordinance, the New Articles have removed references to par or nominal value of the Shares, maximum authorised share capital value, share premium, share premium account and capital redemption reserve, and modified the provisions concerning the alteration of share capital.

(c) **Request for a statement of reasons for the refusal to register transfer of shares**

The New Articles provide that if the Company refuses to register a transfer of shares in the Company, the transferee or transferor may request the Company to provide a statement of reasons for the refusal. The Company shall provide the statement of reasons or register the transfer within 28 days after receiving such request.

(d) **Scope of director's disclosure of interest**

The scope of the requirement for declaration of a director's interest has been widened by requiring a director to declare the nature and extent of the interest of himself and his connected entities and the direct or indirect interest in any transaction, contract or arrangement with the Company and the timing and procedures of declaration of such interests by a director are specified in accordance with the New Companies Ordinance.

(e) **Multiple locations for holding general meetings**

The New Articles allow the Company to hold a general meeting at more than one location through the use of technology.

(f) Repeal of power to issue stock

The article relating to conversion of Shares into stock has been removed as the New Companies Ordinance has repealed the power of a company to convert shares into stock.

(g) Minimum shareholding requirement for demanding a poll

The New Articles reduce the threshold requirement for members to demand a poll at a general meeting from 10% to 5% of the total voting rights of all members having the right to vote at the meeting.

(h) Special business in general meetings

As the New Companies Ordinance abolishes the distinction between general business and special business in a general meeting, the New Articles have removed the relevant references for sake of consistency with the requirements under the New Companies Ordinance.

(i) The New Articles include new provisions governing communications by the Company in electronic form and in hard copy form.

Other house-keeping amendments to the Articles of Association are also proposed, including consequential amendments in line with the above amendments to the Articles of Association, as well as the updating of certain provisions with reference to the Listing Rules currently in force and deleting the articles which have no practical use. New definitions are proposed to be added to improve the clarity and readability of the Articles of Association generally.

NOTICE OF ANNUAL GENERAL MEETING



LAM SOON (HONG KONG) LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 411)

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

As Ordinary Business:

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

NOTICE OF ANNUAL GENERAL MEETING

As Special Business:

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

Ordinary Resolutions

A. “THAT: (Resolution 8)

- (a) subject to paragraph (b), the exercise by the Directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited, subject to and in accordance with all applicable laws of the Hong Kong Special Administrative Region and the Articles of Association of the Company, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be re-purchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10 % of the aggregate number of the shares of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

B. “THAT:

(Resolution 9)

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

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

NOTICE OF ANNUAL GENERAL MEETING

(c) For the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

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

NOTICE OF ANNUAL GENERAL MEETING

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

Special Resolution

“**THAT:**

(Resolution 11)

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

By Order of the Board

Cheng Man Ying

Company Secretary

Hong Kong, 24 October 2014

Notes:

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

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

NOTICE OF ANNUAL GENERAL MEETING

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