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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.



LAM SOON (HONG KONG) LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 411)

GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES RE-ELECTION OF DIRECTORS 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, 12 November 2025 at 12:00 noon is set out on pages 15 to 19 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 not less 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.

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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 Wednesday, 12 November 2025 at 12:00 noon
“Articles of Association”	the articles of association of the Company
“BNC”	the Board Nomination Committee of the Company
“Board”	the board of Directors
“CG Code”	Corporate Governance Code of the Company
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Company”	Lam Soon (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange (stock code: 411)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“INED(s)”	Independent Non-executive Director(s) of the Company
“Latest Practicable Date”	9 October 2025, 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
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

DEFINITIONS

“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission
“Treasury Shares”	shall have the meaning ascribed to it by the Listing Rules
“%”	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*)*

Lim Shueh Hann (*Chief Executive Officer*)

Christian K. Nothhaft*

Whang Sun Tze, *Ph.D.**

Lester G. Huang, *SBS, JP***

Ho Yuk Wai, Joan**

Cheung Man Ying**

Registered Office:

21 Dai Fu Street

Tai Po Industrial Estate

Tai Po

New Territories

Hong Kong

* *Non-executive Director*

** *Independent Non-executive Director*

15 October 2025

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES
RE-ELECTION OF DIRECTORS
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 (i) granting of general mandates to the Directors to issue and buy-back Shares and the extension of the general mandate to issue Shares by the number of Shares bought back by the Company pursuant to the general mandate to buy back Shares; and (ii) re-election of Directors, and other relevant information regarding the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES

At the annual general meeting of the Company held on 8 November 2024, general mandates were given to the Directors, (i) to buy back Shares not exceeding 10% of the total number of the Shares in issue as at 8 November 2024; and (ii) to allot, issue and deal with Shares not exceeding the aggregate of 20% of the total number of the Shares in issue as at 8 November 2024 and those Shares not exceeding 10% of the total number of the Shares in issue as at 8 November 2024 bought back 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 conclusion of the AGM.

Ordinary resolutions relating to the new general mandates (i) to buy-back Shares not exceeding 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of the passing of the resolution; (ii) to issue Shares (including any sale or transfer of Treasury shares) not exceeding 20% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of the passing of the resolution; and (iii) of extension of the general mandate to issue Shares (including any sale or transfer of Treasury Shares) by the number of Shares bought back by the Company pursuant to the general mandate to buy-back Shares will be proposed at the AGM.

As at the Latest Practicable Date, the total number of issued Shares comprised 243,354,165 Shares and the Company did not hold any Treasury 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 (excluding Treasury Shares, if any) 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 bought back by the Company pursuant to the general mandate to buy-back Shares. With reference to the proposed ordinary resolutions relating to the new general mandates, the Directors wish to state that, as at the date hereof, they have no immediate plans to buy back any existing Shares or to issue any new Shares (including any sale or transfer of Treasury Shares) pursuant to the relevant mandates.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed general mandate to buy-back Shares is set out in Appendix I to this circular. The explanatory statement contains 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.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Article 92 of the Articles of Association and Code B.2.2 of the CG Code, Mr. Lester G. HUANG (“Mr. Huang”) and Ms. HO Yuk Wai, Joan (“Ms. Ho”), INEDs, shall retire from office by rotation at the AGM. Ms. Ho, being eligible, will offer herself for re-election at the AGM. Mr. Huang has indicated his intention of retirement and not to offer himself for re-election at the AGM.

In accordance with Article 97 of the Articles of Association, Mr. LIM Shueh Hann (“Mr. Lim”), who was appointed as an Executive Director and the Chief Executive Officer of the Company on 1 May 2025, and Ms. CHEUNG Man Ying (“Ms. Cheung”), who was appointed as an INED after the conclusion of the annual general meeting held on 8 November 2024, shall hold office until the AGM and, being eligible, will offer themselves for re-election at the AGM.

Brief biographical details of the retiring Directors proposed for re-election at the AGM are set out in Appendix II to this circular pursuant to the Listing Rules.

The BNC has assessed the suitability of Mr. Lim, Ms. Ho and Ms. Cheung for re-election in accordance with the procedure and criteria set out in the Nomination Policy of the Company by reviewing their length of service, education background, qualification, skill, experience, number of other directorships, meeting attendance and participation in the affairs of the Company, and taking into account various diversity aspects as set out in the Board Diversity Policy of the Company.

Mr. Lim, a retiring Executive Director, has extensive experience in various businesses, in particular retail and consumer products, sales and marketing and e-commerce and digital transformation, with deep understanding of the business of the Group. Ms. Ho, a retiring INED, has extensive experience in auditing and advisory services. Ms. Cheung, a retiring INED, has extensive experience in retail and consumer products, finance and accounting, business management and advisory, digital transformation and e-commerce and people management. All of them contribute significantly to Board diversity and consistently demonstrate their commitment to devote sufficient time to the Company. They participate actively in the Board and Board committee meetings and provide valuable comments and advice to the Company.

The annual confirmation of independence made by Ms. Ho and Ms. Cheung pursuant to Rule 3.13 of the Listing Rules were also reviewed by the BNC. During their tenure as INEDs, they were not involved in the executive management of the Group nor in any relationship or circumstances which would materially interfere with their exercise of impartial judgement. Ms. Ho and Ms. Cheung continue to provide independent, balanced and objective view and advice to the Board and the Board committees and the BNC believes that they would continue to be independent.

LETTER FROM THE BOARD

The BNC has evaluated the performance of Mr. Lim, Ms. Ho and Ms. Cheung and is of the view that they possess knowledge and experience to fulfill the role of an Executive Director/an INED, and has recommended to the Board for proposing Mr. Lim, Ms. Ho and Ms. Cheung to be re-elected at the AGM. Ms. Ho and Ms. Cheung, each being a member of the BNC, has abstained from voting when her own suitability for re-election was considered.

The Board, having considered the recommendation of the BNC, is of the view that the valuable knowledge, experience, diversity of skill sets of Mr. Lim, Ms. Ho and Ms. Cheung and their understanding of the businesses of the Group will continue to contribute to the Company and the Shareholders as a whole. The above Directors abstained from voting when the relevant resolution discussed at the Board meeting.

Procedures for a Shareholder to propose a person for election as a Director is disclosed at the Company's website at www.lamsoon.com.

DIRECTORS' FEES

A total directors' fee of HK\$1,259,535 for the financial year ended 30 June 2025 is proposed for approval by the Shareholders at the AGM.

ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 15 to 19 of this circular.

A form of proxy for use at the AGM is enclosed. Shareholders are requested to complete the form of proxy and return it to the Company's Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder 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.

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, except where the chairman of the AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on 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 Rules 13.39(5) and 13.39(5A) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm to the best of their knowledge and belief that 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.

RECOMMENDATION

The Directors consider that the above proposals 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 resolutions set out in the notice of the AGM on pages 15 to 19 of this circular.

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

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

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed buy-back mandate and also constitutes the memorandum under section 239(2) of the Companies Ordinance.

General mandate to buy-back Shares

At the AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate (the “Buy-back Mandate”) to exercise all the powers of the Company to buy back on the Stock Exchange the issued and fully paid Shares. Under the Buy-back Mandate, the number of Shares that the Company may buy back shall not exceed 10% of the aggregate number of Shares in issue (excluding Treasury Shares, if any) on the date of passing the said resolution.

Shareholders should note that the Buy-back Mandate will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiry of the period within which the next annual general meeting 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.

Exercise of the Buy-back Mandate

As at the Latest Practicable Date, the total number of Shares in issue was 243,354,165 Shares and the Company did not hold any Treasury Shares. Assuming that there is no change in the total number of Shares in issue during the period from the Latest Practicable Date to the date of the AGM, the maximum number of Shares that may be bought back by the Company pursuant to the Buy-back Mandate will be 24,335,416 Shares.

Reasons for buy-back Shares

The Directors consider that the Buy-back Mandate will provide the Company with the flexibility to make such buy-backs when appropriate and beneficial to the Company and its shareholders. Such buy-backs 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

Buy-backs 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

Based on the consolidated financial position of the Company as at 30 June 2025 (being the date to which the latest published audited financial statements of the Company have been made up), there might 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 buy-back period. No Share buy-back would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company.

Directors and core 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 Buy-back 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 buy-backs of Shares, on the Stock Exchange.

General

The Directors will exercise the power of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules, the Companies Ordinance and all other applicable laws of Hong Kong and in accordance with the regulations set out in the Articles of Association.

In addition, the Company has confirmed that neither this explanatory statement nor the Buy-back Mandate has any unusual features.

The Company may cancel such buy-back Shares following settlement of any such buy-back or hold them as Treasury Shares, subject to prevailing market conditions and the Group's capital management needs at the relevant time of the buy-backs. Shareholders' rights attached to any Shares held in treasury by the Company will be suspended under the Companies Ordinance once the Shares are bought back by the Company, irrespective of whether they are held in the name of the Company or a nominee. Any sale or transfer of treasury shares (if any) will be subject to the terms of the mandate to issue shares as set out in Resolutions No. 8 and 9 in the notice of the AGM and made in accordance with the Listing Rules and the Companies Ordinance.

Effect of the Takeovers Code

If on the exercise of the power of buy-back Shares pursuant to the Buy-back Mandate, the proportionate interest in the voting rights of the Company of a Shareholder or a group of Shareholders acting in concert 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 Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, GuoLine International Limited ("GuoLine"), a wholly-owned subsidiary of GuoLine Capital Assets Limited, 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 buy back Shares in full pursuant to the Buy-back 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 Rules 26 and 32 of the Takeovers Code as a result of any buy-backs made under the Buy-back Mandate.

Status of Shares bought back

Pursuant to the Companies Ordinance and the Listing Rules, the Shares to be bought back by the Company under the proposed Buy-back Mandate shall be held as Treasury Shares or cancelled. The listing of all Shares which are held as Treasury Shares shall be retained. Any such Treasury Shares will be appropriately identified and segregated (in the case of Treasury Shares registered under the name of HKSCC Nominees Limited, to be held in a segregated Central Clearing and Settlement System (CCASS) account). The listing of all those Shares bought back but not held as Treasury Shares will be automatically cancelled upon buy-back and the corresponding share certificates will be cancelled and destroyed as soon as reasonably practicable following settlement of any such buy-back under the Listing Rules.

Share buy-back made by the Company

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

Share price

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\$)
2024		
October	8.50	8.38
November	8.61	8.20
December	8.00	8.00
2025		
January	8.30	8.09
February	9.60	8.36
March	9.22	9.00
April	10.20	8.90
May	10.88	10.20
June	17.00	10.00
July	10.70	10.24
August	11.10	10.98
September	12.05	11.30
October (up to the Latest Practicable Date)	11.50	11.50

The following are the particulars of the directors proposed to be re-elected at the AGM:

1. **Mr. LIM Shueh Hann** (“Mr. Lim”), aged 37, is an Executive Director and the Chief Executive Officer (“CEO”) of the Company since May 2025. Mr. Lim is also currently the acting General Manager of the Edible Oils and Home Care Divisions of the Company.

Mr. Lim holds a Bachelor of Laws (Hons) and Bachelor of Commerce, majored in Finance, from the University of Melbourne, Australia. Mr. Lim joined the Company in 2014. Before assuming the CEO position, he was the General Manager of the Company’s e-Commerce Division, where he led the growth of the Company’s Home Care, Edible Oil, and Flour brands on major e-Commerce and O2O platforms in Mainland China. Prior to that, he worked in the Managing Director’s Office as Manager of Special Projects, where he was involved in the Company’s major growth and corporate development initiatives across all business divisions of the Group.

Prior to joining the Company, Mr. Lim was a senior analyst at Morgan Stanley’s Asia Pacific Financial Institutions Group in Hong Kong, where he focused on the origination and execution of bank and insurance M&A transactions. Prior to that, he was also involved in the execution of US and Hong Kong equity capital market transactions across various industries.

Save as disclosed above, Mr. Lim did not hold any directorship in other listed public companies in the last three years prior to the Latest Practicable Date. He does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Lim has a personal interest of 258,000 Shares within the meaning of Part XV of the SFO. Mr. Lim has entered into a service contract with a group company with no fixed term of appointment. Under the service contract, he is entitled to an emolument of approximately HK\$4.4 million per annum inclusive of basic salary, allowances and pension contributions, which is determined by reference to market benchmarks, his qualifications and experience. He is also eligible to a performance related discretionary bonus which is determined by reference to the performance of the Company and his personal achievement. Mr. Lim’s office as Executive Director is subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the Articles of Association and the CG Code.

Save as disclosed above, there is no other matter concerning Mr. Lim that needs 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. **Ms. HO Yuk Wai, Joan** (“Ms. Ho”), aged 60, is an Independent Non-executive Director of the Company since appointment to the Board in November 2019. She is the Chairman of the Board Audit and Risk Management Committee and a member of the Board Nomination Committee of the Company.

Ms. Ho is a member of the Hong Kong Institute of Certified Public Accountants and a member of the Chartered Professional Accountants of Canada. She is also a Chartered Financial Analyst and a member of the CFA Institute. Ms. Ho graduated from Queen’s University, Canada with a Bachelor’s Degree (with honours) in Commerce.

Ms. Ho has over 30 years of experience in auditing and advisory services. She was an audit partner of KPMG China financial services group between 2000 and 2015 and was also in charge of the firm’s internal audit, risk and compliance services for financial institutions and the accounting advisory services. Ms. Ho has extensive experience in capital market transactions and conducting operational reviews of banks in Hong Kong and the People’s Republic of China.

Ms. Ho is currently an independent non-executive director of other non-listed companies.

Save as disclosed above, Ms. Ho did not hold any directorship in other listed public companies in the last three years prior to the Latest Practicable Date. She does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Ho did not have any interest in Shares within the meaning of Part XV of the SFO. There is no service contract being executed between Ms. Ho and the Company. Ms. Ho is not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the Articles of Association and the CG Code. The proposed Director’s fee for Ms. Ho for the year ended 30 June 2025 is HK\$352,877 and is subject to Shareholders’ approval at the AGM. Her Director’s fee was determined with reference to market benchmarks and her responsibilities in the Company.

Save as disclosed above, there is no other matter concerning Ms. Ho that needs 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. **Ms. CHEUNG Man Ying** (“Ms. Cheung”), aged 59, is an Independent Non-executive Director of the Company since appointment to the Board in November 2024. She is a member of each of the Board Remuneration Committee and Board Nomination Committee of the Company.

She graduated from Queen’s University of Belfast with a Bachelor’s Degree in Economics and also holds a Master of Financial Management Degree from the London School of the Economics and Political Science.

Ms. Cheung has over 25 years of experience in retail and consumer products, finance and accounting, business management and advisory, digital transformation and e-commerce and people management. She previously held various senior executive positions with multinational consumer goods companies, including Henkel Group and Adidas, Greater China.

Ms. Cheung is currently an independent director of Shanghai Lily and Beauty Cosmetics Co., Ltd., a company listed on the Shanghai Stock Exchange. She is the owner and chief executive officer of DIEM International Limited and the owner and director of SLO International Limited.

Save as disclosed above, Ms. Cheung did not hold any directorship in other listed public companies in the last three years prior to the Latest Practicable Date. She does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Cheung did not have any interest in Shares within the meaning of Part XV of the SFO. There is no service contract being executed between Ms. Cheung and the Company. Ms. Cheung is not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the Articles of Association and the CG Code. The proposed Director’s fee for Ms. Cheung for the year ended 30 June 2025 is HK\$180,275 and is subject to Shareholders’ approval at the AGM. Her Director’s fee was determined with reference to market benchmarks and her responsibilities in the Company.

Save as disclosed above, there is no other matter concerning Ms. Cheung that needs 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.

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, 12 November 2025 at 12:00 noon, for the following purposes:

As Ordinary Business:

1. To lay before the meeting the audited Financial Statements together with the Report of the Directors and the Independent Auditor’s Report for the year ended 30 June 2025.
2. To declare a final dividend. (Resolution 1)
3. To fix the fees of the Directors for the year ended 30 June 2025. (Resolution 2)
4. (A) To re-elect Mr. Lim Shueh Hann as a Director. (Resolution 3)
(B) To re-elect Ms. Ho Yuk Wai, Joan as a Director. (Resolution 4)
(C) To re-elect Ms. Cheung Man Ying as a Director. (Resolution 5)
5. To re-appoint KPMG as auditor of the Company and to authorise the Board of Directors to fix their remuneration. (Resolution 6)

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 7)
 - (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 buy back shares in the capital 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;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of shares of the Company which may be bought back pursuant to the approval in paragraph (a) shall not exceed 10% of the aggregate number of the shares of the Company in issue (excluding treasury shares, if any) 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 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 in general meeting.”

B. “THAT:

(Resolution 8)

- (a) subject to paragraph (b), pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all other applicable laws, 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 (including any sale or transfer of treasury shares) 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);

NOTICE OF ANNUAL GENERAL MEETING

- (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) any share scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons 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 (excluding treasury shares, if any) on the date of the 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 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).”

NOTICE OF ANNUAL GENERAL MEETING

- C. “**THAT** conditional upon the passing of the resolution nos. 7 and 8 set out in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or deal with additional shares (including any sale or transfer of treasury shares) pursuant to resolution no. 8 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 bought back by the Company under the authority granted pursuant to resolution no. 7 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 (excluding treasury shares, if any) at the date of passing of this resolution.” (Resolution 9)

By Order of the Board
Stella Lo Sze Man
Company Secretary

Hong Kong, 15 October 2025

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 Company’s Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited (“Computershare”) 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 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 record date for determining the eligibility of shareholders to attend and vote at the meeting is Wednesday, 12 November 2025. The register of members of the Company will be closed from Friday, 7 November 2025 to Wednesday, 12 November 2025 (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 meeting, all transfer documents accompanied by the relevant share certificates must be lodged with Computershare at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, 6 November 2025 for registration.
- (4) Subject to approval of payment of final dividend by the shareholders of the Company at the meeting, the register of members of the Company will be closed on Wednesday, 19 November 2025 (the record date), on such date no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with Computershare at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 18 November 2025 for registration.
- (5) A total directors’ fee of HK\$1,259,535 for the financial year ended 30 June 2025 is proposed for approval by the shareholders of the Company at the meeting.
- (6) The particulars of the directors proposed to be re-elected at the meeting are set out in the circular to the shareholders of the Company dated 15 October 2025.

NOTICE OF ANNUAL GENERAL MEETING

- (7) Bad Weather Arrangements: The meeting will be held on Wednesday, 12 November 2025 at 12:00 noon as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day. Shareholders should make their own decision as to whether they would attend the meeting under bad weather conditions having regard to their own situation and if they should choose to do so, they are advised to exercise care and caution. However, if a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above, or “extreme conditions” caused by a super typhoon announced by The Government of the Hong Kong Special Administrative Region is/are in force in Hong Kong at 9:00 a.m. on Wednesday, 12 November 2025, the meeting will be adjourned in accordance with the articles of association of the Company and alternative meeting arrangements will be made. Shareholders may visit the website of the Company at www.lamsoon.com for details of the adjournment and alternative meeting arrangements.
- (8) The translation into Chinese language of this notice is for reference only. In case of any discrepancy or inconsistency, the English version shall prevail.