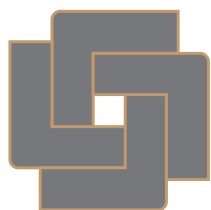

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 stockbroker 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 **Lamtex Holdings Limited** (the “Company”), you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or transferee or to the bank, stockbroker or other registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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林達控股有限公司

LAMTEX HOLDINGS LTD.

STOCK CODE 股份代號1041

(Incorporated in Bermuda with limited liability)

(Stock Code: 1041)

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE
SHARES,
(2) RE-ELECTION OF DIRECTORS,
(3) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong, on Friday, 31 May 2019 at 11:00 a.m. is set out on pages 16 to 21 of this circular.

A proxy form for use at the annual general meeting is enclosed with this circular. Whether or not you intend to attend the meeting or any adjournment thereof, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

29 April 2019

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Accompanying: Form of proxy for AGM

DEFINITIONS

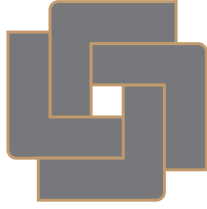
In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong at 11:00 a.m. on Friday, 31 May 2019, notice of which is set out on pages 16 to 21 of this circular
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company
“close associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Company”	Lamtex Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“Extended Mandate”	a general mandate to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the total number of issued shares of the Company as at the date of passing of the ordinary resolution granting such mandate
“General Mandates”	the Issue Mandate, the Repurchase Mandate and the Extended Mandate
“Group”	the Company and its subsidiaries
“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
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with new Shares up to a maximum of 20% of the total number of issued shares of the Company as at the date of passing of the ordinary resolution granting such mandate
“Latest Practicable Date”	24 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	the notice convening the AGM as set out on pages 16 to 21 of this circular
“PRC”	the People’s Republic of China
“Refreshment of Scheme Mandate Limit”	the proposed refreshment of Scheme Mandate Limit
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of issued shares of the Company as at the date of passing of the ordinary resolution granting such mandate
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share Consolidation”	consolidation of every five issued and unissued shares into one consolidated share which took effect on 1 August 2016 (details of which was disclosed in the Company’s circular dated 6 July 2016)
“Share Option Scheme”	the existing share option scheme of the Company adopted by the Shareholders at the annual general meeting held on 25 May 2012
“Share(s)”	ordinary share(s) of US\$0.005 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary” or “Subsidiaries”	company(ies) which is/are for the time being subsidiary(ies) (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) of the Company
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD



林達控股有限公司
LAMTEX HOLDINGS LTD.

STOCK CODE 股份代號1041

(Incorporated in Bermuda with limited liability)
(Stock Code: 1041)

Executive Directors:

Mr. TSE Ping (*Chairman*)
Mr. WU Xiaolin
Mr. PAN Xian

Non-executive Directors:

Ms. ZANG Yanxia
Mr. LIU Zhanqing
Mr. XIAO Shen

Independent Non-executive Directors:

Dr. LOKE Yu alias Loke Hoi Lam
Mr. TSE Long
Mr. ZENG Zhaolin

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*

Room 1814–1815, 18/F.
Star House
3 Salisbury Road
Tsim Sha Tsui
Kowloon
Hong Kong

29 April 2019

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE
SHARES,
(2) RE-ELECTION OF DIRECTORS,
(3) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the last annual general meeting of the Company held on 28 May 2018, general mandates were given to the Directors to exercise the powers of the Company to issue Shares and to repurchase Shares. Such mandates will lapse at the conclusion of the AGM. Ordinary resolutions will therefore be proposed at the AGM for the granting of general mandates to the Directors to issue Shares and to repurchase Shares.

Ordinary resolution will also be proposed for Refreshment of Scheme Mandate Limit.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the relevant information regarding the resolutions to be proposed at the AGM, including (i) the proposed grant of the General Mandates, (ii) the proposed re-election of the retiring Directors and (iii) the Refreshment of Scheme Mandate Limit.

2. ISSUE MANDATE

At the AGM, ordinary resolutions will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company (i) to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM; and (ii) to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 1,769,308,799 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company from the Latest Practicable Date to the date of the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 353,861,759 Shares.

3. REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

4. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to the Bye-Laws, Mr. Tse Ping (謝炳), Mr. Wu Xiaolin (吳曉林), Mr. Pan Xian (潘喜安), Ms. Zang Yanxia (臧燕霞) and Mr. Xiao Shen (肖深) will retire as Directors and, being eligible, will offer themselves for re-election in accordance with the Bye-Laws at the AGM. Particulars of their biographical details are set out in Appendix II to this circular.

5. REFRESHMENT OF SCHEME MANDATE LIMIT

The purpose of the Share Option Scheme is to recognise and acknowledge the contributions of participants to the Group by granting options to them as incentives or rewards. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

LETTER FROM THE BOARD

Pursuant to Chapter 17 of the Listing Rules, the total number of securities which may be issued upon exercise of all options to be granted under a share option scheme and any other schemes of a listed issuer must not in aggregate exceed 10% of the relevant class of securities of the listed issuer in issue as at the date of approval of the scheme. The listed issuer may seek approval by its shareholders in general meeting for “refreshing” the 10% limit under the scheme. However, the total number of securities which may be issued upon exercise of all options to be granted under all of the schemes of the listed issuer under the limit as “refreshed” must not exceed 10% of the relevant class of securities in issue as at the date of approval of the refreshed limit. Options previously granted under the schemes (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as “refreshed”. The Listing Rules also provide that the limit on the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the scheme and any other schemes must not exceed 30% of the relevant class of securities of the listed issuer in issue from time to time.

The Company has refreshed the Scheme Mandate Limit in 2015 and implemented Share Consolidation in 2016.

At the Company’s special general meeting held on 28 April 2018, another refreshment of Scheme Mandate Limit was approved by the Shareholders and the Company was allowed to grant options entitling holders thereof to subscribe for up to 134,497,657 Shares, being 10% of the total number of issued shares of 1,344,976,570 of the Company at the material time. Accordingly, the Scheme Mandate Limit was adjusted to 157,327,657 options (comprising 134,497,657 options to be granted under the refreshed Scheme Mandate Limit and 22,830,000 outstanding options).

Since the last refreshment of the Scheme Mandate Limit and up to the Latest Practicable Date, a total of 98,800,000 options were granted and the Scheme Mandate Limit has been utilised as to around 62.80%. The 98,800,000 options were granted on 8 May 2018. Among the 98,800,000 options granted, 1,000,000 options were lapsed, while the remaining of 97,800,000 options have not yet been exercised nor cancelled up to the Latest Practicable Date.

As over 62.80% of the Scheme Mandate Limit has been utilised since the refreshment at the Company’s special general meeting held on 28 April 2018, the Directors would like to take the opportunity of the AGM to seek Shareholders’ approval to refresh the Scheme Mandate Limit for obtaining a higher limit and retaining the flexibility in making new grant of options under the Share Option Scheme as the Board may consider appropriate from time to time. This will allow the Company to attract potential employees to join the Group by providing incentives and to retain the existing employees of the Group which is in the interests of the Group.

The Refreshment of Scheme Mandate Limit is conditional upon (i) approval by the Shareholders by an ordinary resolution at the AGM; and (ii) the Stock Exchange granting approval for the listing of and permission to deal in the option Share(s) to be issued pursuant to the exercise of options to be granted under the Scheme Mandate Limit. Options

LETTER FROM THE BOARD

previously granted under the share option scheme(s) of the Company (including those outstanding, cancelled, lapsed in accordance with the scheme(s) or exercised options) will not be counted in the Scheme Mandate Limit as refreshed.

Assuming no further allotment and issue of Shares and/or repurchase of Shares up to the date of the AGM, the Scheme Mandate Limit (upon the approval of the Refreshment of Scheme Mandate Limit by the Shareholders at the AGM) will allow the Company to grant options entitling holders thereof to subscribe for up to 176,930,879 Shares, being 10% of the Shares then in issue as at the date of the AGM.

Assuming that the Refreshment of Scheme Mandate Limit will be approved, the number of Shares that may be issued under the Share Option Scheme will be 297,560,879 Shares (comprising 176,930,879 Shares to be allotted and issued upon exercise of the options to be granted under the refreshed Scheme Mandate Limit and 120,630,000 Shares to be allotted and issued upon full exercise of the outstanding options), representing approximately 16.82% of the number of Shares in issue as at the Latest Practicable Date, and is within the 30% limit in issue from time to time as required under the Listing Rules.

Application will be made to the Stock Exchange by the Company for the approval of the listing of and permission to deal in the Shares, representing a maximum of 10% of the Shares in issue as at the date of the AGM, which may be issued pursuant to the exercise of the options under the Share Option Scheme.

6. AGM

A notice convening the AGM is set out on pages 16 to 21 of this circular.

Enclosed with this circular is a proxy form for use at the AGM. Whether or not you intend to attend the AGM or any adjournment thereof, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish. In the event that a shareholder having lodged a proxy form attends the AGM, his/her proxy form will be deemed to be revoked.

7. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except for purely procedural or administrative matters. 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 Bye-law 66 of the Bye-Laws. The Company will then announce the results of the poll in the manner stipulated under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on any resolutions to be approved at the AGM.

8. RECOMMENDATION

The Directors believe that (i) the proposed grant of the General Mandates (including the Issue Mandate, the Repurchase Mandate and the Extended Mandate), (ii) the proposed re-election of the retiring Directors, and (iii) the Refreshment of Scheme Mandate Limit are in the best interests of the Company and its Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM referred to above and as set out in the Notice.

9. FURTHER INFORMATION

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

10. 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 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.

Yours faithfully,
For and on behalf of the Board
Wu Xiaolin
Executive Director

The following is the explanatory statement required to be sent to Shareholders under Rule 10.06(1)(b) of the Listing Rules to provide requisite information for Shareholders to make an informed decision on whether to vote for or against the resolution to approve the Repurchase Mandate.

I. Share capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,769,308,799 Shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date up to the date of passing of the relevant resolution at the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 176,930,879 Shares, representing 10% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM.

II. Reasons for repurchases

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and its Shareholders as a whole.

III. Funding of repurchases

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-Laws, the Listing Rules and the applicable laws of Bermuda. A listed company may not repurchase its own shares on the Main Board of the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. It is envisaged that the funds required for any repurchase under the Repurchase Mandate would be derived from those funds of the Company which are legally permitted to be utilised in this connection.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts of the Company for the year ended 31 December 2018 in the event that the repurchase of Shares under the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

IV. Shares repurchases made by the Company

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

V. Share prices

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months up to the Latest Practicable Date were as follows:

Month	Price per share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
April	0.530	0.355
May	0.415	0.320
June	0.435	0.250
July	0.285	0.200
August	0.285	0.218
September	0.315	0.240
October	0.239	0.193
November	0.360	0.213
December	0.340	0.275
2019		
January	0.340	0.295
February	0.330	0.295
March	0.330	0.275
April (up to the Latest Practicable Date)	0.295	0.250

VI. Undertaking and disclosure of interests

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

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company and no such person has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

VII. Takeovers Code and public float

If as a result of repurchase of 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 for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as interpreted according to the Takeovers Code), depending on the level of the increase of the Shareholder's interest, could obtain or consolidate control of the Company and thereby become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases under the Repurchase Mandate.

The Company will not repurchase Shares to such extent as to result in the amount of Shares held by the public being reduced to less than 25% of the total share capital of the Company.

The biographical details of the Directors eligible for re-election at the AGM are set out below:

- (i) **Mr. Tse Ping (謝炳)** (“Mr. Tse”), aged 67, is an executive director and chairman of the Company who joined us on 21 December, 2018. Mr. Tse graduated from the University of West Alabama with honorary doctoral degree. He is currently serving a senior vice chairman of 正大集團 (CP Group*), the chairman of 正大製藥集團 (CP Pharmaceutical Group*), the chairman of 正大製藥投資(北京)有限公司 (Chia Tai pharmaceutical Investment (Beijing) Co., Ltd.*) and the founding chairman of Sino Biopharmaceutical Limited (a company listed on the Main Board of the Stock Exchange, Stock Code: 1177).

Mr. Tse was a Committee Member of the Ninth, Tenth and Eleventh Chinese People’s Political Consultative Conference of the People’s Republic of China. He is currently the vice president of China International Council for the Promotion of Multinational Corporations, and the standing vice president of China Overseas Chinese Entrepreneurs Association.

Mr. Tse was successively awarded “World Outstanding Chinese Award”, “2007/2008 the Fellow of the Asian College of Knowledge Management” from Asian College of Knowledge Management, and “The Top Ten Most Leading Innovative Persons of the PRC Enterprises”. In June 2017, he was awarded the “The Outstanding Leaders of the PRC” by the Asian College of Knowledge Management.

Mr. Tse is currently an executive director of Sino Biopharmaceutical Limited (Stock Code: 1177), a company listed on the Main Board of the Stock Exchange, since 2 February 2000. Mr. Tse was the non-executive director of Tianjin Binhai Teda Logistics (Group) Corporation Limited (Stock Code: 8348), a company listed on GEM of the Stock Exchange, from 20 December 2012 to 12 May 2017.

At the Latest Practicable Date and within the meaning of Part XV of the SFO, the 512,982,456 shares are held by, One Belt One Road Financial Limited, which is wholly owned by Mr. Tse. Mr. Tse was deemed to be interested in the shares within the meaning of Part XV of the SFO.

Save as disclosed herein, as at the Latest Practicable Date, (i) Mr. Tse does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not have any interests in the shares or underlying shares in the Company within the meaning of Part XV of the SFO; (iii) does not hold other positions with the Company and its subsidiaries; and (iv) has not held any directorship in any public listed companies in the last three years preceding the Latest Practicable Date or any other major appointments or professional qualifications.

* For identification purpose only

Mr. Tse has entered into a service contract with the Company on 21 December 2018, which can be terminated (i) by the Company by giving not less than 1 month's prior notice in writing to Mr. Tse, or (ii) by Mr. Tse by giving not less than 3 months' prior notice in writing to the Company. As a director, he is subject to retirement by rotation and his office can be vacated in accordance with the by-laws of the Company. In particular, Mr. Tse, as appointed by the Board, shall hold office until the next following general meeting of the Company and will be entitled to offer himself for re-election at such meeting. Mr. Tse is entitled to a director's fee of HK\$600,000 per annum which is determined by arm's length negotiation between the Company and Mr. Tse, with reference to his duties and responsibilities, his qualifications, experiences, the prevailing market conditions and the Company's remuneration policy.

Save as disclosed above, there is no information relating to Mr. Tse that is required to be disclosed pursuant to Rule 13.51 (2) of the Listing Rules nor is there any matter about him that needs to be brought to the attention of the shareholders of the Company in connection with his re-election.

- (ii) **Mr. Wu Xiaolin (吳曉林)** ("Mr. Wu"), aged 37, is an executive director, the chairman of Investment and Management Committee and a member of each of Nomination Committee and Remuneration Committee. Mr. Wu joined us on 16 June 2015. Mr. Wu graduated from Huaibei Normal University with a Bachelor of Science Degree in Information and Computer Science. Mr. Wu is currently serving as the legal representative and the general manager of 深圳市茂商會小額貸款有限公司 and a supervisor of the Shenzhen Cancare Commercial Development Company Limited (深圳市智偉龍商業發展有限公司). Mr. Wu was an executive director of Kaisa Health Group Holdings Limited (formerly known as Mega Medical Technology Limited) (stock code: 876), a company listed on the Main Board of the Stock Exchange until his resignation in February 2017. Mr. Wu was also an executive director of Hong Kong Resources Holdings Company Limited (stock code: 2882), a company listed on the Main Board of the Stock Exchange until his resignation in August 2018.

At the Latest Practicable Date and within the meaning of Part XV of the SFO, the interests in 21,700,000 shares arising from share options granted are held by Mr. Wu. Mr. Wu was deemed to be interested in the shares within the meaning of Part XV of the Securities and Futures Ordinance.

As at the Latest Practicable Date and save as disclosed above, Mr. Wu (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (iii) did not hold any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Wu has entered into a service contract with the Company commencing from 16 June 2015. He is subject to retirement by rotation and/or re-election by general meetings in accordance with the Bye-laws. Mr. Wu is entitled to a director's fee of HK\$360,000 per annum as at the Latest Practicable Date and will be entitled to a director's fee of HK\$1,440,000 per annum with effect from 1 May 2019 which is determined by arm's length negotiation between Mr. Wu and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Board and the remuneration committee of the Company.

Save as disclosed above, there is no information relating to Mr. Wu that is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules. Save as disclosed herein, there is no other matter relating to Mr. Wu that needs to be brought to the attention of the Shareholders and the Stock Exchange in connection with his re-election.

- (iii) **Mr. Pan Xian (潘喜安)** ("Mr. Pan"), aged 50, is an executive director of the Company who joined us on 23 April 2019. He is a visiting professor of Shanghai University's MBA Center, the vice president of Washington State Panda Foundation (華盛頓州熊貓基金會), the vice president of Shenzhen Fushun Welfare Foundation with extensive experience in investment management.

Save as disclosed herein, as at the Latest Practicable Date, (i) Mr. Pan does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not have any interests in the shares or underlying shares in the Company within the meaning of Part XV of the SFO; (iii) does not hold other positions with the Company and its subsidiaries; and (iv) has not held any directorship in any public listed companies in the last three years preceding the Latest Practicable Date or any other major appointments or professional qualifications.

Mr. Pan has entered into a service contract with the Company on 23 April 2019, which can be terminated (i) by the Company by giving not less than 1 month's prior notice in writing to Mr. Pan, or (ii) by Mr. Pan by giving not less than 3 months' prior notice in writing to the Company. As a director, he is subject to retirement by rotation and his office can be vacated in accordance with the bye-laws of the Company. In particular, Mr. Pan, as appointed by the Board, shall hold office until the next following general meeting of the Company and will be entitled to offer himself for re-election at such meeting. Mr. Pan is entitled to a director's fee of HK\$1,440,000 per annum which is determined by arm's length negotiation between the Company and Mr. Pan, with reference to his duties and responsibilities, his qualifications, experiences, the prevailing market conditions and the Company's remuneration policy.

Save as disclosed above, there is no information relating to Mr. Pan that is required to be disclosed pursuant to Rule 13.51 (2) of the Listing Rules nor is there any matter about him that needs to be brought to the attention of the shareholders of the Company in connection with his re-election.

- (iv) **Ms. Zang Yanxia (臧燕霞)** (“Ms. Zang”), aged 51, is a non-executive director of the Company who joined us on 21 December 2018. Ms. Zang is currently as a director of 正大資產管理(深圳)有限公司 (Chia Tai Asset Management (Shenzhen) Co., Ltd.*). Ms. Zang had successively served as the Beijing Chief Representative of LG船務有限公司 (LG Shipping Co., Ltd.*) in the USA, a managing director of 北京保信行信息諮詢有限公司 (Beijing Baoxinxing Information Consulting Co., Ltd.*), the chairman of 北京通泰誠保險代理有限公司 (Beijing Tongtaicheng Insurance Agent Co., Ltd.*) and an executive director of 北京智控投資有限公司 (Beijing Zhikong Investment Co., Ltd.*), with extensive experience in enterprise management.

Save as disclosed herein, as at the Latest Practicable Date, (i) Ms. Zang does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not have any interests in the shares or underlying shares in the Company within the meaning of Part XV of the SFO; (iii) does not hold other positions with the Company and its subsidiaries; and (iv) has not held any directorship in any public listed companies in the last three years preceding the Latest Practicable Date or any other major appointments or professional qualifications.

Ms. Zang has entered into a service contract with the Company on 21 December 2018, which can be terminated (i) by the Company by giving not less than 1 month’s prior notice in writing to Ms. Zang, or (ii) by Ms. Zang by giving not less than 3 months’ prior notice in writing to the Company. As a director, she is subject to retirement by rotation and her office can be vacated in accordance with the bye-laws of the Company. In particular, Ms. Zang, as appointed by the Board, shall hold office until the next following general meeting of the Company and will be entitled to offer herself for re-election at such meeting. Ms. Zang is entitled to a director’s fee of HK\$600,000 per annum which is determined by arm’s length negotiation between the Company and Ms. Zang, with reference to her duties and responsibilities, her qualifications, experiences, the prevailing market conditions and the Company’s remuneration policy.

Save as disclosed above, there is no information relating to Ms. Zang that is required to be disclosed pursuant to Rule 13.51 (2) of the Listing Rules nor is there any matter about her that needs to be brought to the attention of the shareholders of the Company in connection with her re-election.

* For identification purpose only

- (v) **Mr. Xiao Shen (肖深)** (“Mr. Xiao”), aged 55, is a non-executive director of the Company who joined us on 23 April 2019. He is a junior college graduate and is now study under a MBA programme in Renmin University of China. He served as the general manager of 深圳市銀聯投資顧問有限公司 (Shenzhen Yinlian Investment Advisor Co., Ltd.*) and is currently the general manager and executive director of 深圳市建同置業有限公司 (Shenzhen Jiantong Estate Co., Ltd.*), the general manager and executive director of 深圳市建同房地產開發有限公司 (Shenzhen Jiantong Real Estate Development Co., Ltd.*), the chairman and general manager of 深圳市水榭香蜜房地產開發有限公司 (Shenzhen Shuixie Xiangmi Real Estate Development Co., Ltd.*), the chairman of 深圳市深越投資有限公司 (Shenzhen Shenyue Investment Co., Ltd.*) and a director of 正大資產管理(深圳)有限公司 (Zhengda Asset Management (Shenzhen) Co., Ltd.*). He has years of extensive experience in the fields of real estate and investment management and excellent executive capacity in asset reorganization and merger and acquisition.

Mr. Xiao has entered into a service contract with the Company on 23 April 2019, which can be terminated (i) by the Company by giving not less than 1 month’s prior notice in writing to Mr. Xiao, or (ii) by Mr. Xiao by giving not less than 3 months’ prior notice in writing to the Company. As a director, he is subject to retirement by rotation and his office can be vacated in accordance with the by-laws of the Company. In particular, Mr. Xiao, as appointed by the Board, shall hold office until the next following general meeting of the Company and will be entitled to offer himself for re-election at such meeting. Mr. Xiao is entitled to a director’s fee of HK\$720,000 per annum which is determined by arm’s length negotiation between the Company and Mr. Xiao, with reference to his duties and responsibilities, his qualifications, experiences, the prevailing market conditions and the Company’s remuneration policy.

Save as disclosed herein, as at the Latest Practicable Date, (i) Mr. Xiao does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not have any interests in the shares or underlying shares in the Company within the meaning of Part XV of the SFO; (iii) does not hold other positions with the Company and its subsidiaries; and (iv) has not held any directorship in any public listed companies in the last three years preceding the Latest Practicable Date or any other major appointments or professional qualifications.

Save as disclosed above, there is no information relating to Mr. Xiao that is required to be disclosed pursuant to Rule 13.51 (2) of the Listing Rules nor is there any matter about him that needs to be brought to the attention of the shareholders of the Company in connection with his re-election.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING



林達控股有限公司

LAMTEX HOLDINGS LTD.

STOCK CODE 股份代號1041

(Incorporated in Bermuda with limited liability)

(Stock Code: 1041)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Lamtex Holdings Limited (the “Company”) will be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong at 11:00 a.m. on Friday, 31 May 2019 for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “Directors”) and the auditor of the Company (the “Auditor”) for the financial year ended 31 December 2018;
2.
 - (a) To re-elect Mr. TSE Ping (謝炳) as an executive director of the Company;
 - (b) To re-elect Mr. WU Xiaolin (吳曉林) as an executive director of the Company;
 - (c) To re-elect Mr. PAN Xian (潘喜安) as an executive director of the Company;
 - (d) To re-elect Ms. ZANG Yanxia (臧燕霞) as a non-executive director of the Company;
 - (e) To re-elect Mr. XIAO Shen (肖深) as a non-executive director of the Company;
3. To authorise the Board of Directors (the “Board”) to fix the remuneration of the Directors;
4. To re-appoint Messrs. Zhonghui Anda CPA Limited as Auditor and to authorise the Board to fix its remuneration;

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, to pass, with or without modification, the following resolutions as ordinary resolutions of the Company:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with additional ordinary shares in the share capital of the Company (the “Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company, and to make or grant offers, agreements and/or options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and/or options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers at any time during or 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) and issued by the Directors pursuant to paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (f) below);
 - (ii) exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into or carry rights to subscribe for Shares;
 - (iii) the grant or exercise of the subscription rights under any option scheme or any other option, scheme 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 or such other persons eligible to participate in any such scheme(s) or arrangement of Shares or rights to acquire Shares;
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company (the “Bye-Laws”); and
 - (v) a specific authority granted by the shareholders of the Company in general meeting,

NOTICE OF ANNUAL GENERAL MEETING

shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;

(d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked;

(e) 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;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws of Bermuda to be held; or

(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(f) “Rights Issue” means an offer of Shares or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members on a fixed record date in proportion to their holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, any relevant jurisdiction, any recognised regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company).”

6. To consider and, if thought fit, to pass, with or without modification, the following resolutions as ordinary resolutions of the Company:

“**THAT:**

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose and, subject to and in accordance with all applicable laws and regulations, the Bye-Laws and the

NOTICE OF ANNUAL GENERAL MEETING

requirements of the Rules Governing the Listing of Securities on the Stock Exchange or rules 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 may be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;
- (c) any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws of Bermuda to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. To consider and, if thought fit, to pass, with or without modification, the following resolution as ordinary resolution of the Company:

“**THAT** subject to the passing of Resolutions No. 5 and No. 6 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 and otherwise deal with Shares or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers pursuant to the Resolution No. 5 as 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 the share capital of the Company repurchased by the Company under the authority granted pursuant to the Resolution No. 6 as set out in the notice convening this meeting, provided that such amount so repurchased shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the said Resolution.”

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and, if thought fit, to pass, with or without modification, the following resolution as ordinary resolution of the Company:

“**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the shares of US\$0.005 each in the capital of the Company (the “Shares”) to be issued upon exercise of share options which may be granted under the Refreshed Scheme Mandate Limit (as defined below) under the share option scheme adopted by the Company on 25 May 2012 (the “Share Option Scheme”), the existing scheme mandate limit on the grant of share options under the Share Option Scheme be refreshed provided that the total number of Shares which may be allotted and issued upon exercise of any options to be granted under the Share Option Scheme (excluding share options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme) shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing this resolution (the “Refreshed Scheme Mandate Limit”) and that the Directors be and are hereby authorised to do such acts and things and execute such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the Refreshed Scheme Mandate Limit and to grant share options up to the Refreshed Scheme Mandate Limit and to exercise all powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such share options.”

By Order of the Board
Lamtex Holdings Limited
Wu Xiaolin
Executive Director

Hong Kong, 29 April 2019

*Head office and principal place of
business in Hong Kong:*

Room 1814–1815, 18/F.
Star House
3 Salisbury Road
Tsim Sha Tsui
Kowloon, Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member of the Company entitled to attend and vote at the AGM convened by the notice of AGM is entitled to appoint one proxy or more proxies (if the member holds two or more Shares) to attend and vote instead of him/her/its at the AGM. A proxy need not be a member of the Company but must attend the AGM in person to represent you.
2. To be valid, a form of proxy, duly executed together with a 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 lodged with the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time appointed for the holding of the AGM.
3. In the case of joint holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, then 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. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish. In the event that you attend the AGM, the form of proxy will be deemed to be revoked.
5. The register of members will be closed and no transfer of shares will be effected during the period from Tuesday, 28 May 2019 to Friday, 31 May 2019, both days inclusive, for determining the members' eligibility to attend and vote at the AGM of the Company to be held on Friday, 31 May 2019. Shareholders whose names appear on the register of members of the Company at the close of business on Friday, 31 May 2019 will be entitled to attend and vote at the AGM.
6. In order to qualify for attending and voting at the forthcoming AGM of the Company to be held on Friday, 31 May 2019, unregistered holders of shares of the Company should ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Monday, 27 May 2019.
7. An explanatory statement containing further details regarding Resolution 6 above is set out in Appendix I to the circular of which this notice of AGM forms part (the "Circular").
8. Particulars of the retiring Directors are set out in Appendix II to the Circular.
9. A form of proxy for use in connection with the AGM is published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.irasia.com/listco/hk/lamtex).
10. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at (www.irasia.com/listco/hk/lamtex) and on the HKExnews website of the Stock Exchange at (www.hkexnews.hk) to notify Shareholders of the date, time and venue of the rescheduled meeting.