

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



利寶閣

Li Bao Ge Group Limited

利寶閣集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1869)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Li Bao Ge Group Limited (the “**Company**”) will be held at Room B, 5/F, On Fat Industrial Building, 12–18 Kwai Wing Road, Kwai Chung, New Territories, Hong Kong on Friday, 24 June 2022 at 10:00 a.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2021.
2. To re-appoint Ting Ho Kwan & Chan CPA Limited as auditor of the Company and to authorise the board of Directors to fix its remuneration.
3.
 - (a) To re-elect Ms. Chan Josephine Wai Sze as an executive Director;
 - (b) To re-elect Ms. Zhu Xueqin as an executive Director;
 - (c) To re-elect Mr. Kan Sze King Kenneth as an independent non-executive Director;
 - (d) To re-elect Mr. Lee Cheung Yuet Horace as an independent non-executive Director;
 - (e) To re-elect Mr. Chan Ming Kei as an independent non-executive Director; and
 - (f) To authorise the board of Directors to fix the Directors’ remuneration.
4. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 (the “**Share(s)**”) each in the share capital of the Company or securities convertible into such Shares or

options, warrants, or similar right to subscribe for any Shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares) during or after the end of the Relevant Period;
- (c) the total number of Shares to be allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any share option scheme adopted by the Company 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 and/or any eligible persons thereunder of shares or rights to subscribe for Shares; (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part a dividend pursuant to the articles of association of the Company (the “**Articles of Association**”) from time to time; or (iv) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20% of the total number of the issued Share as at the time of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Company or the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

5. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers to repurchase such Shares are subject to and in accordance with all applicable laws and requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (c) the total number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of the issued Shares as at the time of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “**THAT** conditional upon the passing of resolutions 4 and 5 as set out in this notice convening the AGM of which this resolution forms part, the general mandate granted to the Directors pursuant to Resolution 4 as set out in this notice convening the AGM be and is hereby extended by the addition thereto of the total number of Shares which may be repurchased by the Company under the authority granted pursuant to Resolution 5 as set out in this notice convening the AGM.”

By Order of the Board
Li Bao Ge Group Limited
Chan Chun Kit
Chairman and Executive Director

Hong Kong, 13 May 2022

Notes:

1. Due to the recent development of the coronavirus disease 2019 (the “**COVID-19**”), members of the Company (the “**Members**” or “**Shareholders**”) are reminded to refer to item 9 below for the special arrangements and precautionary measures to be taken at the AGM. Member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it is strongly recommended to appoint the chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her/its attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the AGM (or any adjournment thereof), either personally or by proxy, in respect of such share as if he/she/it was solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company (the “**Register of Members**”) in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
5. In relation to resolution No. 3, Ms. Chan Josephine Wai Sze, Ms. Zhu Xueqin, Mr. Kan Sze King Kenneth, Mr. Lee Cheung Yuet Horace and Mr. Chan Ming Kei will retire from office at the AGM in accordance with the Articles of Association and, being eligible, will offer themselves for re-election. Biographical details of these Directors are set out in Appendix II to the circular of the Company dated 13 May 2022.
6. An explanatory statement as required by the Listing Rules in connection with the repurchase mandate under resolution No. 5 above is set out in Appendix I to the circular of the Company dated 13 May 2022.

7. The transfer books and Register of Members will be closed from Tuesday, 21 June 2022 to Friday, 24 June 2022, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending and voting at the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Monday, 20 June 2022.
8. A form of proxy for use by Shareholders at the AGM is enclosed.
9. To safeguard the health and safety of the Shareholders, the Company will implement the following special arrangements and precautionary measures for the AGM:

Attendance by electronic means

Due to the recent development of the COVID-19 pandemic, the Company will adopt the following special arrangements at the AGM:

- (a) The AGM will be held with the minimum number of persons present as is legally required to form a quorate meeting by Directors and/or other senior staff members who are Shareholders or proxy. No other Shareholder, proxy or corporate representative should attend the AGM in person. Shareholders will be able to participate the AGM through electronic means. Shareholders will be able to access the live webcast at the start of the AGM until its conclusion. For Shareholders who would like to participate the live webcast, they will need to register with the Company in advance. Please refer to item (c) below.
- (b) If a Shareholder (other than those who are required to attend the AGM physically to form a quorate meeting) wishes to vote on any resolution at the AGM, he/she/it is strongly recommended to appoint the chairman of the AGM as his/her/its proxy to exercise his/her/its right to vote at the AGM. Shareholders should specifically indicate how they wish to vote for or vote against the resolutions set out in the notice convening the AGM. In any event, Shareholders will not be deprived of their rights of voting on the resolution(s) to be proposed at the AGM (or any adjourned meeting thereof).
- (c) The AGM will be conducted through electronic means where all participants can participate and submit questions at the AGM. In order to do so, any Shareholders who wishes to join the AGM must contact the Company's share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, to pre-register no later than 10:00 a.m. on Wednesday, 22 June 2022 (being not less than forty-eight (48) hours before the AGM) by email to ir@starofcanton.com.hk by providing personal particulars as follows:
 1. Full name (English and Chinese);
 2. Registered address;
 3. Number of Shares held;
 4. Hong Kong Identity Card number or passport number (in case of natural person)/company registration number (in case of body corporate);
 5. Contact telephone number; and
 6. Email address.

The Company will provide the pre-registered Shareholders with the link to the “live” webcast platform upon confirmation of the Shareholders’ identification and interest in participating the AGM through electronic means. Shareholders **MUST NOT** forward the link to other persons who are not Shareholders and who are not entitled to attend the AGM.

- (d) Non-registered shareholder who wish to pre-register will need to provide information listed in item (c) above AND
 1. Contact and instruct their banks, brokers, custodians, nominees or the Hong Kong Securities Clearing Company Limited through which their shares are held (together, the “**Intermediary**”) to assist themselves to attend the AGM via electronic means; and
 2. Provide their e-mail address to their Intermediary before the time limit required by the relevant Intermediary.
- (e) Shareholders can submit questions relevant to the business of the AGM by email to ir@starofcanton.com.hk in advance. If considered appropriate by the Directors at their absolute discretion, the questions will be answered at the AGM.

Attendance at the AGM venue (ONLY those who are required to attend the AGM physically to form a quorate meeting)

- (i) Compulsory body temperature checks will be conducted for every attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius will be denied entry into the AGM venue and be requested to leave the AGM venue;
- (ii) Attendees are requested to observe good personal hygiene at all times at the AGM venue and alcohol rubs or hand sanitiser will be provided for use;
- (iii) Every attendee will be required to wear surgical facial mask throughout the AGM and maintain a safe distance between seats. Please note that no masks will be provided at the AGM venue and attendees should wear their own masks;
- (iv) **The Company will not provide refreshments and will not distribute corporate gifts;** and
- (v) Attendees who do not comply with the precautionary measures (i) to (iii) above or been found to have the symptom(s) of an upper respiratory system disease or be obeying a quarantine order may be denied entry to the AGM venue at the absolute discretion of the Company as permitted by law.

Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the websites of the Company and the Stock Exchange for future announcement(s) and updates on the AGM arrangements.

The Company reminds Shareholders who wish to exercise his/her/its voting rights that he/she/it is strongly recommended to appoint the chairman of the AGM as his/her/its proxy to vote on the relevant resolution at the AGM.

As at the date of this notice, the executive Directors are Mr. Chan Chun Kit, Ms. Chan Josephine Wai Sze, Ms. Zhu Xueqin; the non-executive Director is Mr. Chow Yiu Pong David; and the independent non-executive Directors are Mr. Kan Sze King Kenneth, Mr. Chan Ming Kei and Mr. Lee Cheung Yuet Horace.