

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 dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Luk Hing Entertainment Group Holdings Limited, you should at once hand this circular together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effect for transmission to the purchaser or transferee.

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LUK HING ENTERTAINMENT GROUP HOLDINGS LIMITED

陸慶娛樂集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8052)

PROPOSAL FOR

(1) GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES;

AND

(2) RE-ELECTION OF DIRECTORS;

AND

(3) NOTICE OF ANNUAL GENERAL MEETING

Capitalized terms used in this cover page shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 4 to 8 of this circular. A notice convening the Annual General Meeting to be held at Shop 601, 6th Floor, Citygate, 20 Tat Tung Road, Tung Chung, Lantau, Hong Kong on Friday, 18 June 2021 at 3:00 p.m. or any adjourned meeting hereof to approve matters referred to in this circular is set out on pages 19 to 24 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is also enclosed with this circular. Such form of proxy is also published on the GEM website at www.hkgem.com and the Company's website at www.lukhing.com.

Whether or not that you are able or intend to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 3:00 p.m. on 16 June 2021) before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting hereof should you so wish.

This circular will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for a minimum period of 7 days from the date of publication and on the Company's website at www.lukhing.com.

30 March 2021

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Shop 601, 6th Floor, Citygate, 20 Tat Tung Road, Tung Chung, Lantau, Hong Kong on Friday, 18 June 2021 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting as set out on pages 19 to 24 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended, supplemented and/or otherwise modified from time to time
“Board”	the Board of Directors
“Cayman Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, supplemented and/or otherwise modified from time to time
“close associate(s)”	has the same meaning as defined in the GEM Listing Rules
“Company”	Luk Hing Entertainment Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM (stock code: 8052)
“Controlling Shareholders”	has the meaning ascribed thereto in the GEM Listing Rules and in the case of our Company, means Welmen Investment Co. Ltd, Yui Tak Investment Limited, Ocean Concept Holdings Limited, Toprich Investment (Group) Limited, Perfect Succeed Limited, Mr. Choi Yiu Ying, Mr. Choi Siu Kit, Mr. Au Wai Pong Eric, Mr. Au Ka Wai and Mr. Yeung Chi Shing. Mr. Choi Yiu Ying, Mr. Choi Siu Kit, Mr. Au Wai Pong Eric, Mr. Au Ka Wai and Mr. Yeung Chi Shing are regarded as parties acting in concert and a group of concerted shareholders by virtue of an acting in concert confirmation dated 2 March 2016
“core connected person”	has the same meaning as defined in the GEM Listing Rules
“Directors”	the directors of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented and/or otherwise modified from time to time

DEFINITIONS

“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“INED(s)”	independent non-executive Director(s)
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all the power to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of the passing of the resolution granting such mandate
“Latest Practicable Date”	25 March 2021, being the latest practicable date prior to printing of this circular for ascertaining certain information included in this circular
“Listing Date”	11 November 2016, the date on which the issued Shares were first listed and from which dealings therein are permitted to take place on GEM
“Macau”	the Macau Special Administrative Region of the People’s Republic of China
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares on the Stock Exchange with the total number of Shares up to 10% of the total number of Shares in issue as at the date of the passing of the resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented and/or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended, supplemented and/or otherwise modified from time to time

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“%”	per cent

LETTER FROM THE BOARD



LUK HING ENTERTAINMENT GROUP HOLDINGS LIMITED

陸慶娛樂集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8052)

Executive Directors:

Mr. Choi Yiu Ying
Mr. Choi Siu Kit
Mr. Yeung Chi Shing

Non-executive Directors:

Mr. Au Wai Pong Eric
Mr. Au Ka Wai
Ms. Poon Kam Yee Odilia

Independent non-executive Directors:

Mr. Tang Tsz Tung
Mr. Chan Ka Yin
Mr. Tse Kar Ho Simon

Registered Office:

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PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

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in Hong Kong:*

Room 1505, 15/F.
Shun Tak Centre West Tower
168–200 Connaught Road
Central, Sheung Wan
Hong Kong

30 March 2021

To the Shareholders,

Dear Sir or Madam,

PROPOSAL FOR
(1) GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES;
AND
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the proposed matters which include, inter alia, (1) the proposed grant of the Issue Mandate and Repurchase Mandate; and (2) the proposed re-election of retiring Directors, and to send you the notice of the Annual General Meeting.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 19 June 2020, the then Shareholders granted a general mandate to the Directors to allot and issue Shares. Such mandate will lapse on 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 or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution of Shareholders in a general meeting revoking or varying renewing such mandate.

In order to ensure that the flexibility and discretion be given to the Directors in the event that it becomes desirable to allot, issue and deal with the Shares, approval is being sought from the Shareholders for the granting of the Issue Mandate to the Directors to allot, issue and deal with additional Shares of up to a maximum of 20% of the total number of Shares in issue as at the date of the passing of the ordinary resolution contained in item 5(A) of the notice of the Annual General Meeting as set out on pages 19 to 24 of this circular convening the Annual General Meeting and adding to such general mandate any Shares representing the total number of the Shares repurchased by the Company under the Repurchase Mandate. If the resolution is passed and no Share is repurchased by the Company, exercise in full of the Issue Mandate (on the basis of 1,800,000,000 Shares in issue at the Latest Practicable Date would result in up to 360,000,000 new Shares being allotted, issued and dealt with by the Company.

The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be approved by the Shareholders. The purpose of the general mandate to issue new shares is to enable the Directors to capture the right timing of the securities market to widen the capital base of the Company.

3. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 19 June 2020, the then Shareholders granted a general mandate to the Directors on to repurchase Shares. Such mandate will lapse on 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 or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution of Shareholders in a general meeting revoking or varying such mandate.

LETTER FROM THE BOARD

A resolution to grant the Directors the Repurchase Mandate will be proposed at the Annual General Meeting to enable the Directors to exercise the powers of the Company to repurchase its own issued and fully paid Shares up to a maximum of 10% of the total number of Shares in issue as at the date of the passing of the ordinary resolution set out as resolution contained in item 5(B) of the notice of the Annual General Meeting as set out on pages 19 to 24 of this circular convening the Annual General Meeting (i.e. a total of 180,000,000 Shares, assuming that the number of issued Shares remains unchanged after the Latest Practicable Date and up to the date of the Annual General Meeting). The Directors have no immediate plans to repurchase any Shares pursuant to the Repurchase Mandate.

In accordance with Rules 13.07 and 13.08 of the GEM Listing Rules, an explanatory statement containing information reasonably necessary for the Shareholders to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix I to this circular.

4. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. Choi Yiu Ying, Mr. Choi Siu Kit and Mr. Yeung Chi Shing; the non-executive Directors are Mr. Au Wai Pong Eric, Mr. Au Ka Wai and Ms. Poon Kam Yee Odilia; and the independent non-executive Directors are Mr. Tang Tsz Tung, Mr. Chan Ka Yin and Mr. Tse Kar Ho Simon.

According to Article 108 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every director shall be subject to retirement by rotation at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election. Mr. Au Wai Pong Eric, Ms. Poon Kam Yee Odilia and Mr. Au Ka Wai shall retire from office by rotation at the Annual General Meeting, and being eligible, will offer themselves for re-election.

According to Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the company after his appointment and be subject to re-election at such meeting. Mr. Tang Tsz Tung and Mr. Chan Ka Yin were appointed as non-executive Directors by the Board during the year ended 31 December 2020. They shall hold office until the Annual General Meeting and shall then be eligible and offer themselves for re-election at the Annual General Meeting.

By taking into account the nomination policy of the Company, the nomination committee considered that each of Mr. Au Wai Pong Eric, Ms. Poon Kam Yee Odilia, Mr. Au Ka Wai, Mr. Tang Tsz Tung and Mr. Chan Ka Yin's cultural background, educational background, and work experience can bring further contributions to the Board's diversity.

The nomination committee of the Company has assessed and reviewed each of the INED's annual written confirmation of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that they are all remain independent.

LETTER FROM THE BOARD

The nomination committee of the Company has evaluated the performance of each of the retiring Directors during the year ended 31 December 2020 and found the performance of all of them satisfactory. Upon the nomination of the nomination committee, the Board has recommended that the retiring Directors, namely Mr. Au Wai Pong Eric, Ms. Poon Kam Yee Odilia, Mr. Au Ka Wai, Mr. Tang Tsz Tung and Mr. Chan Ka Yin stand for re-election as Directors at the Annual General Meeting.

The re-appointment of Directors has been reviewed by the nomination committee of the Company which made recommendation to the Board that the re-election be proposed for Shareholders' approval at the Annual General Meeting.

Pursuant to Rule 17.46A of the GEM Listing Rules, particulars of each of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice of the Annual General Meeting is set out on pages 19 to 24 of this circular.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the GEM website at www.hkgem.com and the Company's website at www.lukhing.com. Whether or not you are able or intend to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 3:00 p.m. on 16 June 2021) before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjourned thereof should you so wish.

6. VOTING BY POLL AT GENERAL MEETINGS

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith and in compliance with the GEM Listing Rules, decides to allow a resolution which relates purely a procedural or administrative matter to be voted on by a show of hands. Therefore, each resolution set out in the notice to the Annual General Meeting which is put to vote at the Annual General Meeting shall be decided by poll. The Company will appoint scrutineer to handle vote-taking procedures at the Annual General Meeting. The results of the poll will be published on the GEM website at www.hkgem.com and the Company's website at www.lukhing.com as soon as possible after the conclusion of the Annual General Meeting.

LETTER FROM THE BOARD

7. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed from Tuesday, 15 June 2021 to Friday, 18 June 2021, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of Shares shall ensure that 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, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 11 June 2021.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information relating to the Group. 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.

9. RECOMMENDATION

The Directors consider that (1) the proposed grant of the Issue Mandate and the Repurchase Mandate; and (2) the proposed re-election of retiring Directors, in each case as described in this circular, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

10. GENERAL

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

Yours faithfully,
For and on behalf of the Board
Luk Hing Entertainment Group Holdings Limited
Choi Yiu Ying
Chairman and Executive Director

The GEM Listing Rules permit companies with primary listing on the Stock Exchange to repurchase their fully paid-up Shares on the Stock Exchange subject to certain restrictions.

The following is the explanatory statement required to be sent to the Shareholders under the GEM Listing Rules to enable them to make an informed decision on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,800,000,000 Shares of HK\$0.01 each.

Subject to the passing of the resolution set out in item 5(B) of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and assuming no Shares will be issued or repurchased by the Company during the period between the Latest Practicable Date and the date of the Annual General Meeting, the Directors would be allowed under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to a maximum total of 180,000,000 Shares, representing 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company. According, the Directors believe that the granting of the Repurchase Mandate is in the best interest of the Company and the Shareholders as a whole. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares of the Company, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the applicable laws of the Cayman Islands and the GEM Listing Rules.

If the Repurchase Mandate were to be exercised in full, there might be a material adverse effect on the working capital and/or the gearing position of the Group as compared to the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2020. 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 Group or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Group.

4. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the 12 calendar months before the Latest Practicable Date and the current month up to the Latest Practicable Date are as follows

2020	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
March	0.054	0.020
April	0.075	0.030
May	0.040	0.026
June	0.038	0.024
July	0.029	0.023
August	0.029	0.023
September	0.028	0.022
October	0.035	0.025
November	0.035	0.027
December	0.033	0.026
 2021		
January	0.031	0.025
February	0.031	0.026
March (up to the Latest Practicable Date)	0.037	0.026

5. DIRECTORS DEALINGS AND CORE CONNECTED PERSON

None of the Directors, nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates currently intends to sell any Shares in the Company or its subsidiaries if the Repurchase Mandate is exercised.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares of the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE CONSEQUENCES

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or

consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Controlling Shareholders are interested in 1,093,500,000 Shares in aggregate and approximately 60.75% of the existing issued share capital of the Company. In the event that the Repurchase Mandate was exercised in full, the percentage shareholding of the Controlling Shareholders would increase to approximately 67.5%. To the best knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeover Code.

Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors will not exercise the Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the GEM Listing Rules).

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company from the Listing Date and up to the Latest Practicable Date (whether on the GEM or otherwise).

The following are the particulars of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

Mr. Au Wai Pong Eric

Non-executive Director

Mr. Au Wai Pong Eric (區偉邦) (“Mr. Eric Au”), aged 52, was appointed as a non-executive Director of our Company on 2 March 2016, and is primarily responsible for overseeing management and strategic planning of our Group. Mr. Eric Au is a member of each of the audit committee and remuneration committee of the Board.

Mr. Eric Au has extensive experience in real estate management and investment. From July 1996 to March 2000, he joined Chi Cheung Investment Company Limited (stock code: 0112), (now known as LT Commercial Real Estate Limited), the shares of which are listed on the main board of the Stock Exchange which is primarily engaged in property development, as a project manager where he directed the project development department in project management, marketing and sales activities. During the eight years from April 2000 to July 2008, Mr. Eric Au worked in the real estate investment industry and had served as a project director in Global Gateway, L.P. and the Pioneer Global Group Limited as well as the general manager in Gaw Capital, where he had been responsible for project management, acquisitions and asset management in general. From July 2008 to June 2017, he served as the regional director of LaSalle Investment Management, being a private equity investment arm of Jones Lane LaSalle Limited, a real estate investment management firm.

Mr. Eric Au graduated from the Rhode Island School of Design, the United States, with a bachelor degree of fine arts in June 1991 and a bachelor degree of architecture in May 1992. Mr. Eric Au has been a member of Hong Kong Institute of Architects since May 1998. He is one of the Controlling Shareholders and an indirect shareholder of our Company and a shareholder of Welmen.

As at the Latest Practicable Date, Mr. Eric Au was deemed to be interested in 1,093,500,000 Shares held by Welmen Investment Co. Ltd (“Welmen”) (including his personal interest of 16.0556% of the issued share capital of Welmen) by virtue of the SFO. He is one of the Controlling Shareholders and an indirect shareholder of our Company. As at the Latest Practicable Date, Mr. Eric Au had share options to subscribe for a total of 18,000,000 Shares of the Company. Save as disclosed above, Mr. Eric Au did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Eric Au confirmed that he is not connected to any other Directors, member of the senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Eric Au has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the last three years and have not held other major appointments and professional qualifications.

Mr. Eric Au was appointed as a non-executive Director of the Company on 2 March 2016 for a term of two years commencing from the Listing Date, unless terminated by not less than 3 months' notice in writing served by either party. With effect from 1 March 2020, is entitled to a monthly director's fee of HK\$20,000 and will be subject to a discretionary bonus for his services provided in connection with his appointment as non-executive Director of the Company. He is subject to retirement by rotation at the annual general meetings of the Company at least once every three years in accordance with the Articles of Association.

There is no other matter in relation to the re-election of Mr. Eric Au that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Ms. Poon Kam Yee Odilia

Non-executive Director

Ms. Poon Kam Yee Odilia (潘錦儀), aged 60, was appointed as a non-executive Director of our Company on 2 March 2016, and is primarily responsible for overseeing management and strategic planning of our Group. Ms. Poon is the sister of Mr. Poon Ching Tong Tommy, who is the sole shareholder of Kenbridge Limited, which is a shareholder of the Company.

Ms. Poon has extensive experience in marketing and promotion as well as in human resources management and consultancy. From April 1988 to January 1994, she served Rothmans (Far East) Limited with her last position as the marketing manager. She then joined Tait (HK) Ltd from February 1994 to August 1996 as a sales and marketing director. From September 1996 to July 1997, she served as a promotion and packaging director in Pepsico. Inc. During August 1997 to December 1998, she worked as a marketing director for Carlsberg Brewery Hong Kong. From May 1999 to April 2005, she was employed by Hudson Global Resources (HK) Ltd with her last role as a country manager. During April 2005 to October 2005, she then joined Agilent Technologies Hong Kong Ltd as the staffing manager. From November 2005 to July 2013, she worked at Talent 2 Shanghai Co., Ltd and held positions of operations director of the recruitment managed services division and managing director in China. From January 2014 to June 2017, she served as a director in Motiva Consulting Limited where she oversees the overall management of the company. Since August 2015, she served as a director of the Chapman Consulting Group Limited and since June 2017, she was appointed as a non-executive Director of Vistar Holdings Limited, which is listed on GEM (stock code: 8535) on 12 February 2018, where she is primarily responsible for overseeing the management and strategic planning.

Ms. Poon graduated with a bachelor's degree in business administration from the University of East Asia Macau, Macau in September 1985 and later received a master degree of science, majoring in business studies, from the University of Salford, United Kingdom in July 1987. In June 1990, she obtained a diploma in marketing from the Chartered Institute of Marketing, United Kingdom.

Ms. Poon is the sister of Mr. Poon Ching Tong Tommy. As at the Latest Practicable Date, Mr. Poon Ching Tong Tommy was deemed to be interested in 6.75% of issued capital of the Company by virtue of the SFO. Save as disclosed above, Ms. Poon did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Poon Kam Yee Odilia confirmed that she is not connected to any other Directors, member of the senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Ms. Poon Kam Yee Odilia has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the last three years and have not held other major appointments and professional qualifications.

Mr. Poon was appointed as a non-executive Director of the Company on 2 March 2016 for a term of two years commencing from the Listing Date, unless terminated by not less than 3 months' notice in writing served by either party. Pursuant to her letter of appointment, she will not receive any fees or remuneration but will be subject to a discretionary bonus for her services provided in connection with her appointment as non-executive Director of the Company. She is subject to retirement by rotation at the annual general meetings of the Company at least once every three years in accordance with the Articles of Association.

There is no other matter in relation to the re-election of Ms. Poon Kam Yee Odilia that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Mr. Au Kai Wai*Non-executive Director*

Mr. Au Ka Wai (歐家威), aged 44, was appointed as a non-executive Director of our company on 9 August 2018, and is primarily responsible for overseeing management and strategic planning of our Group. Mr. Au is the son of Mr. Au Ion Weng, a non-executive Director up to 9 August 2018.

Mr. Au has over 12 years of working experience in real estate and tourism industries. He is the executive directors of J&C Real Estate Property Limited and Rich City Travel Agency Limited, both are private companies incorporated in Macau. Mr. Au also has extensive experience in retail management and general management. Mr. Au received a bachelor degree in laws from Macau University of Science and Technology in 2004. Mr. Au is one of the Controlling Shareholders and an indirect shareholder of our Company, and a director and a shareholder of Welmen.

As at the Latest Practicable Date, Mr. Au was deemed to be interested in 1,093,500,000 Shares held by Welmen Investment Co. Ltd (“Welmen”) (including his personal interest of 16.0444% of the issued share capital of Welmen) by virtue of the SFO. He is one of the Controlling Shareholders and an indirect shareholder of our Company. As at the Latest Practicable Date, Mr. Au had Share options to subscribe for a total of 18,000,000 Shares of the Company. Save as disclosed above, Mr. Au did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Au confirmed that he is not connected to any other Directors, member of the senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Au has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the last three years and have not held other major appointments and professional qualifications.

Mr. Au Ka Wai has entered into a letter of appointment with the Company, for a term of two years commencing from 9 August 2018, which shall be extended automatically for a term of one year thereafter until terminated by either party by giving not less than three months’ written notice to the other party. Mr. Au will not receive any director’s fees, remuneration or bonus for his services provided in connection with his appointment as a non-executive director of the Company. He is subject to retirement at the annual general meeting of the company after his appointment and be subject to re-election at such meeting in accordance with the Articles of Association.

There is no other matter in relation to the re-election of Mr. Au Ka Wai that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Mr. Tang Tsz Tung*Independent non-executive Director*

Mr. Tang Tsz Tung (鄧子棟), aged 47, was appointed as an independent non-executive Director of our Company on 1 July 2020, and is primarily responsible for providing independent judgment to the Board. Mr. Tang is the chairman of the remuneration committee of the Board and a member of each of the audit committee and the nomination committee of the Board.

Mr. Tang, obtained a Bachelor degree in Civil Engineering from University College London, UK in 1997.

Mr. Tang worked at Citigroup Global Markets Asia Limited from 2000 to 2008 with last position as senior vice president; worked at HSBC Private Bank (Suisse) SA from 2008 to 2010 with last position as a director; worked at Astrum Capital Management Limited from 2011 to 2014 with focus on the Greater China region. He was an executive director of Capital VC Limited (stock code: 2324, a company listed on main board of the Stock Exchange) for a period from March 2013 to June 2014.

Mr. Tang has accumulated over 21 years of experience in the finance and investment banking industries with extensive experience in dealing in securities and asset management. Currently, Mr. Tang is a director and responsible officer of Opus Capital Limited (Type 1, dealing in securities), Opus Securities Limited (Type 1, dealing in securities) and Opus Capital Management Limited (Type 9, asset management).

As at the Latest Practicable Date, Mr. Tang does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Tang confirmed that he is not connected to any other Directors, member of the senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Tang has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the last three years and have not held other major appointments and professional qualifications.

The Board would consider enhancing its diversity with different expertise when appointing or re-electing an independent non-executive Director. Mr. Tang has confirmed his independence pursuant to Rule 5.09 of GEM Listing Rules. The Board considers Mr. Tang is independent and can bring further contributions to the Board and its diversity.

Mr. Tang was appointed as independent non-executive Director of the Company on 1 July 2020, which shall be renewed and extended automatically for term of one year until terminated by either party giving not less than 3 months' written notice to the other party. Pursuant to his letter of appointment, he is entitled to a director's fee of HK\$13,000 per month.

Save for director's fees, Mr. Tang does not receive any other remuneration for holding his office as independent non-executive Director. He is subject to retirement by rotation at the annual general meeting of the Company at least once every three years in accordance with the Articles of Association.

There is no other matter in relation to the re-election of Mr. Tang Tsz Tung that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Mr. Chan Ka Yin

Independent non-executive Director

Mr. Chan Ka Yin (陳家賢), aged 46, was appointed as an Independent Non-executive Director of the Company on 1 July 2020; and is primarily responsible for providing independent judgment to the Board. Mr. Chan serves as the Chairman of the Audit Committee of the Board.

Mr. Chan, obtained a degree in Bachelor of Business Administration in Accounting and Finance (Hons.) from The University of Hong Kong in 1996. He has been a fellow member of the Association of Chartered Certified Accountants since 2004 and a fellow member of the Hong Kong Institute of Certified Public Accountants since 2010.

Mr. Chan worked in Ernst & Young from 1997 to 2005. Currently, he is a director of Apex Corporate Advisory Limited, a corporate services company in Hong Kong. Mr. Chan has accumulated over 20 years of experience in auditing and accounting industries, and company secretarial practices in respect of listed companies.

Mr. Chan was an independent non-executive director of each of Smart City Development Holdings Limited (formerly known as Deson Construction International Holdings Limited) (stock code: 8268, a company listed on GEM of the Stock Exchange) for a period from December 2015 to July 2019, and China Overseas Nuoxin International Holdings Limited (stock code: 464, a company listed on main board of the Stock Exchange) for the period from June 2019 to April 2020. He has been an independent non-executive director of China Kangda Food Company Limited (stock code: 834, a company listed on main board of the Stock Exchange) since November 2019.

As at the Latest Practicable Date, Mr. Chan does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chan confirmed that he is not connected to any other Directors, member of the senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Chan has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the last three years and have not held other major appointments and professional qualifications.

The Board would consider enhancing its diversity with different expertise when appointing or re-electing an independent non-executive Director. Mr. Chan has confirmed his independence pursuant to Rule 5.09 of GEM Listing Rules. The Board considers Mr. Chan is independent and can bring further contributions to the Board and its diversity.

Mr. Chan was appointed as independent non-executive Director of Company on 1 July 2020, which shall be renewed and extended automatically for term of one year until terminated by either party giving not less than 3 months' written notice to the other party. Pursuant to his letter of appointment, he is entitled to a director's fee of HK\$13,000 per month.

Save for director's fees, Mr. Chan does not receive any other remuneration for holding his office as independent non-executive Director. He is subject to retirement by rotation at the annual general meeting of the Company at least once every three year in accordance with the Articles of Association.

There is no other matter in relation to the re-election of Mr. Chan Ka Yin that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

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.



LUK HING ENTERTAINMENT GROUP HOLDINGS LIMITED

陸慶娛樂集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8052)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (“Annual General Meeting”) of Luk Hing Entertainment Group Holdings Limited (the “Company”) will be held at Shop 601, 6th Floor, Citygate, 20 Tat Tung Road, Tung Chung, Lantau, Hong Kong on Friday, 18 June 2021 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Director(s)”) and auditors of the Company for the year ended 31 December 2019.
2.
 - (a) To re-elect Mr. Au Wai Pong Eric as a Non-executive Director.
 - (b) To re-elect Ms. Poon Kam Yee Odilia as a Non-executive Director.
 - (c) To re-elect Mr. Au Ka Wai as a Non-executive Director.
 - (d) To re-elect Mr. Tang Tsz Tung as an Independent Non-executive Director.
 - (e) To re-elect Mr. Chan Ka Yin as an Independent Non-executive Director.
3. To authorize the board of directors of the Company to fix the respective remuneration of the Directors.
4. To re-appoint HLB Hodgson Impey Cheng Limited as the Company’s independent auditors and to authorize the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

(A) **“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares of HK\$0.01 each in the capital of the Company (“Share(s)”) and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Right Issue (as defined below);
 - (ii) any scrip dividend schemes or similar arrangements providing for the allotment of Shares in lieu of the whole or in part of any dividend in accordance with the articles of association of the Company; and
 - (iii) the exercise of any options under any share option schemes of the Company from time to time adopted by the Company in accordance with the applicable rules of The Stock Exchange of Hong Kong Limited for the grant or issue of Shares or rights to acquire Shares;

shall not exceed 20% of the total number of Shares of the Company in issue on the date of passing of this resolution; and

- (d) 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 of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders of the Company revoking or varying the authority given to the Directors.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (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 recognized regulatory body or any stock exchange outside Hong Kong).”

(B) **“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares on the GEM (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the GEM (the “GEM Listing Rules”) or any other stock exchange on which the securities of the Company may be listed as amended from time to time;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of Shares of the Company in issue as at the date of passing of this resolution; and
- (c) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (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 of the Cayman Islands to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by a resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** subject to the passing of the resolutions set out in items 5(A) and 5(B) in the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 5(A) of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the amount representing the aggregate number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5(B) of the Notice, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution.”

By Order of the Board
Luk Hing Entertainment Group Holdings Limited
Choi Yiu Ying
Chairman and Executive Director

Hong Kong, 30 March 2021

Registered office:
Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Principal place of business
in Hong Kong:*
Room 1505, 15/F
Shun Tak Centre West Tower
168–200 Connaught Road Central
Sheung Wan
Hong Kong

Notes:

1. All resolutions at the Annual General Meeting will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules. The results of the poll will be published on the GEM website at www.hkgem.com and the Company’s website at www.lukhing.com in accordance with the GEM Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the shareholder to speak at the meeting. A proxy need not be a shareholder of the Company. A shareholder of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
3. A form of proxy for use at the Annual General Meeting is enclosed with the circular of the Company dated 30 March 2021. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 3:00 p.m. on 16 June 2021) before the time appointed for the holding of the Annual General Meeting or any adjournment thereof.
4. Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof should they so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

5. Where there are joint holders of any Shares, any one of such joint holder may vote, either in person or by proxy, in respect of such Shares as if he were solely entitled to vote, but if more than one of such joint holders are present at the Annual General Meeting, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names of the joint holders stand on the register of members of the Company in respect of the joint holding.
6. For determining the entitlement to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed from Tuesday, 15 June 2021 to Friday, 18 June 2021, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company will ensure that 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, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 11 June 2021.
7. If typhoon signal no. 8 or above, or "extreme conditions" caused by super typhoons or a "black" rainstorm warning is hoisted or remains hoisted at 1:00 p.m. on the date of the Annual General Meeting, the meeting will be postponed. The Company will post an announcement on the GEM website at www.hkgem.com and the Company's website at www.lukhing.com to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the Annual General Meeting to protect attending shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) The Company encourages each attendee to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document.

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our registered office. If any shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre 183 Queen's Road East, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Tel: (852) 2980 1333
Fax: (852) 2810 8185

As at the date of this notice, the executive Directors are Mr. Choi Yiu Ying, Mr. Choi Siu Kit, and Mr. Yeung Chi Shing; the non-executive Directors are Mr. Au Wai Pong Eric, Mr. Au Ka Wai and Ms. Poon Kam Yee Odilia; and the independent non-executive Directors are Mr. Tang Tsz Tung, Mr. Chan Ka Yin and Mr. Tse Kar Ho Simon.

NOTICE OF ANNUAL GENERAL MEETING

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 notice 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 in this notice misleading.

This notice will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for a minimum period of seven days from the date of its publication and on the Company’s website at www.lukhing.com.