
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 you should take, you should consult a 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 L.K. Technology Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



力勁科技集團有限公司
L.K. Technology Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 558)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
DECLARATION AND PAYMENT OF DIVIDEND, AND
ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting to be held at The Garden Rooms, 2/F, The Royal Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Tuesday, 6 September 2022, at 10:00 a.m. is set out on pages 31 to 36 of this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy accompanying the notice of the Annual General Meeting in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending the Annual General Meeting or any adjournment thereof and voting in person if you so wish and in such event, the form of proxy will be deemed to be revoked.

26 July 2022

CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
1. Introduction.....	3
2. General Mandates to Issue New Shares and Repurchase Share.....	4
3. Re-election of Retiring Directors	4
4. Declaration and Payment of Final Dividend and Closure of Register of Member	5
5. Proposed Adoption of the New Memorandum and Articles of Association	6
6. Annual General Meeting	7
7. Recommendation	8
8. General Information	8
 APPENDIX I — EXPLANATORY STATEMENT	 9
 APPENDIX II — DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING.....	 12
 APPENDIX III — PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION.....	 14
 NOTICE OF ANNUAL GENERAL MEETING	 31

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at The Garden Rooms, 2/F, The Royal Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Tuesday, 6 September 2022 at 10:00 a.m. (or any adjournment thereof)
“Articles of Association”	the articles of association of the Company as amended and restated, supplemented or modified from time to time
“Board”	the board of Directors
“CCASS”	The Central Clearing and Settlement System established and operated by HKSCC
“Company”	L.K. Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the Stock Exchange
“Directors”	the directors of the Company
“Existing Memorandum and Articles of Association”	the existing Memorandum of Association and Articles of Association of the Company adopted pursuant to written resolutions passed on 23 September 2006
“Extension Mandate”	as defined in paragraph 2(c) of the Letter from the Board in this circular
“Girgio”	Girgio Industries Limited, a company incorporated in the British Virgin Islands and is owned as to 95% by Full Profit Asset Limited which is wholly-owned by HSBC International Trustee Limited (as trustee of The Liu Family Trust, in which Ms. Chong Siw Yin, Mr. Liu Zhuo Ming and Miss Liu Ying Ying are beneficiaries) and 5% by Mr. Liu Siong Song
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited

DEFINITIONS

“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	as defined in paragraph 2(a) of the Letter from the Board in this circular
“Latest Practicable Date”	21 July 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Memorandum of Association”	the memorandum of association of the Company, as amended from time to time
“New Memorandum and Articles of Association”	the proposed amended and restated Memorandum of Association and the amended and restated Articles of Association to be considered and approved for adoption by the Shareholders at the Annual General Meeting
“Proposed Amendments”	the proposed amendments to the Existing Memorandum and Articles of Association as set out in Appendix III to this circular
“Record Date”	19 September 2022, being the date for determination of entitlements to the proposed final dividend
“Repurchase Mandate”	as defined in paragraph 2(b) of the Letter from the Board in this circular
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.10 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
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Buybacks
“%”	per cent

LETTER FROM THE BOARD



力勁科技集團有限公司
L.K. Technology Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 558)

Executive Directors:

Ms. Chong Siw Yin (*Chairperson*)
Mr. Liu Zhuo Ming (*Chief Executive Officer*)
Mr. Tse Siu Sze

Independent Non-executive Directors:

Dr. Low Seow Chay
Dr. Lui Ming Wah, *SBS, JP*
Mr. Tsang Yiu Keung, Paul
Mr. Look Andrew

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal Place of Business
in Hong Kong:
Unit A, 8th Floor
Mai Wah Industrial Building
1-7 Wah Sing Street
Kwai Chung
New Territories
Hong Kong

26 July 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
DECLARATION AND PAYMENT OF DIVIDEND, AND
ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with, information in respect of the resolutions to be proposed at the Annual General Meeting, among others, for (i) the granting of the Issue Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the granting of the Extension Mandate to the Directors; (iv) the re-election of retiring Directors; (v) the declaration and payment of the proposed Dividend; and (vi) the adoption of the New Memorandum and Articles of Association.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of general mandates to the Directors:

- (a) to allot, issue and deal with the Shares of up to 20% of the number of issued Shares of the Company as at the date of passing of such resolution (the “**Issue Mandate**”);
- (b) to purchase the Shares on the Stock Exchange of up to 10% of the number of issued Shares of the Company as at the date of passing of such resolution (the “**Repurchase Mandate**”); and
- (c) to extend the Issue Mandate by an amount representing the aggregate number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate (the “**Extension Mandate**”).

The Issue Mandate and Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in ordinary resolutions No. 5A and 5B set out in the notice of Annual General Meeting.

As at the Latest Practicable Date, the number of issued Shares of the Company comprised 1,376,391,500 Shares.

Subject to the passing of the proposed resolution in respect of the granting of the Issue Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Issue Mandate to issue a maximum of 275,278,300 Shares (representing 20% of the Shares in issue as at the date of granting of the Issue Mandate).

An explanatory statement, as required by the Listing Rules to be given to Shareholders in connection with the Repurchase Mandate, is set out in Appendix I to this circular.

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 87 of the articles of association of the Company, Ms. Chong Siw Yin and Dr. Low Seow Chay shall retire from office by rotation and, being eligible, offer themselves for re-election at the Annual General Meeting. In accordance with Article 86, Mr. Look Andrew shall retire at the Annual General Meeting and being eligible, has offered himself for re-election.

LETTER FROM THE BOARD

The Remuneration Committee and Nomination Committee of the Company had assessed and reviewed the annual confirmation of independence of each of Dr. Low and Mr. Look based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that both of them remain independent. The Remuneration Committee and Nomination Committee had considered and nominated the above 3 retiring Directors to the Board for it to propose to the Shareholders for re-election at the Annual General Meeting.

Accordingly, with the recommendation of the Remuneration Committee and Nomination Committee, the Board has proposed that all the above retiring Directors stand for re-election as Directors at the Annual General Meeting. Each of the above retiring Directors had abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the Annual General Meeting.

Dr. Low has served as an Independent Non-executive Director of the Company for more than 9 years. Dr. Low was the associate professor of the Nanyang Technological University of Singapore before his retirement in November 2012. Dr. Low has more than 30 years of teaching (and research) experience in mechanical engineering. During his tenure, Dr. Low has demonstrated his ability to provide an independent view to the Company's matters. The Board is of the view that Dr. Low is able to continue to fulfill his role as required and he is therefore considered as independent and is recommended to be re-elected.

Biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

4. DECLARATION AND PAYMENT OF FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

The Board recommends the payment of a final dividend of HK4 cents per Share for the year ended 31 March 2022 to Shareholders whose names appear on the register of members of the Company on the Record Date. The proposed final Dividend will be paid on or about Friday, 30 September 2022, subject to the approval of the Shareholders at the Annual General Meeting.

The register of members of the Company will be closed during the following periods:

For determining the entitlement to attend and vote at the Annual General Meeting to be held on Tuesday, 6 September 2022, the register of members of the Company will be closed from Thursday, 1 September 2022 to Tuesday, 6 September 2022 (both days inclusive), during which period no transfer of Shares of the Company will be registered. In order to qualify for attendance and voting at the Annual General Meeting, all transfers of Shares of the Company accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited of Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 31 August 2022.

LETTER FROM THE BOARD

For determining the entitlement to the final Dividend, the register of members of the Company will be closed from Thursday, 15 September 2022 to Monday, 19 September 2022, (both days inclusive) during which no transfer of Shares of the Company will be registered. In order to qualify for the final Dividend, all transfers of Shares of the Company accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited of Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 14 September 2022.

5. PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to adopt the New Memorandum and Articles of Association to, amongst others, (i) adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers set out in the Listing Rules with effect from 1 January 2022, as amended pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021; (ii) bring the constitutional documents of the Company in line with the amendments made to the applicable laws of the Cayman Islands and the Listing Rules; and (iii) allow the Company to hold hybrid and virtual meetings of Shareholders. Other minor amendments to the Existing Memorandum and Articles of Association are also proposed to be made to introduce corresponding and house-keeping changes.

Full particulars of the Proposed Amendments to the Existing Memorandum and Articles of Association brought about by the adoption of the New Memorandum and Articles of Association (marked-up against the Existing Memorandum and Articles of Association) are set out in Appendix III to this circular. The Chinese translation of the New Memorandum and Articles of Association is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

The Company has been advised by its legal advisers that the Proposed Amendments conform with the requirements of the Listing Rules and are not inconsistent with and do not contravene the applicable laws of the Cayman Islands, respectively. The Company also confirms that there is nothing unusual about the New Memorandum and Articles of Association for a company listed in Hong Kong. The Board proposes to put forward to the Shareholders for approval at the Annual General Meeting a special resolution to adopt the New Memorandum and Articles of Association. The proposed adoption of the New Memorandum and Articles of Association is subject to the passing of such special resolution. Prior to the passing of the special resolution at the Annual General Meeting, the Existing Memorandum and Articles of Association shall remain valid.

LETTER FROM THE BOARD

6. ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 31 to 36 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of retiring Directors, the declaration and payment of the Dividend and the adoption of the New Memorandum and Articles of Association.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. 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 certified copy of that power or authority must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending the Annual General Meeting or any adjourned meeting thereof and voting in person if you so wish and in such event, the form of proxy will be deemed to be revoked.

All the resolutions set out in the notice of the Annual General Meeting will be decided by poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by show of hands, as in accordance with the Listing Rules. The chairman of the Annual General Meeting will explain the detailed procedures for conducting a poll at the Annual General Meeting.

Precautionary measures for the Annual General Meeting

The health of Shareholders, staff and other participants of the Annual General Meeting (the “**Stakeholders**”) is of paramount importance to the Company. In view of the ongoing Novel Coronavirus (“**COVID-19**”) pandemic, the Company will implement certain precautionary measures at the Annual General Meeting to protect the Stakeholders from the risk of infection, which include those as set out in Note 8 to the notice of Annual General Meeting. Shareholders are advised to read that Note 8 carefully and monitor the development of COVID-19.

If any Shareholder chooses not to attend the Annual General Meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to the Company's principal place of business in Hong Kong or to the Company's general email at general@lk.world.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of retiring Directors, the declaration and payment of a final Dividend for the year ended 31 March 2022 and the adoption of the New Memorandum and Articles of Association are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

8. GENERAL INFORMATION

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

Yours faithfully
On behalf of the Board
L.K. Technology Holdings Limited
Chong Siw Yin
Chairperson

The following is an explanatory statement required under the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary 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 number of issued Shares of the Company comprised 1,376,391,500 Shares.

Subject to the passing of the proposed resolution in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 137,639,150 Shares (representing 10% of the number of Shares in issue as at the date of granting of the Repurchase Mandate).

2. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. 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 the Shareholders.

The Directors have no present intention to repurchase any Shares.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purchase in accordance with the memorandum and articles of association of the Company, the Listing Rules and the applicable laws of the Cayman Islands. Repurchases pursuant to the Repurchase Mandate will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for such purpose or, subject to the articles of association of the Company and the laws of the Cayman Islands, out of capital provided that the Company is able to pay its debts as they fall due in the ordinary course of business. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided from out of the profits of the Company or out of sums standing to the credit of the share premium account of the Company or, subject to the articles of association of the Company and the laws of the Cayman Islands, out of capital provided that the Company is able to pay its debts as they fall due in the ordinary course of business.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2022 in the event that the repurchase of Shares 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 the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the last twelve months:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
July	16.55	13.80
August	23.68	17.51
September	25.27	16.24
October	21.15	15.32
November	19.70	16.64
December	19.80	16.02
2022		
January	16.04	11.82
February	13.24	12.12
March	13.44	7.78
April	12.02	8.73
May	11.62	8.85
June	19.70	12.12
July (up to the Latest Practicable Date)	14.78	12.44

5. UNDERTAKING

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

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such resolution is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. IMPLICATIONS UNDER THE TAKEOVERS CODE

If on the exercise of the powers 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 purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or 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.

As at the Latest Practicable Date, Girgio, being the controlling shareholder of the Company, held 849,078,004 Shares representing approximately 61.69% of the number of issued Shares of the Company. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, assuming that the present shareholdings and capital structure of the Company remain the same, the interests of Girgio in the issued Shares would be increased to approximately 68.54% of the total number of issued Shares of the Company. The Directors are not aware of any consequences which would arise under the Takeovers Code as a result of exercising power under the Repurchase Mandate.

The Directors have no present intention to repurchase any Shares to the extent that it will trigger the obligations under the Takeovers Code to make a mandatory offer or which will result in the amount of Shares held by the public being reduced to less than 25% of the total number of issued Shares of the Company.

7. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the six months immediately prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The biographical details of the Directors to be re-elected at the Annual General Meeting are set out below:

DETAILS OF RETIRING DIRECTORS

Ms. Chong Siw Yin, aged 66, is the Chairperson of the Board and an Executive Director of the Company. Ms. Chong joined the Group in March 1988, and was appointed as an Executive Director in August 2004. She is also a director of certain subsidiaries of the Company. Ms. Chong is responsible for the strategic planning, administration and human resources management of the Group and has over 34 years of management experience. Ms. Chong is the spouse of Mr. Liu Siong Song and the mother of Mr. Liu Zhuo Ming (the Chief Executive Officer and an Executive Director of the Company).

As at the Latest Practical Date, Ms. Chong is deemed to be interested in the 849,078,004 shares in the Company held by Girgio, representing approximately 61.69% of the issued share capital of the Company. Also, Ms. Chong had a personal interest of 3,105,000 shares in the Company (representing approximately 0.22% of the issued share capital of the Company) and a deemed interest in 5,722,750 shares beneficially owned by her spouse (representing approximately 0.42% of the issued share capital of the Company).

Ms. Chong has entered into a service contract with the Company for a term of three years. She is entitled to a monthly salary of HK\$400,000 on a 13-month basis and a discretionary bonus which will be determined with reference to individual performance and profit level of the Group for the year.

Dr. Low Seow Chay, aged 72, was appointed as an Independent Non-executive Director of the Company in September 2004. He was the associate professor of the Nanyang Technological University of Singapore before his retirement in November 2012. Dr. Low has more than 30 years of teaching (and research) experience in mechanical engineering. He is a former member of the Parliament of Singapore serving the term from 1988 to 2006, and is a board member of Hor Kew Corporation Limited, a publicly listed company in Singapore. Dr. Low received a Doctor of Philosophy Degree from The University of Manchester, U.K.

Dr. Low has entered into a service contract with the Company for a term of three years. He is entitled to a director's fee of HK\$220,000 per annum and an additional fee of HK\$90,000 per annum for acting as chairman of the Nomination Committee, which is determined with reference to his duties and responsibilities.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Look Andrew, aged 57, was appointed as an Independent Non-executive Director of the Company in April 2022. Mr. Look holds a bachelor of commerce degree from the University of Toronto and has over 30 years' experience in the equity investment analysis of Hong Kong and China stock markets. From 2000 to 2008, Mr. Look served in Union Bank of Switzerland as the head of Hong Kong research, strategy and product. He was rated as the best Hong Kong strategist and best analyst by the Asiamoney magazine, a leading monthly financial and capital markets publication for corporate and finance readers and investors, in 2001, 2002, 2003, 2005, 2006 and 2007. Mr. Look is currently an independent non-executive director of Hung Fook Tong Group Holdings Limited (Stock Code: 1446), Ka Shui International Holdings Limited (Stock Code: 822), EC Healthcare (Stock Code: 2138) and CITIC Resources Holdings Limited (Stock Code: 1205), all of which are listed on Stock Exchange in Hong Kong.

Mr. Look has entered into a service contract with the Company for a term of three years. He is entitled to a director's fee of HK\$220,000 per annum and an additional fee of HK\$90,000 per annum for acting as chairman of any Board Committee, which is determined time with reference to his duties and responsibilities.

Save as disclosed above, so far as the Directors are aware, as at the Latest Practicable Date, (i) none of the above three Directors has any interest (within the meaning of Part XV of the SFO) in the securities of the Company; (ii) none of the three retiring Directors holds, or in the past three years held, any directorship in any public company the securities of which are listed on any securities market in Hong Kong or overseas and other major appointments and professional qualifications; and (iii) none of the them has any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company.

In relation to the proposed re-election of the above three retiring Directors, there is no information which is discloseable nor is/was any of the three retiring Directors involved in any of the matters required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM OF
ASSOCIATION AND ARTICLES OF ASSOCIATION**

The following are the Proposed Amendments to the Existing Memorandum and Articles of Association brought about by the adoption of the New Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Existing Memorandum and Articles of Association.

THE MEMORANDUM OF ASSOCIATION

General amendments

- (i) Replacing all references to the word “Law” with “Act” wherever they respectively appear in the Memorandum of Association.

Specific amendments

Clause No. Proposed Amendments (showing changes to the existing Memorandum of Association)

Heading

THE COMPANIES ~~LAW~~ ACT
EXEMPTED COMPANY LIMITED BY SHARES

SECOND AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION
(Adopted pursuant to special resolutions passed on 6 September 2022
and effective on 6 September 2022)

OF

L.K. Technology Holdings Limited
力勁科技集團有限公司

2. The Registered Office of the Company shall be at the offices of ~~Codan Trust Company (Cayman) Limited~~ **Conyers Trust Company (Cayman) Limited**, Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681GT, George Town, Grand Cayman, British West Indies ~~Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.~~

8. The share capital of the Company is HK\$380,000 **HK\$300,000,000** divided into ~~3,800,000~~ **3,000,000,000** shares of a nominal or par value of HK\$0.10 each.

Signature page We, the undersigned, are desirous of being formed into a company pursuant to this Memorandum of Association and the Companies Law, and we hereby agree to take the numbers of shares set opposite our respective names below.

Dated this 18th day of August, 2004

SIGNATURE, NAME, OCCUPATION, AND ADDRESS OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY SUBSCRIBER
--	---

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM OF
ASSOCIATION AND ARTICLES OF ASSOCIATION**

Clause No. Proposed Amendments (showing changes to the existing Memorandum of Association)

~~CODAN TRUST COMPANY (CAYMAN) one
LIMITED, a Cayman
Islands Company of:
Century Yard, Cricket Square
Hutchins Drive
P.O. Box 2681GT George Town
Grand Cayman British West Indies~~

by:

~~_____
Theresa L. Thomas~~

~~_____
Keisha M. Syms
Witness to the above signatures:~~

~~Address: _____ Codan Trust Company (Cayman) Limited, Century Yard,
Cricket Square, Hutchins Drive, P.O. Box 2681GT, George
Town, Grand Cayman, British West Indies~~

~~Occupation: Secretary~~

~~I, V DAPHENE WHITELOCKE Asst. Registrar of Companies in and for
the Cayman Islands DO HEREBY CERTIFY that this is a true copy of the
Memorandum of Association of this Company duly registered on the 18th day of
August, 2004.~~

~~_____
ASST. REGISTRAR OF COMPANIES~~

Secretary's
Certificate

Secretary's Certificate

L.K. Technology Holdings Limited
Century Yard, Cricket Square
Hutchins Drive, P.O. Box 2681
George Town, Grand Cayman
British West Indies

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM OF
ASSOCIATION AND ARTICLES OF ASSOCIATION**

Clause No. Proposed Amendments (showing changes to the existing Memorandum of Association)

~~We, Codan Trust Company (Cayman) Limited, Assistant Secretary of L.K. Technology Holdings Limited (the “Company”) DO HEREBY CERTIFY that the following is a true copy of a written Resolution passed by the sole shareholder of the Company on 16th September 2006 and that such resolution has not been modified, amended, or rescinded since their adoption and are in full force and effect as of the date hereof:–~~

~~Increase in authorised share capital~~

~~THAT the authorised share capital of the Company be and is hereby increased from HK\$380,000 divided into 3,800,000 shares of HK\$0.10 each to HK\$300,000,000 by the creation of an additional 2,996,200,000 shares.~~

~~Krysten Lumsden
for and on behalf of
CODAN TRUST COMPANY (CAYMAN) LIMITED
Assistant Secretary~~

~~Dated this 18th day of September 2006.~~

THE ARTICLES OF ASSOCIATION

General amendments

- (i) Replacing all references to the word “Law” with “Act” wherever they respectively appear in the Articles of Association.

Specific amendments

Article No. Proposed Amendments (showing changes to the existing Article of Association)

Cover page The Companies Law Act (As Revised)
Exempted Company Limited by Shares

**SECOND AMENDED AND RESTATED
ARTICLES OF ASSOCIATION**

OF

L.K. Technology Holdings Limited
力勁科技集團有限公司

(Adopted pursuant to written **special** resolutions passed on 23 September, 2006
6 September 2022 and effective on 6 September 2022)

APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION

Article No. Proposed Amendments (showing changes to the existing Article of Association)

Index	SUBJECT	Article No.
	...	
	Audit	155-160 155-159
	Notices	161-163 160-162
	Signatures	164 163
	Winding Up	165-166 164-165
	Indemnity	167 166
	Amendment To Memorandum and Articles of Association And Name of Company Information	168 167
		169 168

1. The regulations in Table A in the Schedule to the Companies Law Act (As Revised) do not apply to the Company.

2(1). In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.

WORD	MEANING
<u>“Act”</u>	<u>The Companies Act (As Revised) of the Cayman Islands and any statutory amendment or re-enactment thereof.</u>
...	
“clearing house”	a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction, <u>including in the case of the Company, the HKSCC.</u>
“Company”	L.K. Technology Holdings Limited <u>力勁科技集團有限公司</u> .
...	
<u>“Electronic Communication”</u>	<u>a communication sent, transmitted, conveyed or received by wired or wireless means, by radio, by optical means, by Electronic Means or by other electronic or magnetic means in any form through any medium, in each case, as may be selected by the Company.</u>
<u>“Electronic Facilities”</u>	<u>without limitation, website addresses, webinars, webcast video or any form of conference call systems (telephone, video, web or otherwise).</u>

APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION

Article No.	Proposed Amendments (showing changes to the existing Article of Association)
<u>“Electronic Means”</u>	<u>sending or otherwise making available to the intended recipients of an Electronic Communication.</u>
...	
<u>“HKSCC”</u>	<u>The meaning attributed to it in the listing rules of the Designated Stock Exchange.</u>
<u>“Hybrid Meeting”</u>	<u>a general meeting held and conducted by (i) physical attendance by members, the chairman, the Directors and/or proxies at the Principal Meeting Place and where applicable, one or more meeting locations and (ii) virtual attendance and participation by members, the chairman, the Directors and/or proxies by means of Electronic Facilities.</u>
<u>“Law”</u>	The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.
<u>“Meeting Location”</u>	<u>the meaning attributed to it in Article 61(3).</u>
...	
<u>“Physical Meeting”</u>	<u>a general meeting held and conducted by physical attendance and participation by members and/or proxies at the Principal Meeting Place and/or where applicable, one or more meeting locations.</u>
<u>“Principal Meeting Place”</u>	<u>the meaning attributed to it in Article 59(2).</u>
...	
<u>“Relevant Period”</u>	<u>the period commencing from the date on which any of the securities of the Company first become listed on the Designated Stock Exchange to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition as listed).</u>
...	

APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION

Article No. Proposed Amendments (showing changes to the existing Article of Association)

Statutes the ~~Law~~ Act and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles.

...

“Virtual Meeting” **means a general meeting held and conducted by virtual attendance and participation by Shareholders, the Chairman, the Directors and/or proxies by means of Electronic Facilities.**

...

2(2). (e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a **or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another** visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations;

...

(h) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;

(i) references to the right of a Member to speak at an Virtual Meeting or a Hybrid Meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of Electronic Facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using Electronic Facilities;

- Article No. Proposed Amendments (showing changes to the existing Article of Association)
- (j) a reference to a meeting shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of Electronic Facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;
- (k) references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly; and
- (l) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member.
10. Subject to the ~~Law~~ Act and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths ~~in nominal value of the issued shares~~ the voting rights of the holders of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:
- (a) the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one-third ~~in nominal value~~ of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person (or in the case of a Member being a corporation, its duly authorized representative) or by proxy (whatever the number of shares held by them) shall be a quorum;

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM OF
ASSOCIATION AND ARTICLES OF ASSOCIATION**

Article No. Proposed Amendments (showing changes to the existing Article of Association)

- (b) every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him; and
- (c) any holder of shares of the class present in person or by proxy or authorised representative may demand a poll.

44. The Register and branch register of Members, as the case may be, shall be open to inspection ~~for at least two (2) hours~~ on every business day by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the ~~Law Act~~ or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any ~~electronic means~~ **Electronic Means** in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.

56. ~~An annual general meeting of the Company shall be held in each year other than the year of the Company's adoption of these Articles (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles, unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board.~~ **Other than the year of the Company's adoption of these Articles, in each financial year during the Relevant Period the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it. The Company shall hold its annual general meeting within six months after the end of relevant financial year. Unless otherwise determined by the Board, the financial year end of the Company shall be 31 March in each year.**

APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM OF
ASSOCIATION AND ARTICLES OF ASSOCIATION

Article No. Proposed Amendments (showing changes to the existing Article of Association)

57. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. ~~General meetings may be held in any part of the world as may be determined by the Board.~~ **All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held by way of a Physical Meeting in any part of the world and at one or more locations as provided in Article 61(3) or by way of a Hybrid Meeting or by way of a Virtual Meeting, as may be determined by the Board in its absolute direction. Without prejudice to the provisions in Articles 61(3) to 61(8), a Physical Meeting of the members or any class thereof may also be held by means of such telephone, electronic or other communication facilities which permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.**
58. The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, **on a one vote per share basis in the share capital of the Company**, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition, **and the foregoing Members shall be able to add resolutions to the meeting agenda**; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) ~~may do so in the same manner~~ **convene a Physical Meeting at only one location which will be the Principal Meeting Place**, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM OF
ASSOCIATION AND ARTICLES OF ASSOCIATION**

Article No. Proposed Amendments (showing changes to the existing Article of Association)

59(2). The notice shall specify (a) the time and place of the meeting, (b) if the general meeting is to be Physical Meeting or Hybrid Meeting, the place of the meeting and if there is more than one Meeting Location as determined by the Board pursuant to Article 61(3), the principal place of the meeting (the Principal Meeting Place), (c) if the general meeting is to be Hybrid Meeting or Virtual Meeting, the notice shall include a statement to that effect and with details of the Electronic Facilities for attendance and participation by Electronic Means at the meeting (which Electronic Facilities may vary from time to time and from meeting to meeting as the Board, in its sole discretion, may see fit) or where such details will be made available by the Company prior to the meeting, and (d) the resolutions to be considered at the meeting, and, in case of special business, the general nature of the business. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.

61(3). The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of Electronic Facilities at such Meeting Location(s) as may be determined by the Board. Any member or any proxy attending and participating at such Meeting Location(s) or any member participating in a Hybrid Meeting or Virtual Meeting by means of Electronic Facilities is deemed to be present at and shall be counted in the quorum of the meeting.

61(4). All general Meetings are subject to the followings and, where appropriate, all references to a “Member” or “Members” in this sub-paragraph (4) shall include a proxy or proxies respectively:

(a) where a Member is attending at a Meeting Location and/or in the case of a Hybrid Meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;

(b) Members present in person (in the case of a Member being a corporation, by its duly authorised representative) or by proxy at a Meeting Location and/or members participating in a Hybrid Meeting or Virtual Meeting by means of Electronic Facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the Company is satisfied that adequate Electronic Facilities are available throughout the meeting to ensure that Members at all Meeting Locations and members participating in a Hybrid Meeting or Virtual Meeting by means of Electronic Facilities are able to participate in the business for which the meeting has been convened;

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM OF
ASSOCIATION AND ARTICLES OF ASSOCIATION**

Article No. Proposed Amendments (showing changes to the existing Article of Association)

- (c) where Members attend a meeting by being present at one of the Meeting Locations and/or where Members participating in a Hybrid Meeting or Virtual Meeting by means of Electronic Facilities, a failure (for any reason) of the Electronic Facilities or Electronic Communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of a Hybrid Meeting or Virtual Meeting, the inability of one or more Members or proxies to access, or continue to access, the Electronic Facilities shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and**
- (d) if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a Hybrid Meeting, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place.**

61(5). The Board and, at any general meeting, the chairman of the Company may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, and/or any Meeting Location(s) and/or participation and/or voting in a Hybrid Meeting or Virtual Meeting by Electronic Means (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as they shall in their absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not permitted to attend, in person (in the case of a Member being a corporation, by its duly authorised representative) or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations (if provided); and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM OF
ASSOCIATION AND ARTICLES OF ASSOCIATION**

Article No. Proposed Amendments (showing changes to the existing Article of Association)

61(6). If it appears to the chairman of the Company that:

- (a) the Electronic Facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 61(3) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or**
- (b) in the case of a Hybrid Meeting or Virtual Meeting, Electronic Facilities being made available by the Company are or have become inadequate; or**
- (c) it is not possible to ascertain the views of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or**
- (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;**

then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of those present at the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.

61(7). The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement of restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

Article No. Proposed Amendments (showing changes to the existing Article of Association)

61(8). If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of Electronic Facilities specified in the notice calling the meeting, it may (a) postpone the meeting to another date and/or time and/or (b) change the place and/or the Electronic Facilities and/or form of the meeting (including, without limitation, a Physical Meeting or a Hybrid Meeting or a Virtual Meeting), without approval of the members. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every notice calling a general meeting the circumstances in which such a postponement or change of the relevant general meeting may occur automatically without further notice, including without limitation where a typhoon, “extreme conditions” caused by a super typhoon or black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:

- (a) when either (1) a meeting is postponed, or (2) there is a change in the place and/or Electronic Facilities and/or form of the meeting, the Company shall endeavor to post a notice of such postponement or change on the Company’s website or the website of the Designated Stock Exchange as soon as reasonably practicable (provided that failure to post such a notice shall not affect the effectiveness of the postponement or change of such meeting);
- (b) subject to and without prejudice to Article 61, unless already specified in the original notice of the meeting or included in the notice posted on the Company’s website or the website of the Designated Stock Exchange above, the Board shall fix the date, time, place (if applicable) and Electronic Facilities (if applicable) for the postponed or changed meeting, specify the date and time by which proxies shall be submitted in order to be valid at such postponed or changed meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the postponed or changed meeting unless revoked or replaced by a new proxy), and shall give the Members reasonable notice (given the circumstances) of such details in such manner as the Board may determine; and
- (c) notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the Members.

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM OF
ASSOCIATION AND ARTICLES OF ASSOCIATION**

Article No. Proposed Amendments (showing changes to the existing Article of Association)

61(9). All persons seeking to attend and participate in a Hybrid Meeting or Virtual Meeting shall be responsible for maintaining adequate facilities to enable themselves to do so. Subject to Article 61(5), any inability of a person or persons to attend or participate in a general meeting by way of Electronic Facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.

62. If within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day **and (where applicable) same place(s)** in the next week at the same time and **(where applicable) place(s)** or to such time and **(where applicable) place(s)** as the Board may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.

63. **(1)** The chairman of the Company shall preside as chairman at every general meeting. If at any meeting the chairman, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is not willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman.

(2) **If the chairman of a general meeting is participating in the general meeting using Electronic Facilities and becomes unable to participate in the general meeting using such Electronic Facilities, another person (determined in accordance with Article 63(1) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the Electronic Facilities.**

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM OF
ASSOCIATION AND ARTICLES OF ASSOCIATION**

Article No. Proposed Amendments (showing changes to the existing Article of Association)

64. The Subject to Article 61(3), the chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time **(or indefinitely)** and/or from ~~place~~ **place(s)** to place **place(s)** as the meeting shall determine and/or from one form to another (e.g. a Physical Meeting to/from a Hybrid Meeting or to/from a Virtual Meeting), but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice of the adjourned meeting shall be given ~~specifying the time and place of the adjourned meeting~~ **the details set out in Article 59(2)** but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.

66. (c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights, **on a one vote per share basis**, of all Members having the right to vote at the meeting; or

...

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Member. **Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.**

73(2). **Members must have the right to: (a) speak at general meeting of the Company; and (b) vote at general meeting except where a Member is required, by the rules of the Designated Stock Exchange, to abstain from voting to approve the matter under consideration.**

78. Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Member, **and that every Member being a corporation shall be entitled to appoint a representative to attend and vote at any general meeting of the Company and, where a corporation is so represented, it shall be treated as being present at any meeting in person. A corporation may execute a form of proxy under the hand of a duly authorised officer.** In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise.

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM OF
ASSOCIATION AND ARTICLES OF ASSOCIATION**

- Article No. Proposed Amendments (showing changes to the existing Article of Association)**
- 84(2). If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members **or at any meeting of the creditors of the Company** provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including **the right to speak and vote and the right to vote individually on a show of hands.**
- 86(3). The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company **after his appointment** and shall then be eligible for re-election.
- 86(5). The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time, **but without prejudice to any claim for damages under any contract** before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).
- 133(1). The Company shall have one or more Seals, as the Board may determine. For the purpose of sealing documents creating or evidencing securities issued by the Company, the Company may have a securities seal which is a facsimile of the Seal of the Company with the addition of the word “Securities” on its face or in such other form as the Board may approve. The Board shall provide for the custody of each Seal and no Seal shall be used without the authority of the Board or of a committee of the Board authorised by the Board in that behalf. Subject as otherwise provided in these Articles, any instrument to which a Seal is affixed shall be signed autographically by **any** one Director ~~and the Secretary or by two Directors or by such other person (including a Director)~~ or persons as the Board may appoint, either generally or in any particular case, save that as regards any certificates for shares or debentures or other securities of the Company the Board may by resolution determine that such ~~signatures or either of them~~ **signature** shall be dispensed with or affixed by some method or system of mechanical signature. Every instrument executed in manner provided by this Article shall be deemed to be sealed and executed with the authority of the Board previously given.

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM OF
ASSOCIATION AND ARTICLES OF ASSOCIATION**

Article No. Proposed Amendments (showing changes to the existing Article of Association)

155. (1) ~~At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.~~
- (2) ~~The Members may, at any general meeting convened and held in accordance with these Articles, by special resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.~~

At the annual general meeting or at a subsequent extraordinary meeting in each year, the Members shall by ordinary resolution appoint an Auditor to audit the accounts of the Company and such Auditor may be a Member but no Director, officer or employee of the Company shall, during his continece in office, be eligible to act as an Auditor. The Board may fill any casual vacancy in the office of, but while any such vacancy continues the surviving or continuing Auditor (if any) may act. The appointment, removal and remuneration of the Auditor must be approved by a majority of the Members in the annual general meeting or by other body that is independent of the Board, except that in any particular year the Company in general meeting (or such body independent of the Board as aforementioned) may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.

157. ~~The remuneration of the Auditor shall be fixed by the Company in general meeting or in such manner as the Members may determine.~~

- ~~162(b).~~ if sent by ~~electronic communication~~ **Electronic Communication**, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company’s website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;
- 161(b).**

NOTICE OF ANNUAL GENERAL MEETING



力勁科技集團有限公司 **L.K. Technology Holdings Limited**

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 558)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of L.K. Technology Holdings Limited (the “**Company**”) will be held at The Garden Rooms, 2/F, The Royal Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Tuesday, 6 September 2022, at 10:00 a.m. for the purpose of transacting the following businesses:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited financial statements and the reports of the Directors and the auditor for the year ended 31 March 2022.
2. To declare a final dividend of HK4 cents per share for the year ended 31 March 2022.
- 3A. (i) To re-elect Ms. Chong Siw Yin as an executive director of the Company.
(ii) To re-elect Dr. Low Seow Chay (who has served as an independent non-executive director for more than 9 years) as an independent non-executive director of the Company.
(iii) To re-elect Mr. Look Andrew as an independent non-executive director of the Company.
- 3B. To authorise the board of Directors to fix the Directors’ remuneration.
4. To re-appoint Messrs. PricewaterhouseCoopers as auditor of the Company and to authorise the board of Directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

NOTICE OF ANNUAL GENERAL MEETING

A. “THAT:

- (a) subject to paragraph (c) below, 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 (“Shares”) in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion, which 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 authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of the issued Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) exercise of any share options or options under any share option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares; (iii) the exercise of the subscription rights or conversion rights under the terms of any warrants issued by the Company or any securities which are convertible into Shares; and (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 articles of association of the Company, shall not exceed 20 per cent. of the total number of issued Shares of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; 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 any applicable law or the articles of association of the Company to be held; and
- (iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of Shares open for a period fixed by 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 (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 recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

B. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its 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 which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of the Shares of the Company authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the total number of issued Shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
- (iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

- C. “**THAT** conditional on the passing of the resolutions set out in paragraphs 5A and 5B of the notice convening this meeting, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional Shares pursuant to the resolution set out in paragraph 5A of the notice convening this meeting be and is hereby extended by the addition to the total number of issued Shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the total number of issued Shares of the Company repurchased by the Company under the authority granted pursuant to the resolution set out in paragraph 5B of the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. of the number of issued Shares of the Company as at the date of passing this resolution.”

SPECIAL RESOLUTION

6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT:**

- (a) the proposed amendments of the memorandum of association and articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 26 July 2022, be and are hereby approved;
- (b) the amended and restated memorandum of association and articles of association of the Company (incorporating the Proposed Amendments) (the “**Amended and Restated Memorandum and Articles of Association**”), a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the memorandum of association and articles of association of the Company respectively in substitution for, and to the exclusion of, the existing memorandum of association and articles of association of the Company with immediate effect; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) any Director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Amended and Restated Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By Order of the Board
L.K. Technology Holdings Limited
Chung Wing Man
Company Secretary

Hong Kong, 26 July 2022

Principal Place of Business in Hong Kong:

Unit A, 8th Floor
Mai Wah Industrial Building
1-7 Wah Sing Street
Kwai Chung
New Territories
Hong Kong

Notes:

1. Where there are joint registered holders of any Share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders is present at the Annual General Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company shall, in respect of such Share, be entitled alone to vote in respect thereof.
2. A form of proxy for use at the Annual General Meeting is enclosed with the circular to the members of the Company.
3. A member entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy. A proxy need not be a member of the Company. In order to be valid, forms 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 Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. no later than 10:00 a.m. on 4 September 2022) or adjourned meeting thereof.
4. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Annual General Meeting. If such member attends the Annual General Meeting, however, his form of proxy will be deemed to have been revoked.

NOTICE OF ANNUAL GENERAL MEETING

5. For determining the entitlement to attend and vote at the Annual General Meeting to be held on Tuesday, 6 September 2022, the register of members of the Company will be closed from Thursday, 1 September 2022 to Tuesday, 6 September 2022 (both days inclusive), during which period no transfer of Shares of the Company will be registered. In order to qualify for attendance and voting at the Annual General Meeting, all transfers of Shares of the Company accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited of Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 31 August 2022.
6. For determining the entitlement to the final Dividend, the register of members of the Company will be closed from Thursday, 15 September 2022 to Monday, 19 September 2022, (both days inclusive) during which no transfer of Shares of the Company will be registered. In order to qualify for the final Dividend, all transfers of Shares of the Company accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited of Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 14 September 2022.
7. If a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 8:00 a.m. on Tuesday, 6 September 2022, the Annual General Meeting will not be held on that day. The Company will post an announcement on website (www.lk.world) and the HKEXnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.

8. The following precautionary measures will be taken by the Company for the Annual General Meeting to prevent the spread of the COVID-19 epidemic: (i) body temperature screening; (ii) mandatory use of surgical face masks; (iii) social distancing; (iv) no provision of refreshments and/or souvenirs; (v) any person who does not comply with the precautionary measures may be denied entry into the Annual General Meeting venue; and (vi) other practical precautions which may include maintaining appropriate distancing and spacing at the venue, limiting the number of attendees at the Annual General Meeting as may be necessary to avoid over-crowding, completion of health declaration form and information record form. The Company may implement further changes and precautionary measures as appropriate. Shareholders are encouraged to appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.
9. In accordance with the relevant requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Chairperson of the board has indicated that she would direct that each of the resolutions set out in the notice of the Annual General Meeting be voted on by poll.
10. A circular containing the information regarding, inter alia, the Directors proposed to be re-elected, the general mandates to issue Shares and to repurchase Shares of the Company, the declaration and payment of the final dividend and the proposed amendments to the memorandum and articles of association of the Company will be sent to the members of the Company together with the Company’s 2021/2022 Annual Report.

As at the date hereof, the executive Directors of the Company are Ms. Chong Siw Yin, Mr. Liu Zhuo Ming and Mr. Tse Siu Sze; and the independent non-executive Directors of the Company are Dr. Low Seow Chay, Dr. Lui Ming Wah SBS, JP, Mr. Tsang Yiu Keung, Paul and Mr. Look Andrew.