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LUEN THAI HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock code: 311)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“the “**EGM**”) of Luen Thai Holdings Limited (the “**Company**”) will be held at the Boardroom, 5th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Saturday, 31 December 2016 at 10:00 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing (with or without amendments) the following ordinary resolutions of the Company. Unless the context requires otherwise, capitalised terms used in this notice shall have the same meaning as defined in the circular of the Company dated 14 December 2016.

1. ORDINARY RESOLUTION (1):

“THAT:

- (a) the Disposal Agreement and the Possible CCT and the respective transactions contemplated thereunder as special deals under the Takeovers Code in relation to the Offer be and are hereby approved, confirmed and ratified; and
- (b) the Directors be and are hereby generally and unconditionally authorized to do all such acts and things and to sign and execute all such documents and to take all such steps which, in the opinion of the Directors, may be necessary, desirable or expedient to give effect to the respective terms of, or the respective transactions contemplated under, the Disposal Agreement and the Possible CCT and to agree to such variation, amendment or waiver or matter relating thereto as are, in the opinion of the Directors, not of a material nature and in the interests of the Company and its shareholders as whole.”

2. ORDINARY RESOLUTION (2):

“THAT:

- (a) the Disposal Agreement and the transactions contemplated thereunder as major transaction of the Company under Chapter 14 of the Listing Rules and as a connected transaction of the Company under Chapter 14A of the Listing Rules be and are hereby approved, confirmed and ratified, regardless of whether the ordinary resolution (1) as set out above is approved; and
- (b) the Directors be and are hereby generally and unconditionally authorized to do all such acts and things and to sign and execute all such documents and to take all such steps which, in the opinion of the Directors, may be necessary, desirable or expedient to give effect to the terms of, or the transactions contemplated under the Disposal Agreement and to agree to such variation, amendment or waiver or matter relating thereto as are, in the opinion of the Directors, not of a material nature and in the interests of the Company and its shareholders as whole.”

3. ORDINARY RESOLUTION (3):

“THAT:

Subject to the Disposal Completion having taken place, the Disposal Special Dividend of HK\$0.82 per Share, to be distributed and paid in cash to the Shareholders whose names are registered on the register of members of the Company on Disposal Special Dividend Record Date be distributed and paid in cash; and the Directors (or any one of them) be and is/are hereby authorised to do such acts or things and execute such documents (including but not limited to the affixing of the seal of the Company) which in their/his/her opinion may be necessary, desirable or expedient to carry out or to give effect to the transactions contemplated under this resolution.”

4. ORDINARY RESOLUTION (4):

“THAT:

Subject to the Offer having been made and declared to be unconditional, the Offer Special Dividend of HK\$0.749 per Share, to be distributed and paid in cash to the Shareholders whose names are registered on the register of members of the Company on Offer Special Dividend Record Date be distributed and paid in cash; and the Directors (or any one of them) be and is/are hereby authorised to do such acts or things and execute such documents (including but not limited to the affixing of the seal of the Company) which in their/his/her opinion may be necessary, desirable or expedient to carry out or to give effect to the transactions contemplated under this resolution.”

By order of the Board
Tan Siu Lin
Chairman

Hong Kong, 14 December 2016

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

*Head Office and Principal Place of
Business in Hong Kong*
5/F, Nanyang Plaza
57 Hung To Road
Kwun Tong, Kowloon
Hong Kong

Notes:

- i. A member entitled to attend and vote at the meeting convened is entitled to appoint another person(s) as his proxy to attend and vote in his stead. A proxy does not need to be a member of the Company.
- ii. To be valid, a 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 shall be deposited at Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the meeting or any adjournment thereof should he so wish.
- iii. The Register of Members of the Company will be closed from 22 December 2016 to 30 December 2016 (both days inclusive), during which period no transfers of shares will be registered. To determine the entitlement to attend and vote at the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s Branch Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on 21 December 2016.
- iv. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint shareholding.
- v. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the websites of the Company at www.luenthai.com and the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.
- vi. A form of proxy for use at the EGM is enclosed herewith.

As at the date hereof, the Board of Directors of the Company comprise the following Directors:

Executive Directors:

Tan Siu Lin (*Chairman*)
Tan Henry
Tan Cho Lung, Raymond
Mok Siu Wan, Anne

Independent Non-executive Directors:

Chan Henry
Cheung Siu Kee
Seing Nea Yie

Non-executive Directors:

Tan Willie
Lu Chin Chu

Website: www.luenthai.com