
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this document or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in Lee Kee Holdings Limited, you should at once hand this document to the Purchaser or the bank, stockbroker or other agent through whom the sale was effected for transmission to the Purchaser.

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RE-ELECTION OF RETIRING DIRECTORS, PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

A notice convening the Annual General Meeting (the “Annual General Meeting”) of Lee Kee Holdings Limited (the “Company”) to be held as a virtual meeting via the e-meeting system on Thursday, 27 August 2026 at 2:30 p.m. is set out in this Circular.

Whether or not you are able to attend the Annual General Meeting, please complete the form of proxy accompanying this Circular in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong Branch Share Registrar and Transfer Office, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting. For the avoidance of doubt, holders of treasury Shares shall abstain from voting at general meetings in respect of any treasury Shares held by them.

LETTER FROM THE BOARD



利記控股有限公司
LEE KEE HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 637)

Executive Directors:

Mr. CHAN Pak Chung (*Chairman*)
Ms. CHAN Yuen Shan Clara, *MH, JP* (*Vice-Chairman*
& *Chief Executive Officer*)
Mr. CHAN Ka Chun Patrick
Ms. OKUSAKO CHAN Pui Shan Lillian

Registered Office:

89 Nexus Way,
Camana Bay,
Grand Cayman,
KY1-9009,
Cayman Islands

Independent Non-Executive Directors:

Mr. HO Kwai Ching Mark
Mr. TAI Lun Paul
Mr. WONG Kam Fai William

*Head Office and Principal Place
of Business in Hong Kong:*

No. 16 Dai Fat Street
Tai Po Industrial Estate
New Territories
Hong Kong

10 July 2026

To the Shareholders of the Company

Dear Sir or Madam

**RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES**

INTRODUCTION

At the annual general meeting (the “Annual General Meeting”) of Lee Kee Holdings Limited (the “Company”) to be held on 27 August 2026, the notice of which (the “AGM Notice”) is set out in this Circular, three Directors of the Company (“Directors”) mentioned below will retire and being eligible, offer themselves for re-election, and auditor will be proposed for re-appointment. Ordinary resolutions, as set out in the AGM Notice, will be proposed at the Annual General Meeting to grant the general mandates to the Board of Directors of the Company (the “Board”) to allot and issue and repurchase shares of HK\$0.1 each of the Company (the “Shares”).

LETTER FROM THE BOARD

All registered shareholders will be able to join the AGM via the e-Meeting System which can be accessed from any location with access to the internet via smartphone, tablet device or computer.

The live broadcast enables a broader reach for the AGM, accommodating shareholders who prefer not to attend physically, as well as overseas shareholders who are unable to attend in person. By embracing digital technology, we strive to minimize our environmental footprint while fostering greater inclusivity and accessibility for all shareholders.

Through the e-Meeting System, our registered shareholders/proxies or corporate representatives will be able to view the live video broadcast and participate in voting and submit questions online. Login details and information have been included in our letters to those parties regarding the e-Meeting System.

How to attend and vote

Shareholders who wish to attend the AGM and exercise their voting rights can be achieved in one of the following ways:

- (1) attend the AGM via the e-Meeting System which enables live streaming and interactive platform for submitting questions and voting online; or
- (2) appoint the Chairman of the AGM or other persons as your proxy with providing their email address for sending the designated log-in username and password to attend and vote on your behalf via the e-Meeting System.

Your proxy's authority and instruction will be revoked if you attend and vote via the e-Meeting System.

If you are a non-registered shareholder, you may instruct your banks, brokers or other custodians to appoint a proxy to attend and vote via the e-Meeting System for the AGM on your behalf if you wish.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Articles 130 of the Company's Second Amended and Restated Articles of Association (the "Articles"), three Directors will retire and being eligible, offer themselves for re-election at the Annual General Meeting. The details of the three Directors are set out below:

Mr. CHAN Ka Chun Patrick, aged 53, is an Executive Director of the Company and a director of certain subsidiaries of the Company. Mr. Patrick Chan joined the Group in 2006 and has a leading role in the Group's strategic direction and future developments. He is also managing one of the Group's subsidiaries, InnoHealth Solutions & Technology Limited, a company specializing in advanced medical technology and AI surgical planning solutions. He has 20 years of experience in the stainless steel industry and metal diecasting. Mr. Patrick Chan obtained a Bachelor's of Science Degree in Aeronautical Science from Embry-Riddle Aeronautical University and holds a Master Degree in Business Administration from the University of Hong Kong. He is the Honorary President of Hong Kong Electrical Appliances Industries Association, the Vice-Chairman of the Hong Kong Metal Merchants Association, a director of Hong Kong Auto Parts Industry Association and a member of HKTDC Electronics/Electrical Appliances Industries Advisory Committee. Prior to joining the Group, Mr. Patrick Chan was an Airline Pilot. Mr. Patrick Chan is the son of Mr. CHAN Pak Chung and Ms. MA Siu Tao, brother of Ms. CHAN Yuen Shan Clara, MH, JP and Ms. OKUSAKO CHAN Pui Shan Lillian. Mr. Chan entered into a service contract with the Company for an initial term of three years which can be terminated by either party with not less than three months' notice and he is entitled for a monthly salary for HK\$143,540 and a discretionary management bonus to be determined by the Remuneration Committee of the Board. His remuneration is determined by the Board and reviewed by the Remuneration Committee with reference to individual performance, duties, scope and then prevailing market conditions.

Ms. OKUSAKO CHAN Pui Shan Lillian, aged 51, is an executive director of the Company and a director of the Company's certain subsidiaries. She joined the Group in 2001 and she is the Group's Chief Operating Officer. Ms. Lillian Chan is overseeing the Group's business operation and implement the corporate strategy including responsible sourcing and supply chain management. She has over 20 years of industry experience and leads the strategic direction of the group in particular to ESG and Sustainable development. Ms. Lillian Chan obtained a double bachelor's degree in marketing and Psychology. Ms. Lillian Chan is a daughter of Mr. CHAN Pak Chung and Ms. MA Siu Tao, a sister of Ms. CHAN Yuen Shan Clara, MH, JP and Mr. CHAN Ka Chun Patrick. Ms. Chan entered into a service contract with the Company for an initial term of three years which can be terminated by either party with not less than three months' notice and she is entitled for a monthly salary for HK\$148,200 and a discretionary management bonus to be determined by the Remuneration Committee of the Board. Her remuneration is determined by the Board and reviewed by the Remuneration Committee with reference to individual performance, duties, scope and then prevailing market conditions.

LETTER FROM THE BOARD

Mr. TAI Lun Paul, aged 59, is an Independent Non-executive Director of the Company appointed since April 2020. He is currently the Regional Managing Director of Asia of Mainetti (Far East) Limited (“Mainetti”) overseeing its Asian operations and actively participating in the group’s major expansion and acquisition projects. Prior to joining Mainetti, he worked in a bluechip property company in Hong Kong. Mr. Tai has over 30 years’ experience in corporate development, specializing in Asian operations, financial matters and mergers and acquisitions. Mr. Tai is a fellow member of Hong Kong Institute of Certified Public Accountants, a fellow member of The Association of Chartered Certified Accountants and a Chartered Accountant of Singapore. Mr. Tai was awarded a Master Degree in Business Administration from The Hong Kong University of Science and Technology and was conferred the Honorary Fellowship by Vocational Training Council of Hong Kong. Mr. Tai is an Independent Non-executive Director of Top Form International Limited (listed on the Main Board of the Stock Exchange). Mr. Tai entered into a letter of appointment with the Company for a term of two years which can be terminated by either party with not less than one month’s notice and he is entitled to a monthly Director’s fee for HK\$20,000. His appointment is nominated by the Nomination Committee and remuneration is determined by the Board and reviewed by the Remuneration Committee of the Company with reference to the prevailing market conditions and the remuneration of existing Independent Non-executive Directors.

As recorded in the register required to be kept by the Company under Section 352 of Part XV of the Securities and Futures Ordinance (the “SFO”) as at 3 July 2026 (the “Latest Practicable Date”), Mr. Chan, Ms. Chan are deemed interest in 600,000,000 Shares ^(Note 1), representing approximately 72.40% of the issued share capital of the Company respectively.

Note:

The 600,000,000 Shares are held by Gold Alliance Global Services Limited (“GAGSL”) whose entire share capital is held by Gold Alliance International Management Limited (“GAIML”) which is in turn held by HSBC International Trustee Limited (“HSBC Trustee”) acting as the trustee of the P.C. CHAN Family Trust. The P.C. CHAN Family Trust is an irrevocable discretionary trust set up by Mr. CHAN Pak Chung as settlor and HSBC Trustee as trustee. The discretionary objects of which include Ms. CHAN Yuen Shan Clara, MH, JP, Mr. CHAN Ka Chun Patrick, Ms. OKUSAKO CHAN Pui Shan Lillian and other family members of Mr. CHAN Pak Chung. Mr. CHAN Ka Chun Patrick and Ms. OKUSAKO CHAN Pui Shan Lillian are deemed to be interested in the 600,000,000 Shares under the SFO.

Save as disclosed herein and Annual Report for the year ended 31 March 2026, none of the above Directors had any interests or short positions in the Shares or underlying Shares (in respect of positions held pursuant to equity derivatives) within the meaning of Part XV of the SFO as at the Latest Practicable Date. Save as disclosed above, none of them had any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date. Furthermore, they did not have any matter that was required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) or that needed to be brought to the attention of the shareholders of the Company as at the Latest Practicable Date.

LETTER FROM THE BOARD

PROCESS FOR RE-ELECTION OF DIRECTOR AT GENERAL MEETING

The Nomination Committee recommends to the Board for the re-election of Directors (including an Independent Non-executive Director) in accordance with the process as set out in the Articles of Association and Nomination Policy of the Company and terms of reference of the Nomination Committee:

- i. The Nomination Committee will identify the Directors to be re-elected at the forthcoming annual general meeting according to the Articles of Association and evaluate the retiring Directors from a variety of factors with reference to the Company's Nomination Policy (such as, integrity, commitment, qualification, contribution, board composition) and Diversity Policy.
- ii. If an Independent Non-executive Director is subject to the re-election, the Nomination Committee will also assess and consider whether the Independent Non-executive Director will continue to satisfy the independence requirements as set out in the Listing Rules for the Board's consideration.
- iii. Upon the Nomination Committee and/or the Board are satisfied with the retiring Directors in respect of the above, they would then make a recommendation to shareholders for the proposed re-election of Directors at the general meeting.

Based on the independence criteria as set out in Rule 3.13 of the Listing Rules and the confirmations from each of the Independent Non-executive Directors, the Nomination Committee assesses and considers that all Independent Non-executive Directors remain independent. In addition, the Nomination Committee had gone through the process and reviewed the retiring Directors, namely, Mr. CHAN Ka Chun Patrick, Ms. OKUSAKO CHAN Pui Shan Lillian and Mr. TAI Lun Paul. After the review, the Nomination Committee recommended the Retiring Directors to the Board which, with such recommendation, has proposed that the aforesaid three Retiring Directors stand for re-election as Directors at the 2026 AGM. Further information about the Board's composition and diversity as well as the Directors' attendance record at the meetings of the Board and/or its committees and the general meetings is disclosed in the Corporate Governance Report contained in the Company's Annual Report.

RE-APPOINTMENT OF AUDITOR

KPMG will retire as auditor of the Company at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-appointment. An ordinary resolution will be proposed at the Annual General Meeting to re-appoint KPMG as the auditor of the Company and to authorise the Board to fix their remuneration.

The estimated audit fee for the audit of the consolidated financial statements of the Group for the financial year ending 31 March 2027 is expected to be in the range of approximately HK\$2.15 million to HK\$2.25 million.

LETTER FROM THE BOARD

The estimated audit fee represents a fair and reasonable estimation, after due consideration and arm's length negotiation between the Company and KPMG. The estimation takes into account various factors such as the size and structure of the Group, the nature and complexity of the Group's businesses, the expected scope, timetable and direction of the audit and the time and resources deployed by the auditor include additional factors impacting the audit fee where applicable, such as adoption of new accounting standards, change in audit scope due to acquisitions, etc.

Furthermore, the estimated audit fee assumes there will be no material changes in the Group's businesses and operations, accounting policies or regulatory environment, and that the Company will provide timely and adequate assistance and information as required for the audit.

GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed, which, if passed, will give the Directors a general and unconditional mandate to allot, issue and otherwise deal with new Shares (including any sale or transfer of treasury shares (as defined in the Listing Rules) representing up to 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding any treasury Shares) as at the date the resolution is passed (the "Issue Mandate"), since the general mandate previously granted to the Directors at the annual general meeting of the Company held on 28 August 2025 will expire at the conclusion of the forthcoming Annual General Meeting. On the basis of 828,750,000 Shares in issue as at the Latest Practicable Date and no further shares issued after the Latest Practicable Date and before the date of the Annual General Meeting, the Directors could allot, issue and deal with a maximum of 165,750,000 Shares (including any sale or transfer of treasury shares) under the Issue Mandate. In addition, conditional upon the proposed resolution to authorise the repurchase of Shares as is more particularly described under the paragraph below headed "GENERAL MANDATE TO REPURCHASE SHARES" being passed, an ordinary resolution will be proposed to authorise the Directors to allot, issue and otherwise deal with new Shares (including any sale or transfer of treasury Shares) up to an amount equal to the aggregate nominal amount of the Shares purchased under the authority to repurchase (excluding any treasury shares). In accordance with the Listing Rules, the Company may not make a new issue of securities or announce a proposed new issue of securities for a period of 30 days after any repurchase of securities by it, other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the Company to issue securities which are outstanding prior to such repurchase, without the prior approval of the Stock Exchange.

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will also be proposed granting the Directors a general mandate to repurchase Shares which shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue (excluding any treasury Shares) as at the date the resolution is passed (the “Repurchase Mandate”) since the general mandate previously granted to the Directors at the annual general meeting of the Company held on 28 August 2025 will expire at the conclusion of the forthcoming Annual General Meeting. In accordance with the Listing Rules, all proposed repurchases of Shares by the Company must be approved by the shareholders by way of ordinary resolution, either by way of general mandate or by specific approval in relation to specific transactions. Furthermore, the Company is required under the Listing Rules to send to its shareholders an explanatory statement containing all the information reasonably necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution to approve the granting of the Repurchase Mandate. This document sets out such information in relation to the Repurchase Mandate.

The Listing Rules has introduced flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the resale of treasury shares. Following such changes to the Listing Rules, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to Resolution No. 4 and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

EXPLANATORY STATEMENT

General mandate to repurchase Shares

This section includes the information concerning the Repurchase Mandate required by the Listing Rules and the Stock Exchange.

(a) Exercise of the Repurchase Mandate

Exercise in full of the Repurchase Mandate, on the basis of 828,750,000 Shares in issue as at the Latest Practicable Date and no further shares issued after the Latest Practicable Date and before the date of the Annual General Meeting, could accordingly result in up to 82,875,000 Shares (excluding any treasury Shares) being repurchased by the Company during the period from the passing of Resolution No. 5 as set out in the AGM Notice up to (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held; or (iii) the passing of an ordinary resolution by the shareholders in general meeting revoking, varying or renewing the Repurchase Mandate, whichever occurs first.

LETTER FROM THE BOARD

As set out in the Letter from the Board, the Listing Rules has introduced flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the resale of treasury shares. Following such changes to the Listing Rules, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to Resolution No. 4 and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury shares are deposited with the Central Clearing and Settlement System (“CCASS”) pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders’ rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company’s own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

(b) Reasons for repurchases

Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

(c) Funding of repurchases

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles and the applicable laws and regulations of the Cayman Islands. The Company may not purchase its own securities on for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

(d) General

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the Company’s Annual Report for the year ended 31 March 2026) in the event that the Repurchase Mandate is exercised in full. 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 on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

LETTER FROM THE BOARD

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

As at the Latest Practicable Date and to the best of the knowledge of the Directors, having made all reasonable enquiries, none of the Directors nor their close associates (as defined under the Listing Rules) had a present intention to sell Shares to the Company.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company or has undertaken to the Company not to do so.

The Directors are not aware of this Explanatory Statement, or the proposed share repurchase has any unusual features.

Hong Kong Code on Takeovers and Mergers

If, as a result of a share repurchase, a shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers (the "Takeover Code") and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a general offer for Shares under Rule 26 of the Takeover Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, GAGSL was interested in 600,000,000 Shares, representing approximately 72.40% of the issued share capital of the Company and by virtue of the SFO, Mr. CHAN Pak Chung, Ms. CHAN Yuen Shan Clara, Mr. CHAN Ka Chun Patrick and Ms. OKUSAKO CHAN Pui Shan Lillian (all are Directors of the Company) and Ms. MA Siu Tao (substantial shareholder of the Company as defined by the Listing Rules), are deemed to be interested in the said 600,000,000 Shares. In the event that the Directors exercised in full the power to repurchase Shares in accordance with the terms of the ordinary resolution to be proposed at the Annual General Meeting, the total interests of GAGSL in the Company would be increased to approximately 80.42% of the issued share capital of the Company and such increase would not give rise to an obligation to make a general offer for Shares under Rule 26 of the Takeover Code.

The Directors are not aware of any consequence which would arise under the Takeover Code as a consequence of any repurchases by the Company of its Shares under the Repurchase Mandate.

However, as the minimum amount of Shares to be held by the public cannot be less than 25% of the issued Shares of the Company, in the event the Directors exercise the power to repurchase Shares under the Repurchase Mandate, such mandate will not be exercised in full.

LETTER FROM THE BOARD

Miscellaneous

During the six months preceding the Latest Practicable Date, no Shares were repurchased by the Company.

During each of the twelve months preceding the Latest Practicable Date, the highest and lowest prices at which the Shares were traded on the Stock Exchange were as follows:-

Period/Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
July	0.160	0.128
August	0.229	0.145
September	0.204	0.196
October	0.200	0.172
November	0.178	0.157
December	0.166	0.151
2026		
January	0.248	0.151
February	0.220	0.200
March	0.202	0.179
April	0.199	0.177
May	0.188	0.177
June	0.188	0.175
July (up to the Latest Practicable Date)	0.185	0.182

RECOMMENDATION

The Directors are of the opinion that the re-election of retiring Directors, the re-appointment of the auditor, Issue Mandate, the Repurchase Mandate are in the best interests of the Company and recommend that you vote in favour of all the resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

AGM NOTICE

The AGM Notice is set out in this Circular.

A form of proxy is enclosed with this Circular for use at the Annual General Meeting. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete and return the form of proxy to the Company's Hong Kong Branch Share Registrar and Transfer Office, Tricor Investor Services Limited at 17/F., Far East Finance Centre, Admiralty, Hong Kong in accordance with the instructions printed thereon, but in any case, not less than 48 hours before the time appointed for the holding of the Annual General Meeting. Completion of a form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

For the avoidance of doubt, holders of any treasury Shares shall abstain from voting at general meetings in respect of any treasury Shares held by them, if any.

CLOSURE OF REGISTER

For the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM, the Register of Members of the Company (the "Register of Members") will be closed from Monday, 24 August 2026 to Thursday, 27 August 2026, both days inclusive, during which period no transfers of shares will be effected. In order to qualify for voting at the forthcoming AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong Branch Share Registrar and Transfer Office, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for registration not later than 4:30 p.m. on Friday, 21 August 2026.

VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Article 90 of the Articles, all the resolutions set out in the notice of the Annual General Meeting will be decided by poll save that the Chairman may, in good faith, pursuant to Listing Rules allow a resolution relating purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by show of hands.

Yours faithfully
By order of the Board
CHAN Pak Chung
Chairman

NOTICE OF ANNUAL GENERAL MEETING



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 637)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Lee Kee Holdings Limited (the “Company”) will be held as a virtual meeting via the e-meeting system on Thursday, 27 August 2026 at 2:30 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited Consolidated Financial Statements of the Company and its subsidiaries and the Reports of the Directors and the Auditors for the year ended 31st March 2026.
2. (a) To consider the re-election of the following retiring Directors, each as a separate resolution:
 - (i) Mr. CHAN Ka Chun Patrick
 - (ii) Ms. OKUSAKO CHAN Pui Shan, Lillian; and
 - (iii) Mr. TAI Lun Paul
- (b) To authorise the Board of Directors to fix the Directors’ remuneration.
3. To consider the re-appointment of Auditors of the Company and to authorise the Board of Directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“THAT:

- (a) subject to paragraph (c) below of this Resolution, and pursuant to the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined in this Resolution) of all the powers of the Company to allot, issue and deal with any shares of the Company (the “Shares”) (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury) and to make or grant offers, agreements or options (including any warrant, bond, note, securities or debenture conferring any rights to subscribe for or otherwise receive Shares) which may require the exercise of such power be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above of this Resolution shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined in this Resolution) to make or grant offers, agreements and options (including any warrant, bond, note, securities or debenture conferring any rights to subscribe for or otherwise receive Shares) which may require the exercise of such power to allot, issue and deal with additional Shares after the end of the Relevant Period (as hereinafter defined in this Resolution);
- (c) the aggregate nominal value of the Shares allotted or issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined in this Resolution); or (ii) any script dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or (iii) any specific authority granted by the shareholders of the Company in general meeting, shall not exceed the aggregate of (aa) 20 per cent. of the aggregate nominal value of the share capital of the Company in issue (excluding any treasury shares) at the time of passing this Resolution and (bb) conditional on Resolution No. 4 and Resolution No. 5 being passed, the total nominal value of the share capital of the Company repurchased by the Company (if any) pursuant to the authorization granted to the Directors under the Resolution No. 5, and the approval granted pursuant to paragraphs (a) and (b) above of this Resolution shall be limited accordingly;
- (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; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association of the Company to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors of the Company by this Resolution;

“Rights Issue” means an offer of Shares or issue of options or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors of the Company, to holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate, such other securities)

NOTICE OF ANNUAL GENERAL MEETING

(subject in all cases to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient (but in compliance with the relevant provisions of the Listing Rules) in relation to fractional entitlements or with 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); and

- (e) the authority conferred by this Resolution shall be in substitution for all previous authorities granted to the Directors of the Company, except that it shall be without prejudice to and shall not affect the exercise of the power of the Directors of the Company pursuant to such authorities to allot additional shares of the Company up to and in accordance with the approval therein contained prior to the date of this Resolution.”

- 5. As special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“THAT:

- (a) subject to paragraph (b) below of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined in this Resolution) of all powers of the Company to repurchase shares of the Company (the “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 is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities of the Stock Exchange or equivalent rules or regulations of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal value of the Share repurchased by the Company pursuant to the approval in paragraph (a) above of this Resolution during the Relevant Period (as hereinafter defined in this Resolution) shall not exceed 10 per cent. of the aggregate nominal value of the share capital of the Company in issue (excluding any treasury shares) as at the date of passing this Resolution, and the authority granted pursuant to paragraph (a) above of this Resolution 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; or

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association of the Company to be held; or
 - (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors by this Resolution.”
6. As special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution upon the passing of Resolutions 4 and 5 set out in this notice:

“**THAT** conditional upon the Resolutions No. 4 and Resolution No. 5 of this notice being passed, the general mandate granted to the Directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with any unissued shares of the Company (the “Shares”) (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury) pursuant to the said Resolution No. 4 be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to the said Resolution No. 5, provided that such extended amount shall not exceed 10 per cent. of the total nominal value of the share capital of the Company in issue (excluding any treasury shares) at the time of passing this Resolution.”

By Order of the Board
LEE King On
Company Secretary

Hong Kong, 10 July 2026

Head Office and Principal Place of

Business in Hong Kong:

16 Dai Fat Street

Tai Po Industrial Estate

New Territories

Hong Kong

Notes:

1. Registered members are requested to provide a valid email address of himself/herself or his/her proxy (except for the appointment of the Chairman of the Annual General Meeting) to receive the log-in username and password to participate online in the e-Meeting System

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2. All registered members will be able to join the Annual General Meeting via the e-Meeting System. The e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer. All non-registered members may consult directly with their banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (as the case may be) for necessary arrangement to attend and vote via the e-Meeting System at the Annual General Meeting if they wish.
3. Any member entitled to attend and vote at the meeting is entitled to appoint one or more separate proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
4. Where there are joint holders of any share, only ONE PAIR of log-in username and password for the e-Meeting System will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such share(s) as if he/she was solely entitled thereto.
5. 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 thereof) must be deposited at the Company's Hong Kong Branch Share Registrar and Transfer Office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
6. Delivery of a form of proxy shall not preclude a member from attending and voting at the meeting and in such event, the form of proxy shall be deemed to be revoked.
7. If typhoon signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 12:00 noon on the date of the annual general meeting, the meeting will be postponed. Details of alternative meeting arrangements will be published on the Company's website (www.leekeegroup.com) and Hong Kong Exchanges and Clearing Limited's website (www.hkex.com.hk) in due course.
8. For the avoidance of doubt, holders of treasury shares shall abstain from voting at general meetings in respect of any treasury shares held by them.

The annual general meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should make their own decision as to whether they would attend the meeting under the bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

Members who have any queries concerning the alternative meeting arrangements, please call the Customer Service Hotline of Tricor Investor Services Limited at telephone number 852-2980 1333 from 9:00 a.m. to 5:00 p.m., Monday to Friday (excluding public holidays).