
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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LUK HING ENTERTAINMENT GROUP HOLDINGS LIMITED

陸慶娛樂集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8052)

(I) PROPOSALS FOR GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS; AND (II) NOTICE OF ANNUAL GENERAL MEETING

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

A letter from the Board is set out on pages 3 to 7 of this circular. A notice convening the Annual General Meeting to be held at Suite 707, 7/F., 12 Taikoo Wan Road, Taikoo, Hong Kong on Monday, 29 June 2026 at 3:00 p.m. or any adjourned meeting hereof to approve matters referred to in this circular is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is also enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.lukhing.com.

Whether or not that you are able or intend to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 3:00 p.m. on Saturday, 27 June 2026) before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting hereof should you so wish.

This circular will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at www.hkexnews.hk for a minimum period of 7 days from the date of publication and on the Company's website at www.lukhing.com.

5 June 2026

CHARACTERISTICS OF GEM

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

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

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Suite 707, 7/F., 12 Taikoo Wan Road, Taikoo, Hong Kong on Monday, 29 June 2026 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting as set out on pages AGM-1 to AGM-5 of this circular, or any adjournment thereof
“Articles” or “Articles of Association”	the articles of association of the Company, as amended, supplemented and/or otherwise modified from time to time
“Board”	the Board of Directors of the Company
“Cayman Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, supplemented and/or otherwise modified from time to time
“close associate(s)”	has the same meaning as defined in the GEM Listing Rules
“Company”	Luk Hing Entertainment Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM (Stock Code: 8052)
“core connected person(s)”	has the same meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	Rules governing the Listing of Securities on GEM, as amended, modified, and supplemented from time to time
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all the power to allot, issue and otherwise deal with additional Shares (including sale and transfer of treasury shares, if any) not exceeding 20% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the passing of the resolution granting such mandate

DEFINITIONS

“Latest Practicable Date”	Friday, 5 June 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	11 November 2016, the date on which the issued Shares were first listed and from which dealings therein are permitted to take place on GEM
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares on the Stock Exchange with the total number of Shares up to 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the passing of the resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shares”	ordinary share(s) with a nominal value of HK\$0.1 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
“Substantial Shareholders”	has the meaning ascribed thereto in the GEM Listing Rules and in the case of our Company, means Welmen Investment Co. Ltd, Yui Tak Investment Limited, Mr. Choi Yat Hon, Mr. Choi Siu Kit, Mr. Au Wai Pong Eric, Mr. Au Ka Wai and Mr. Yeung Chi Shing. Mr. Choi Yat Hon, Mr. Choi Siu Kit, Mr. Au Wai Pong Eric, Mr. Au Ka Wai and Mr. Yeung Chi Shing are regarded as parties acting in concert and a group of concerted shareholders by virtue of an acting in concert confirmation dated 2 March 2016
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission
“treasury shares”	has the meaning ascribed to it under the GEM Listing Rules
“HK\$” or cents	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



LUK HING ENTERTAINMENT GROUP

LUK HING ENTERTAINMENT GROUP HOLDINGS LIMITED

陸慶娛樂集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8052)

Executive Directors:

Mr. Choi Siu Kit

Mr. Ying Kan Man

Independent non-executive Directors:

Ms. Tse Mei Ling

Mr. Lynch Stephen Joseph Chor

Ms. Woo Man Hung

Registered Office:

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

Principal Place of Business in

Hong Kong:

Unit 3C, 3/F,

Yue Xiu Industrial Building,

87 Hung To Road, Kwun Tong,

Kowloon

5 June 2026

To the Shareholders

Dear Sir or Madam,

**(I) PROPOSALS FOR GENERAL MANDATE TO ISSUE AND
REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS;
AND
(II) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with, among other things, (i) the proposed grant of the Issue Mandate and Repurchase Mandate; (ii) the proposed re-election of retiring Directors; (iii) the re-appointment of the auditor of the Company; and (iv) a notice of the Annual General Meeting.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 28 June 2024, the then Shareholders granted a general mandate to the Directors to allot and issue Shares. Such mandate will lapse on the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution of Shareholders in a general meeting revoking or varying renewing such mandate.

In order to ensure that the flexibility and discretion be given to the Directors in the event that it becomes desirable to allot, issue and deal with the Shares, approval is being sought from the Shareholders for the granting of the Issue Mandate to the Directors to allot, issue and deal with additional Shares (including sale and transfer of treasury shares, if any) of up to a maximum of 20% of the total number of Shares (excluding treasury shares, if any) in issue as at the date of the passing of the ordinary resolution contained in item 5(A) of the notice of the Annual General Meeting as set out on pages AGM-1 to AGM-5 of this circular convening the Annual General Meeting and adding to such general mandate any Shares representing the total number of the Shares repurchased by the Company under the Repurchase Mandate. Based on 548,256,000 issued Shares as at the Latest Practicable Date and if the resolution is passed and no Share is repurchased and cancelled after the Latest Practicable Date and up to the date of the Annual General Meeting, the Directors will be able to allot, issue and deal with up to a total of 109,651,200 Shares.

The Directors have no immediate plans to issue any new Shares under general mandate. The purpose of the general mandate to issue new shares is to enable the Directors to capture the right timing of the securities market to widen the capital base of the Company.

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 28 June 2024, the then Shareholders granted a general mandate to the Directors on to repurchase Shares. Such mandate will lapse on the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution of Shareholders in a general meeting revoking or varying such mandate.

LETTER FROM THE BOARD

A resolution to grant the Directors the Repurchase Mandate will be proposed at the Annual General Meeting to enable the Directors to exercise the powers of the Company to repurchase its own issued and fully paid Shares up to a maximum of 10% of the total number of Shares (excluding treasury shares, if any) in issue as at the date of the passing of the ordinary resolution set out as resolution contained in item 5(B) of the notice of the Annual General Meeting as set out on pages AGM-1 to AGM-5 of this circular convening the Annual General Meeting (i.e. a total of 54,825,600 Shares, assuming that the number of issued Shares remains unchanged after the Latest Practicable Date and up to the date of the Annual General Meeting). The Directors have no immediate plans to repurchase any Shares pursuant to the Repurchase Mandate.

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

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. Choi Siu Kit and Mr. Ying Kan Man; and the independent non-executive Directors are Ms. Tse Mei Ling, Mr. Lynch Stephen Joseph Chor and Ms. Woo Man Hung.

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

According to Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the company after his appointment and be subject to re-election at such meeting. Mr. Lynch Stephen Joseph Chor appointed as independent non-executive directors in December 2024, he shall hold office until the Annual General Meeting and shall then be eligible and offer himself for re-election at the Annual General Meeting.

By taking into account the nomination policy of the Company, the nomination committee considered that each of Mr. Choi Siu Kit, Mr. Ying Kan Man, Ms. Tse Mei Ling, Mr. Lynch Stephen Joseph Chor and Ms. Woo Man Hung's cultural background, educational background, and work experience can bring further contributions to the Board's diversity.

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

LETTER FROM THE BOARD

The nomination committee of the Company has evaluated the performance of each of the retiring Directors during the year ended 31 December 2024 and found the performance of all of them satisfactory. Upon the nomination of the nomination committee, the Board has recommended that the retiring Directors, namely Mr. Ying Kan Man, Ms. Tse Mei Ling and Mr. Lynch Stephen Joseph Chor stand for re-election as Directors at the Annual General Meeting.

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

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

PROPOSED RE-APPOINTMENT OF AUDITOR

The Board proposed the re-appointment of D & PARTNERS CPA LIMITED as the auditor of the Company and to hold office until the next annual general meeting of the Company, subject to the approval of the Shareholders at the AGM.

The estimated fee payable to auditor for the year ended on 31 December 2025, as agreed with the auditor, will be HK\$650,000 (excluding disbursement), such fees are primarily based on various factors, including the Company's business scale, industry, and the complexity of its accounting practices, as well as the number of auditors required for the Company's annual report audit, the workload involved, and the firm's fee schedule.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed from Wednesday, 24 June 2026 to Monday, 29 June 2026, both days inclusive, during which period no transfer of Shares will be registered. The record date for determining Shareholders' right to attend and vote at the Annual General Meeting is Monday, 29 June 2026. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 23 June 2026.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information relating to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

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

GENERAL

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

A notice convening the Annual General Meeting is set out on pages AGM-1 to AGM-5 of this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

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

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
Luk Hing Entertainment Group Holdings Limited
Choi Siu Kit
Executive Director

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

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

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 548,256,000 Shares of HK\$0.1 each.

Subject to the passing of the resolution set out in item 5(B) of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and assuming no Shares will be issued or repurchased by the Company during the period between the Latest Practicable Date and the date of the Annual General Meeting, the Directors would be allowed under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to a maximum total of 54,825,600 Shares, representing 10% of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares, if any) as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

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

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

As at the Latest Practicable Date, the Company has no intention to cancel the Shares repurchased following settlement of any such repurchase or hold them as treasury shares. If the Company repurchase any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchase of Shares are made.

3. STATUS OF SHARES REPURCHASE

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, 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 would not (or would 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, (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; and (iii) take any other appropriate measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

4. FUNDING OF REPURCHASE

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

If the Repurchase Mandate were to be exercised in full, there might be a material adverse effect on the working capital and/or the gearing position of the Group as compared to the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2024. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Group.

5. IMPACT OF SHARE REPURCHASE

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 accounts contained in the annual report of the Company for the year ended 31 December 2024) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend 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.

6. SHARE PRICES

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

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
June	0.049	0.034
July	0.066	0.033
August	0.119	0.050
September	0.081	0.069
October	0.069	0.049
November	0.075	0.045
December	0.058	0.046
2026		
January	0.050	0.036
February	0.106	0.045
March	0.060	0.040
April (<i>Note</i>)	N/A	N/A
May (<i>Note</i>)	N/A	N/A
June (up to the Latest Practicable Date) (<i>Note</i>)	N/A	N/A

Note:

Trading in the Shares on the Stock Exchange was suspended from 1 April 2026 to the Latest Practicable Date (both dates inclusive).

7. DIRECTORS DEALINGS AND CORE CONNECTED PERSON

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

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

8. DIRECTORS' UNDERTAKING

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

The Company confirms that neither the Explanatory Statement nor the Repurchase Mandate has any unusual features.

9. TAKEOVERS CODE CONSEQUENCES

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, (i) the Substantial Shareholders are interested in 109,350,000 Shares in aggregate and approximately 19.95% of the existing issued share capital of the Company; and (ii) Restoran Oversea (CST) Sdn Bhd owns an aggregate of 158,988,000 Shares, representing approximately 29.00% of the issued share capital of the Company. In the event that the Repurchase Mandate was exercised in full, the percentage shareholding of the Substantial Shareholders and Restoran Oversea (CST) Sdn Bhd would increase to approximately 22.16% and 32.22% respectively. Such increase will give rise to an obligation on the part of Restoran Oversea (CST) Sdn Bhd to make a mandatory offer under Rule 26 of the Takeovers Code.

However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in any takeover obligation. As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholders, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25% as required by the GEM Listing Rules. Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase made pursuant to the Repurchase Mandate.

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

10. SHARE REPURCHASE MADE BY THE COMPANY

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

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

Mr. Ying Kan Man

Executive Director

Mr. Ying Kan Man (應勤民) (“Mr. Ying”), aged 51, was appointed as an executive Director on 2 April 2024. He holds a Bachelor of Business Administration Degree from The Chinese University of Hong Kong. He has more than 15 years of working experience in the green building solution industry. He has been an executive director of Top Standard Corporation, a company listed on GEM of the Stock Exchange (Stock Code: 8510) since 12 September 2020 since April 2024. He served as executive director from 27 April 2004 to 1 December 2011 of RCG Holdings Limited (now known as China e-Wallet Payment Group Limited (stock code: 802)), the shares of which were delisted from Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 16 March 2026. He was the chief operating officer and executive director of Global Solution Engineering Limited from 30 August 2008 to 12 January 2010, (now known as Global Token Limited (stock code: 8192), the shares of which were delisted from GEM on 20 April 2021).

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

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

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

Mr. Ying entered into a service contract with the Company on 2 April 2024 for a term of one year commencing from 2 April 2024. Pursuant to the service contract, he is entitled a director’s fee of HK\$12,000 per month and discretionary bonus which are determinable by the Board according to his service each year, with reference to his yearly performance, experience, qualifications, duties and responsibilities undertaken by him in the Company as well as the prevailing market rates, which will be subject to review by the Remuneration Committee of the Board from time to time. He is subject to retirement by rotation at the annual general meetings of the Company at least once every three years in accordance with the Articles of Association.

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

Ms. Tse Mei Ling*Independent non-executive Director*

Ms. Tse Mei Ling (謝美玲) (“Ms. Tse”), aged 46, was appointed as an independent non-executive Director, the chairman of the Audit Committee and Remuneration Committee on 13 January 2023. Ms. Tse is a fellow member of Association of Chartered Certified Accountants with 20 years of experience in accounting and financial management. Ms. Tse is currently a financial controller of the NEFIN Group. She served as financial controller of Energy International Investments Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 353) between 2016 and 2018. Ms. Tse has also served as financial controller of the Company between 2012 and 2015.

Ms. Tse also has 8 years of professional experience at two of the top-tier international accounting firms. She obtained a Bachelor of Arts Degree (Hons) major in Accounting at The Hong Kong Polytechnic University.

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

Save as disclosed above, Ms. Tse confirmed that she is not connected to any other Directors, member of the senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Ms. Tse has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the last three years and have not held other major appointments and professional qualifications.

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

Ms. Tse has entered into a letter of appointment with the Company, for a term of one year commencing from 13 January 2023, which shall be extended automatically for a term of one year thereafter until terminated by either party by giving not less than one month’s written notice to the other party. She will be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the memorandum and article of association of the Company and the GEM Listing Rules. She is entitled to receive a monthly director’s fee of HK\$10,000. Ms. Tse’s emolument is determined based on her qualifications, experience, level of responsibilities undertaken, the prevailing market conditions and the Company’s remuneration policy.

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

Mr. Lynch Stephen Joseph Chor
Independent non-executive Director

Mr. Lynch Stephen Joseph Chor (左提芬) (“Mr. Lynch”), aged 45, was appointed as an independent non-executive Director of the Company, the chairman of nomination committee of the Board (the “Nomination Committee”), and member of each of the audit committee of the Board (the “Audit Committee”) and the remuneration committee of the Board (the “Remuneration Committee” on 31 December 2024. He has extensive experience in business management and customer development. He is the co-founder and served as chief executive officer of Inbase Partners Limited since 2018, where he is principally responsible for strategic planning and business direction and building customer relations. He also served as a business development consultant of Spark Co. Limited a company located in Taipei, since 2018, where he is primarily responsible for new business development and business cooperation maintenance. From 2009 to 2018, he worked as management in various small and medium sized companies and was primarily responsible for business strategy planning. He is currently an independent non-executive director of Top Standard Corporation (stock code: 8510), a company listed on the GEM of the Stock Exchange, since September 2024 and an independent non-executive director of Nexion Technologies Limited (Stock Code: 8420), a company listed on GEM, since June 2025.

Mr. Lynch obtained his high school diploma in 1997 from Christian Light Education in Virginia, USA. He also completed Blockchain Strategy Programme in Saïd Business School, University of Oxford in 2018.

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

Save as disclosed above, Mr. Lynch confirmed that he is not connected to any other Directors, member of the senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Lynch has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the last three years and have not held other major appointments and professional qualifications.

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

Mr. Lynch has entered into a letter of appointment with the Company, for a term of two years commencing from 31 December 2024, which shall be extended automatically for a term of two years thereafter until terminated by either party by giving not less than one month’s written notice to the other party. Mr. Lynch is entitled to receive a monthly director’s fee of HK\$5,000. Save for director’s fees, Mr. Lynch does not receive any other remuneration for holding his office as independent non-executive Director. He is subject to retirement by rotation at the annual general meeting of the Company at least once every three years in accordance with the Articles of Association.

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

NOTICE OF AGM



LUK HING ENTERTAINMENT GROUP

LUK HING ENTERTAINMENT GROUP HOLDINGS LIMITED

陸慶娛樂集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8052)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual general meeting (the “**Meeting**”) of Luk Hing Entertainment Group Holdings Limited (the “**Company**”) will be held at Suite 707, 7/F., 12 Taikoo Wan Road, Taikoo, Hong Kong on Monday, 29 June 2026 at 3:00 p.m., for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director(s)**”) and auditors of the Company for the year ended 31 December 2024.
2.
 - (a) To re-elect Mr. Ying Kan Man as an executive Director.
 - (b) To re-elect Ms. Tse Mei Ling as an independent non-executive Director.
 - (c) To re-elect Mr. Lynch Stephen Joseph Chor as an independent non-executive Director.
3. To authorize the board of directors of the Company to fix the respective remuneration of the Directors.
4. To re-appoint D & PARTNERS CPA LIMITED as the Company’s independent auditors and to authorize the Board to fix their remuneration.

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

(A) “**THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares of HK\$0.1 each in the capital of the Company (“Share(s)”) and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Right Issue (as defined below);
 - (ii) any scrip dividend schemes or similar arrangements providing for the allotment of Shares in lieu of the whole or in part of any dividend in accordance with the articles of association of the Company; and
 - (iii) the exercise of any options under any share option schemes of the Company from time to time adopted by the Company in accordance with the applicable rules of The Stock Exchange of Hong Kong Limited for the grant or issue of Shares or rights to acquire Shares;

shall not exceed 20% of the total number of Shares (excluding treasury shares, if any) of the Company in issue on the date of passing of this resolution; and

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders of the Company revoking or varying the authority given to the Directors.

NOTICE OF AGM

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange outside Hong Kong).”

(B) **“THAT:**

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

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by a resolution of the shareholders of the Company in general meeting.”

NOTICE OF AGM

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

By Order of the Board
Luk Hing Entertainment Group Holdings Limited
Choi Siu Kit
Executive Director

Hong Kong, 5 June 2026

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

*Principal place of business
in Hong Kong:*
Unit 3C, 3/F,
Yue Xiu Industrial Building,
87 Hung To Road, Kwun Tong,
Kowloon

Notes:

1. All resolutions at the Annual General Meeting will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules. The results of the poll will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.lukhing.com in accordance with the GEM Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the shareholder to speak at the meeting. A proxy need not be a shareholder of the Company. A shareholder of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
3. A form of proxy for use at the Annual General Meeting is enclosed with the circular of the Company dated 5 June 2026. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 3:00 p.m. on Saturday, 27 June 2026) before the time appointed for the holding of the Annual General Meeting or any adjournment thereof.
4. Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof should they so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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5. Where there are joint holders of any Shares, any one of such joint holder may vote, either in person or by proxy, in respect of such Shares as if he were solely entitled to vote, but if more than one of such joint holders are present at the Annual General Meeting, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names of the joint holders stand on the register of members of the Company in respect of the joint holding.
6. For determining the entitlement to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed from Wednesday, 24 June 2026 to Monday, 29 June 2026, both days inclusive, during which period no transfer of Shares will be registered. The record date for the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the AGM is Monday, 29 June 2026. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 23 June 2026.
7. If typhoon signal no. 8 or above, or "extreme conditions" caused by super typhoons or a "black" rainstorm warning is hoisted or remains hoisted at 1:00 p.m. on the date of the Annual General Meeting, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.lukhing.com to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive Directors are Mr. Choi Siu Kit and Mr. Ying Kan Man; and the independent non-executive Directors are Ms. Tse Mei Ling, Mr. Lynch Stephen Joseph Chor and Ms. Woo Man Hung.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or in this notice misleading.

This notice will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at www.hkexnews.hk for a minimum period of seven days from the date of its publication and on the Company's website at www.lukhing.com.