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**IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION**

**Cause No. FSD 0374 of 2024**

**IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT (2023 REVISION) (AS REVISED)**

**AND IN THE MATTER OF ORDER 102 OF THE GRAND COURT RULES 2023 (AS REVISED)**

**AND IN THE MATTER OF LIFESTYLE CHINA GROUP LIMITED**

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**NOTICE OF COURT MEETING**

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**NOTICE IS HEREBY GIVEN** that, by an order (“**Order**”) dated 22 January 2025 made in the above matter, the Grand Court of the Cayman Islands (“**Grand Court**”) has directed a meeting (“**Court Meeting**”) of the Scheme Shareholders to be convened and held for the purpose of considering and, if thought fit, approving, with or without modifications, a scheme of arrangement (“**Scheme**”) proposed to be made between Lifestyle China Group Limited (“**Company**”) and the Scheme Shareholders. Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Scheme Document shall have the same meanings when used in this notice.

The Court Meeting will be held at 10:30 a.m. on Thursday, 20 February 2025 (Hong Kong time) at Multi-function Room, 18/F, Tower I, The Twins, 12 Concorde Road, Kai Tak, Kowloon, Hong Kong at which all Scheme Shareholders are requested to attend either in person, by a fully authorised representative (if a corporation) or by proxy.

A copy of the Scheme and a copy of the explanatory memorandum (“**Explanatory Memorandum**”) explaining the effect of the Scheme are incorporated in the composite scheme document, of which this notice forms a part (“**Scheme Document**”), has been made available to the Shareholders. A copy of the Scheme Document may also be obtained by any Shareholder from the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. The Scheme Document is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and on the Company’s website at <https://www.lifestylechina.com.hk/>.

At the Court Meeting, the following resolution will be proposed:

*“THAT the Scheme of Arrangement in the form contained in the composite scheme document dated 28 January 2025, a print of which has been submitted to this Court Meeting and, for the purpose of identification, signed by the chairman of this Court Meeting in its original form or with such modifications, additions or conditions as may be approved or imposed by the Cayman Islands Grand Court be and is hereby approved.”*

Any Scheme Shareholder as at the Meeting Record Date may attend and vote in person at the Court Meeting or he/she/it may appoint another person (who must be an individual), whether a member of the Company or not, as his/her/its proxy to attend and vote in his/her/its stead. Any Scheme Shareholder who is the holder of two or more Scheme Shares may appoint more than one proxy to represent him/her/it. If more than one proxy is appointed, the number of Scheme Shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy. A **PINK** form of proxy for use at the Court Meeting is enclosed with the Scheme Document. Such form is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and on the Company’s website at <https://www.lifestylechina.com.hk/>.

In the case of joint holders of a Scheme Share, any one of such joint holders may vote at the Court Meeting, either in person or by proxy, in respect of such Scheme Share as if he/she was solely entitled thereto. However, if more than one such joint holders be present at the Court Meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

It is requested that the **PINK** form of proxy in respect of the Court Meeting, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible, but in any event no less than 48 hours before the time appointed for the holding of the Court Meeting or any adjournment thereof. The **PINK** form of proxy may alternatively be handed to the chairman of the Court Meeting at the Court Meeting (who shall have absolute discretion as to whether or not to accept it).

Completion and return of the **PINK** form of proxy will not preclude a Scheme Shareholder from attending and voting in person at the Court Meeting or any adjournment thereof, and in such event, the relevant form of proxy will be revoked by operation of law.

For the purpose of determining the entitlements of Scheme Shareholders to attend and vote at the Court Meeting, the register of members of the Company will be closed from Monday, 17 February 2025 to Thursday, 20 February 2025 (Hong Kong time) (both days inclusive), and during such period, no transfer of the Shares will be effected. In order to qualify to attend and vote at the Court Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 14 February 2025 (Hong Kong time).

By the Order, the Grand Court has appointed any one of the independent non-executive directors of the Company, or failing them, any other person who is a director or officer of the Company as at the date of the Court Meeting, to act as the chairman of the Court Meeting and has directed the chairman of the Court Meeting to report the results of the Court Meeting to the Grand Court within 7 days of the Court Meeting. The results of the Court Meeting will be the subject of a public announcement to be published on the Stock Exchange.

The Scheme is subject to the subsequent sanction of the Grand Court.

By order of the Grand Court  
**Lifestyle China Group Limited**

Dated 28 January 2025

*Registered Office:*

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Principal place of business in Hong Kong:*

20th Floor, East Point Centre  
555 Hennessy Road  
Causeway Bay, Hong Kong

*Notes:*

- (1) Voting at the Court Meeting will be taken by way of poll as required under the Listing Rules and the Takeovers Code.
- (2) If a tropical cyclone warning signal No. 8 or above or the “extreme conditions” warning as announced by the Hong Kong government or a black rainstorm warning signal is in force at any time after 8:00 a.m. (Hong Kong time) on the date of the Court Meeting, the Court Meeting will be adjourned in accordance with the articles of association of the Company. The Company will post an announcement on the respective websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.lifestylechina.com.hk](http://www.lifestylechina.com.hk) to notify the Shareholders of the date, time and venue of the rescheduled Court Meeting.
- (3) Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him or her. A proxy need not be a shareholder of the Company. 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. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him or her.

- (4) In order to be valid, the PINK form of proxy for use at the Court Meeting must be duly completed and signed in accordance with the instructions printed thereon and deposited together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 10:30 a.m. on Tuesday, 18 February 2025 or not less than 48 hours before the time for holding any adjournment of the Meeting (as the case may be). The PINK form of proxy may alternatively be handed to the chairman of the Court Meeting at the Court Meeting (who shall have absolute discretion as to whether or not to accept it). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Court Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) For the purpose of determining the entitlement to attend and vote at the Court Meeting, the register of members of the Company will be closed from Monday, 17 February 2025 to Thursday, 20 February 2025 (both dates inclusive) during which period no transfer of shares of the Company will be effected. In order to qualify for the entitlement to attend and vote at the Court Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on Friday, 14 February 2025.
- (6) In case of joint holders of a Share, any one of such joint holders may vote, either personally or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but if more than one of such joint holders are present at the Court Meeting personally or by proxy, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

*As at the date hereof, the Board comprises the following members:*

Executive Directors:

Mr. Lau Luen Hung, Thomas  
*(Chairman and Chief Executive Officer)*

Mr. Lau Kam Sen

Ms. Lau Kam Shim

Non-executive Director:

Ms. Chan Chor Ling, Amy

Independent non-executive Directors:

Ms. Cheung Mei Han

Mr. Cheung Yuet Man, Raymond

Mr. Lam Kwong Wai