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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in Li Bao Ge Group Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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利·寶·閣

**Li Bao Ge Group Limited**

**利寶閣集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1869)**

**(1) PROPOSED CHANGE OF COMPANY NAME;  
(2) PROPOSED ADOPTION OF THE THIRD AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES OF ASSOCIATION;  
AND  
(3) NOTICE OF EGM**

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A notice convening the EGM to be held at 26/F, Chinachem Century Tower, 178 Gloucester Road, Wan Chai, Hong Kong on Monday, 19 February 2024 at 10:00 a.m. is set out on pages 14 to 15 of this circular. A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote at the EGM, 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, Boardroom Share Registrars (HK) Limited at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof (as the case may be) should you so desire.

The Chinese version of this circular is for reference only. Should there be any discrepancies, the English version should prevail.

2 February 2024

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## DEFINITIONS

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

“Board”	the board of the Directors
“Company”	Li Bao Ge Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed and traded on the Stock Exchange (stock code: 1869)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 26/F, Chinachem Century Tower, 178 Gloucester Road, Wan Chai, Hong Kong on Monday, 19 February 2024 at 10:00 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, approving the Proposed Change of Company Name and proposed adoption of the Third Amended and Restated Memorandum and Articles of Association
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“Memorandum and Articles of Association”	the second amended and restated memorandum of association and articles of association of the Company currently in force as adopted on 20 June 2023
“PRC”	the People’s Republic of China
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Li Bao Ge Group Limited” to “Kafelaku Coffee Holding Limited” and the dual foreign name in Chinese of the Company from “利寶閣集團有限公司” to “貓屎咖啡控股有限公司”
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares

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## DEFINITIONS

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Third Amended and Restated Memorandum and Articles of Association”	the third amended and restated memorandum and articles of association of the Company proposed to be adopted by the Company at the EGM

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LETTER FROM THE BOARD

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利·寶·閣

**Li Bao Ge Group Limited**

**利寶閣集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1869)**

*Executive Directors:*

Mr. Liang Naiming (*Chairman*)

Mr. Ma Xiaoping

*Non-executive Director:*

Mr. Cui Zifeng

*Independent Non-executive Directors:*

Mr. Wong Chun Peng Stewart

Mr. Liu Huaiyu

Mr. So Ting Kong

*Registered office:*

Windward 3, Regatta Office

Park PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Principal place of business*

*in Hong Kong:*

26/F, Chinachem Century Tower

178 Gloucester Road

Wan Chai

Hong Kong

2 February 2024

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME;  
(2) PROPOSED ADOPTION OF THE THIRD AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES OF ASSOCIATION;  
AND  
(3) NOTICE OF EGM**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 18 January 2024 in relation to the Proposed Change of Company Name and the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association.

The purpose of this circular is to provide you with information regarding the Proposed Change of Company Name and the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association and to give you notice of the EGM.

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## LETTER FROM THE BOARD

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### **PROPOSED CHANGE OF COMPANY NAME**

As disclosed in the announcement of the Company published on 18 January 2024, the Board proposed to change the English name of the Company from “Li Bao Ge Group Limited” to “Kafelaku Coffee Holding Limited” and the dual foreign name in Chinese of the Company from “利寶閣集團有限公司” to “猫屎咖啡控股有限公司”.

### **Conditions of the Proposed Change of Company Name**

The Proposed Change of Company Name is subject to the following conditions:

1. the passing of a special resolution by Shareholders approving the Proposed Change of Company Name at the EGM; and
2. the Registrar of Companies in the Cayman Islands granting approval for the Proposed Change of Company Name.

The relevant filing with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the EGM. Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

### **Reasons for the Proposed Change of Company Name**

The Board considers that the proposed new name will better reflect the Company’s strategic business plan and its future development direction. In addition, the Board believes that the proposed new name will provide the Company with a more appropriate corporate image and identity which will benefit the Group’s future business. Accordingly, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and its Shareholders as a whole.

### **Effect of the Proposed Change of Company Name**

The Proposed Change of Company Name will not affect any rights of the Shareholders, the daily business operation of the Company and its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company shall, upon the Proposed Change of Company Name becoming effective, continue to be valid evidence of legal title to the Shares and will continue to be valid for trading, settlement, registration and delivery.

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## LETTER FROM THE BOARD

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Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company. Once the Proposed Change of Company Name becoming effective, all new share certificates of the Company will only be issued in the new name of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Proposed Change of Company Name becoming effective.

### **PROPOSED ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board also proposes to amend and restate the Memorandum and Articles of Association to (i) reflect the Proposed Change of Company Name and (ii) comply with Rule 2.07A of the Listing Rules, in relation to the dissemination of corporate communications to shareholders by way of electronic means, with effect from the same time the Proposed Change of Company Name takes effect.

The Board proposes to put forward to the Shareholders for approval at the EGM a special resolution to adopt the Third Amended and Restated Memorandum and Articles of Association in substitute for and to the exclusion of the Memorandum and Articles of Association. The proposed adoption of Third Amended and Restated Memorandum and Articles of Association is subject to the passing of the special resolution.

For details of the proposed amendments to the Memorandum and Articles of Association, please refer to Appendix I to this circular.

The Company has received a written confirmation from its Hong Kong legal advisers, confirming that the proposed amendments to the Memorandum and Articles of Association comply with the applicable provisions under the Listing Rules. The Company has also received a written confirmation from its Cayman Islands legal advisers, confirming that the proposed amendments to the Memorandum and Articles of Association comply with the applicable laws and regulations in Cayman Islands.

The Company confirms that there is nothing unusual about the proposed amendments to the Memorandum and Articles of Association for a company listed on the Stock Exchange.

The amendments to the Memorandum and Articles of Association will not affect any rights of the existing Shareholders. All existing rights and obligations of the Shareholders shall, after the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association becoming effective, continue to have the same rights and obligations.

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## LETTER FROM THE BOARD

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Further announcement(s) will be made by the Company to inform the Shareholders of, among other things, the effective date of the Proposed Change of Company Name, the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association and the new English and Chinese stock short names of the Company as and when appropriate.

### **EGM**

A notice convening the EGM to be held at 26/F, Chinachem Century Tower, 178 Gloucester Road, Wan Chai, Hong Kong on Monday, 19 February 2024 at 10:00 a.m. is set out on pages 14 to 15 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

A form of proxy for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM in person, you are requested to complete and return the enclosed 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, Boardroom Share Registrars (HK) Limited at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the EGM or any adjournment thereof (as the case may be) should you so desire.

### **RECOMMENDATION**

The Directors consider that the Proposed Change of Company Name and the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolutions to be proposed at the EGM.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 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.



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## LETTER FROM THE BOARD

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### GENERAL

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 EGM.

Yours faithfully  
By Order of the Board  
**Li Bao Ge Group Limited**  
**Liang Naiming**  
*Chairman*

The details of the proposed amendments to the Memorandum and Articles of Association are set out below:

Original Memorandum and Articles of Association	Proposed amendments Memorandum and Articles of Association
<b>Cover</b>	
<p style="text-align: center;"><b>SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</b> <b>Li Bao Ge Group Limited</b> 利寶閣集團有限公司 (as adopted by a Special Resolution passed on 20 June 2023)</p>	<p style="text-align: center;"><del>SECOND</del><b>THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</b> <del>Li Bao Ge Group Limited</del> 利寶閣集團有限公司 <b>Kafelaku Coffee Holding Limited</b> 貓屎咖啡控股有限公司 (as adopted by a Special Resolution passed on <del>20 June 2023</del>19 February 2024)</p>
<b>Memorandum of Association</b>	
<p style="text-align: center;"><b>SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF LI BAO GE GROUP LIMITED</b> 利寶閣集團有限公司 (the “Company”) (adopted by a Special Resolution passed on 20 June 2023)</p>	<p style="text-align: center;"><del>SECOND</del><b>THIRD AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF LI BAO GE GROUP LIMITED</b> 利寶閣集團有限公司 <b>KAFELAKU COFFEE HOLDING LIMITED</b> 貓屎咖啡控股有限公司 (the “Company”) (adopted by a Special Resolution passed on <del>20 June 2023</del>19 February 2024)</p>
<p>1. The name of the Company is Li Bao Ge Group Limited 利寶閣集團有限公司.</p>	<p>1. The name of the Company is <del>Li Bao Ge Group Limited</del> 利寶閣集團有限公司 <del>Kafelaku Coffee Holding Limited</del> 貓屎咖啡控股有限公司.</p>

Original Memorandum and Articles of Association	Proposed amendments Memorandum and Articles of Association
<b>Articles of Association</b>	
<p style="text-align: center;"><b>SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF LI BAO GE GROUP LIMITED</b> 利寶閣集團有限公司 (the “Company”) (adopted by a Special Resolution passed on 20 June 2023)</p>	<p style="text-align: center;"><del>SECOND</del><b>THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF LI BAO GE GROUP LIMITED</b> <del>利寶閣集團有限公司</del> <b>KAFELAKU COFFEE HOLDING LIMITED</b> 貓屎咖啡控股有限公司 (the “Company”) (adopted by a Special Resolution passed on <del>20 June 2023</del>19 February 2024)</p>
<p>29. In addition to the giving of notice in accordance with Article 28, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the relevant Shareholders by notice to be inserted at least once in the Newspapers.</p>	<p>29. In addition to the giving of notice in accordance with Article 28, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the relevant Shareholders by notice to be inserted at least once in the Newspapers <u>or by any electronic means.</u></p>
<p>180. (a) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the Companies Act and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.</p>	<p>180. (a) Except where otherwise expressly stated, any notice or document <u>(including any “corporate communication” within the meaning ascribed thereto under the Listing Rules)</u> to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the Companies Act and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.</p>

Original Memorandum and Articles of Association	Proposed amendments Memorandum and Articles of Association
<p>(b) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.</p>	<p>(b) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or <u>by electronic means by transmitting it to any electronic number or address or website supplied by the Shareholder to the Company</u> or by any other means authorised in writing by the Shareholder concerned <u>or by publishing it on the Company’s website to which such Shareholder may have access</u> or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website <del>and notifying the Shareholder concerned that it has been so published.</del></p>

<b>Original Memorandum and Articles of Association</b>	<b>Proposed amendments Memorandum and Articles of Association</b>
181. (a) Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the Shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available.	181. (a) Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an <u>electronic address or</u> address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address <u>or electronic address</u> . Where the registered address of the Shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available.

Original Memorandum and Articles of Association	Proposed amendments Memorandum and Articles of Association
<p>(b) Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he served in the manner so described which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.</p>	<p>(b) Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, <del>if the Board sees fit, by</del> <u>electronic communication or</u> by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office <del>addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he served in the manner so described</del> or by electronic communication which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.</p>

<b>Original Memorandum and Articles of Association</b>	<b>Proposed amendments Memorandum and Articles of Association</b>
<p>183. A notice or document may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, metal disorder, bankruptcy or winding up had not occurred.</p>	<p>183. A notice or document may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder <u>by sending it by electronic means or</u> through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at the <u>electronic address or</u> address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an <u>electronic address or</u> address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, metal disorder, bankruptcy or winding up had not occurred.</p>

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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利·寶·閣

**Li Bao Ge Group Limited**

**利寶閣集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1869)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Li Bao Ge Group Limited (the “**Company**”) will be held at 26/F, Chinachem Century Tower, 178 Gloucester Road, Wan Chai, Hong Kong on Monday, 19 February 2024, at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following special resolutions:

#### SPECIAL RESOLUTIONS

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Li Bao Ge Group Limited “ to “Kafelaku Coffee Holding Limited” and the dual foreign name in Chinese of the Company from “利寶閣集團有限公司” to “貓屎咖啡控股有限公司” (the “**Proposed Change of Company Name**”) with effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands confirming the new name has been registered, and that any one of the Directors be and he/she is hereby authorised to do all such acts and things and execute such further documents and take all steps which, in his/her opinion, may be necessary, desirable or expedient, including under seal where appropriate, to implement and give effect to the aforesaid Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”
2. “**THAT** subject to the passing of the resolution numbered 1 above, and the new Company name being entered into the register of companies by the Registrar of Companies in the Cayman Islands, the memorandum of association and the articles of association of the Company be amended in the manner as set out in the circular of the Company dated 2 February 2024 (the “**Circular**”); and the third amended and restated memorandum of association and the third amended and restated articles of association of the Company in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the extraordinary general meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the existing memorandum of association and the existing articles of association of the Company and that any one of the Directors be and he/she is hereby authorised to do all such acts and things and execute all such documents and



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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take all steps which, in his/her opinion, may be necessary, desirable or expedient, including under seal where appropriate, to implement and give effect to the adoption of the third amended and restated memorandum of association and the third amended and restated articles of association of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board  
**Li Bao Ge Group Limited**  
**Liang Naiming**  
*Chairman*

Hong Kong, 2 February 2024

*Registered office in the Cayman Islands:*  
Windward 3, Regatta Office  
Park PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Principal place of business  
in Hong Kong:*  
26/F, Chinachem Century Tower  
178 Gloucester Road  
Wan Chai  
Hong Kong

*Notes:*

- (i) Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his behalf at the EGM. A proxy need not be a member of the Company.
- (ii) The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her/its attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized on its behalf.
- (iii) Where there are joint registered holders of any shares, any one of such persons may vote at the EGM (or any adjournment thereof), either personally or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company (the “**Register of Members**”) in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, the proxy form, 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 branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- (v) Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company (the “**Shareholder**”) from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (vi) A form of proxy for use by Shareholders at the EGM is enclosed.