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**THIS CIRCULAR 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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Lamtex Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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林達控股有限公司  
LAMTEX HOLDINGS LTD.

STOCK CODE 股份代號1041

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 1041)**

**PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**Financial Adviser to the Company**



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Capitalised 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 from pages 3 to 6 of this circular. A notice convening the SGM to be held at 2/F., 100 QRC, 100 Queen's Road Central, Central, Hong Kong on Saturday, 28 April 2018 at 11:00 a.m. is set out on pages 7 to 8 of this circular. Whether or not you intend to attend the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the SGM or any adjourned meeting thereof should you so wish.

This circular will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at <http://www.hkexnews.hk> and the Company's website at <http://www.irasia.com/listco/hk/lamtex/> for at least seven days from the date of its posting.

12 April 2018

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## DEFINITIONS

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

“Board”	the board of Directors
“Company”	Lamtex Holdings Limited (stock code: 1041), a company incorporated in Bermuda with limited liability and whose securities are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	the lawful currency in Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	11 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Refreshment of Scheme Mandate Limit”	the proposed refreshment of Scheme Mandate Limit
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise
“SGM”	the special general meeting of the Company to be held on Saturday, 28 April 2018 at 11:00 a.m. to consider and approve, among other things, the Refreshment of Scheme Mandate Limit, notice of which is set out on pages 7 and 8 of this circular
“Share Consolidation”	consolidation of every five issued and unissued shares into one consolidated share which took effect on 1 August 2016 (details of which was disclosed in the Company’s circular dated 6 July 2016)
“Share Option Scheme”	the existing share option scheme of the Company adopted by the Shareholders at the annual general meeting held on 25 May 2012

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of US\$0.005 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
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

*In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.*

*This circular is published on the website of the Company (<http://www.irasia.com/listco/hk/lamtex/>) and the designated issuer website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).*

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## LETTER FROM THE BOARD

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林達控股有限公司  
LAMTEX HOLDINGS LTD.

STOCK CODE 股份代號1041

*(Incorporated in Bermuda with limited liability)*  
**(Stock code: 1041)**

*Executive Directors:*  
Mr. WEN Jialong (*Chairman*)  
Mr. WU Xiaolin

*Non-executive Directors:*  
Mr. LUNG Chee Ming George  
Mr. LIU Zhanqing

*Independent non-executive Directors:*  
Mr. ZENG Zhaolin  
Dr. LOKE Yu (alias Loke Hoi Lam)  
Mr. TSE Long

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head Office and principal place of  
business in Hong Kong:*  
Room 1814-1815, 18/F.  
Star House  
3 Salisbury Road  
Tsim Sha Tsui, Kowloon  
Hong Kong

12 April 2018

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT AND NOTICE OF SPECIAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with (i) details of the Refreshment of Scheme Mandate Limit; and (ii) the notice of the SGM at which an ordinary resolution will be proposed in order to approve the Refreshment of Scheme Mandate Limit.

#### **THE REFRESHMENT OF SCHEME MANDATE LIMIT**

The current share option scheme of the Company is the Share Option Scheme which was adopted on 25 May 2012. As at the Latest Practicable Date, there were 1,344,976,579 Shares in issue and a total of 22,830,000 options with rights to subscribe up to 22,830,000 Shares, representing approximately 1.70% of the number of issued Shares of the Company as at the Latest Practicable Date, have been granted under the Share Option Scheme and remained outstanding since the adoption of the Share Option Scheme. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

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## LETTER FROM THE BOARD

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Pursuant to Note 1 to Rule 17.03(3) of the Listing Rules, the Scheme Mandate Limit may not exceed 10% of the Shares in issue as at the date of approval or adoption of that limit by the Shareholders. The Scheme Mandate Limit may be refreshed by the Shareholders in general meeting from time to time.

Pursuant to Note 2 to Rule 17.03(3) of the Listing Rules, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company must not exceed 30% of the Shares in issue from time to time.

At the Company's annual general meeting held on 26 March 2015, refreshment of Scheme Mandate Limit was approved by the Shareholders and the Company was allowed to grant options entitling holders thereof to subscribe for up to 290,607,325 Shares, which is 10% of the total number of issued shares of 2,906,073,250 of the Company at that time.

Subsequently, the Company implemented the Share Consolidation of every five issued and unissued shares into one consolidated share which took effect on 1 August 2016 (details of which was disclosed in the Company's circular dated 6 July 2016). Accordingly, the refreshed Scheme Mandate Limit of 290,607,325 options was adjusted to 58,121,465 options.

Since the last refreshment of the Scheme Mandate Limit and up to the Latest Practicable Date, a total of 58,120,000 options were granted and the Scheme Mandate Limit has been utilised as to around 99.99%. The 58,120,000 options were granted on 20 December 2016. Among the 58,120,000 options granted, 29,290,000 options were exercised and 6,000,000 options were lapsed, while the remaining of 22,830,000 options have not yet been exercised up to the Latest Practicable Date.

As over 99.99% of the Scheme Mandate Limit has been utilised since the refreshment at the Company's annual general meeting held on 26 March 2015, the Directors would like to take this opportunity to seek Shareholders' approval to refresh the Scheme Mandate Limit for obtaining a higher limit and retaining the flexibility in making new grant of options under the Share Option Scheme as the Board may consider appropriate from time to time. This will allow the Company to attract potential employees to join the Group by providing incentives and to retain the existing employees of the Group which is in the interests of the Group.

The Refreshment of Scheme Mandate Limit is conditional upon (i) approval by the Shareholders by an ordinary resolution at the SGM; and (ii) the Stock Exchange granting approval for the listing of and permission to deal in the option Share(s) to be issued pursuant to the exercise of options to be granted under the Scheme Mandate Limit. Options previously granted under the share option scheme(s) of the Company (including those outstanding, cancelled, lapsed in accordance with the scheme(s) or exercised options) will not be counted in the Scheme Mandate Limit as refreshed.

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## LETTER FROM THE BOARD

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Assuming no further allotment and issue of Shares and/or repurchase of Shares up to the date of the SGM, the Scheme Mandate Limit (upon the approval of the Refreshment of Scheme Mandate Limit by the Shareholders at the SGM) will allow the Company to grant options entitling holders thereof to subscribe for up to 134,497,657 Shares, being 10% of the Shares then in issue as at the date of the SGM.

Assuming that the Refreshment of Scheme Mandate Limit will be approved, the number of Shares that may be issued under the Share Option Scheme will be 157,327,657 Shares (comprising 134,497,657 Shares to be allotted and issued upon exercise of the options to be granted under the refreshed Scheme Mandate Limit and 22,830,000 Shares to be allotted and issued upon full exercise of the outstanding options), representing approximately 11.70% of the number of Shares in issue as at the Latest Practicable Date, and is within the 30% limit in issue from time to time as required under the Listing Rules.

Application will be made to the Stock Exchange by the Company for the approval of the listing of and permission to deal in the Shares, representing a maximum of 10% of the Shares in issue as at the date of the SGM approving the Refreshment of Scheme Mandate Limit, which may be issued pursuant to the exercise of the options under the Share Option Scheme.

### **SGM**

Set out on pages 7 to 8 of this circular is a notice convening the SGM to be held at 2/F., 100 QRC, 100 Queen's Road Central, Central, Hong Kong on Saturday, 28 April 2018 at 11:00 a.m. At the SGM, an ordinary resolution will be proposed to be considered and, if thought fit, be passed by the Shareholders for the approval of the Refreshment of Scheme Mandate Limit.

The resolution will be voted by way of poll at the SGM. As at the Latest Practicable Date, no Shareholder has a material interest in the Refreshment of Scheme Mandate Limit and therefore no Shareholder is required to abstain from voting on the relevant resolution at the SGM.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, please complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event by not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the SGM should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

### **RECOMMENDATION**

The Directors consider that the Refreshment of Scheme Mandate Limit is fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant ordinary resolution as set out in the notice of the SGM.

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## LETTER FROM THE BOARD

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### 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 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.

By order of the Board  
**Lamtex Holdings Limited**  
**Wu Xiaolin**  
*Executive Director*



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## NOTICE OF SGM

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林達控股有限公司  
LAMTEX HOLDINGS LTD.

STOCK CODE 股份代號1041

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 1041)**

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an special general meeting (“SGM”) of Lamtex Holdings Ltd. will be held at 2/F., 100 QRC, 100 Queen’s Road Central, Central, Hong Kong on Saturday, 28 April 2018 at 11:00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing (with or without amendment) the following resolution of the Company (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in this circular):

#### ORDINARY RESOLUTION

“**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the shares of US\$0.005 each in the capital of the Company (“**Shares**”) to be issued upon exercise of share options which may be granted under the Refreshed Scheme Mandate Limit (as defined below) under the share option scheme adopted by the Company on 25 May 2012 (“**Share Option Scheme**”), the existing scheme mandate limit on the grant of share options under the Share Option Scheme be refreshed provided that the total number of Shares which may be allotted and issued upon exercise of any options to be granted under the Share Option Scheme (excluding share options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme) shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing this resolution (“**Refreshed Scheme Mandate Limit**”) and that the Directors be and are hereby authorised to do such acts and things and execute such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the Refreshed Scheme Mandate Limit and to grant share options up to the Refreshed Scheme Mandate Limit and to exercise all powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such share options.”

By order of the Board  
**Lamtex Holdings Limited**  
**Wu Xiaolin**  
*Executive Director*

Hong Kong, 12 April 2018

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## NOTICE OF SGM

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*Head Office and principal place  
of business in Hong Kong:*

Room 1814-1815, 18/F.  
Star House  
3 Salisbury Road  
Tsim Sha Tsui, Kowloon  
Hong Kong

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Notes:*

1. A member of the Company entitled to attend and vote at the SGM convened by the notice of SGM is entitled to appoint one proxy or more proxies to attend and, on a poll, vote instead of him at the SGM. A proxy need not be a member of the Company.
2. To be valid, a form of proxy together with a 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 lodged with the branch share registrar of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof.
3. In the case of joint holders of any share of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
4. Completion and return of this accompanying form of proxy will not preclude you from attending and voting at the SGM in person should you so wish.