

**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 together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effect for transmission to the purchaser or transferee.

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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)**

### **PROPOSAL FOR**

**(1) GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES**

**AND**

**(2) RE-ELECTION OF DIRECTORS;**

**AND**

**(3) 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 4 to 8 of this circular. A notice convening the Annual General Meeting to be held at 918, Avenida da Amizade, World Trade Center Building, 17th Floor, Macau on Friday, 16 June 2017 at 4:00 p.m. or any adjourned meeting hereof to approve matters referred to in this circular is set out on pages 16 to 20 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 GEM website at [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.lukhing.com](http://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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 4:00 p.m. on 14 June 2017) 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 Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of 7 days from the date of publication and on the Company's website at [www.lukhing.com](http://www.lukhing.com).*

31 March 2017

## CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities trade on GEM.

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 918, Avenida da Amizade, World Trade Center Building, 17th Floor, Macau on Friday, 16 June 2017 at 4:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting as set out on pages 16 to 20 of this circular, or any adjournment thereof
“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
“Cayman Companies Law”	the Companies Law (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, an exempted company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM (stock code: 8052)
“Controlling 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, Ocean Concept Holdings Limited, Toprich Investment (Group) Limited, Perfect Succeed Limited, Mr. Choi Yiu Ying, Mr. Choi Siu Kit, Mr. Au Wai Pong Eric, Mr. Au Ka Wai, Mr. Yeung Bernard Sie Hong and Mr. Yeung Chi Shing. Mr. Choi Yiu Ying, Mr. Choi Siu Kit, Mr. Au Wai Pong Eric, Mr. Au Ka Wai, Mr. Yeung Bernard Sie Hong 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
“core connected person”	has the same meaning as defined in the GEM Listing Rules
“Directors”	the directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented and/or otherwise modified from time to time

## DEFINITIONS

“Group”	the Company and its subsidiaries from time to time
“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 Shares not exceeding 20% of the total number of Shares in issue as at the date of the passing of the resolution granting such mandate (such mandate to be extended to Shares with the number of any Shares repurchased by the Company pursuant to the Repurchase Mandate)
“Latest Practicable Date”	27 March 2017, being the latest practicable date prior to printing of this circular for ascertaining certain information included 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
“Macau”	the Macau Special Administrative Region of the People’s Republic of China
“Old Cubic”	a clubbing venue under the name of Cubic which was opened in December 2008 and closed in August 2010 and owned indirectly by Ocean Concept Holdings Limited, Mr. Au Wai Pong Eric, Mr. Au Ka Wai, Mr. Yeung Bernard Sie Hong, Mr. Poon Ching Tong Tommy and its then other shareholders and located at Room 202, 2/F., AIA Tower, No. 251A–301 Avenida Commercial De Macau, Macau
“Prospectus”	the prospectus of the Company dated 27 October 2016 issued in connection with the listing of Shares on the 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 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), as amended, supplemented and/or otherwise modified from time to time

## DEFINITIONS

“Share(s)”	the ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended, supplemented and/or otherwise modified from time to time
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“%”	per cent

LETTER FROM THE BOARD



**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 Yiu Ying  
Mr. Choi Siu Kit  
Mr. Yeung Chi Shing

*Non-executive Directors:*

Mr. Au Wai Pong Eric  
Mr. Au Ion Weng  
Ms. Poon Kam Yee Odilia

*Independent non-executive Directors:*

Mr. Lam Wai Chin Raymond  
Mr. Chan Ting Bond Michael  
Mr. Tse Kar Ho Simon

*Registered Office:*

P.O. Box 1350 Clifton House  
75 Fort Street  
Grand Cayman KY1-1108  
Cayman Islands

*Principal Place of Business  
in Hong Kong:*

Room 1505, 15/F.,  
Shun Tak Centre West Tower,  
168–200 Connaught Road  
Central, Sheung Wan  
Hong Kong

31 March 2017

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSAL FOR  
(1) GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES;  
AND  
(2) RE-ELECTION OF DIRECTORS  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the proposed matters which include, inter alia, (1) the proposed grant of the Issue Mandate and Repurchase Mandate; and (2) the proposed re-election of retiring Directors, and to send you the notice of the Annual General Meeting.

## LETTER FROM THE BOARD

### 2. GENERAL MANDATE TO ISSUE SHARES

As set out in the Prospectus, the then Shareholders granted a general mandate to the Directors on 18 October 2016 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 of up to a maximum of 20% of the total number of Shares 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 16 to 20 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. If the resolution is passed and no Share is repurchased by the Company, exercise in full of the Issue Mandate (on the basis of 1,800,000,000 Shares in issue at the Latest Practicable Date would result in up to 360,000,000 new Shares being allotted, issued and dealt with by the Company.

The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be approved by the Shareholders. 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.

### 3. GENERAL MANDATE TO REPURCHASE SHARES

As set out in the Prospectus, the then Shareholders granted a general mandate to the Directors on 18 October 2016 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 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 16 to 20 of this circular convening the Annual General Meeting (i.e. a total of 180,000,000 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.

#### **4. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

As at the Latest Practicable Date, the executive Directors are Mr. Choi Yiu Ying, Mr. Choi Siu Kit and Mr. Yeung Chi Shing; the non-executive Directors are Mr. Au Wai Pong Eric, Mr. Au Ion Weng and Ms. Poon Kam Yee Odilia; and the independent non-executive Directors are Mr. Lam Wai Chin Raymond, Mr. Chan Ting Bond Michael and Mr. Tse Kar Ho Simon.

Pursuant 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. Choi Yiu Ying, Mr. Choi Siu Kit and Mr. Yeung Chi Shing shall retire from office by rotation at the Annual General Meeting, and being eligible, will offer themselves for re-election.

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.

#### **5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

A notice of the Annual General Meeting is set out on pages 16 to 20 of this circular.

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 form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the GEM website at [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.lukhing.com](http://www.lukhing.com). Whether or not you are able or intend to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy

## **LETTER FROM THE BOARD**

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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 4:00 p.m. on 14 June 2017) before the time appointed for holding 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 thereof should you so wish.

### **6. VOTING BY POLL AT GENERAL MEETING**

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith and in compliance with the GEM Listing Rules, decides to allow a resolution which relates purely a procedural or administrative matter to be voted on by a show of hands. Therefore, each resolution set out in the notice to the Annual General Meeting which is put to vote at the Annual General Meeting shall be decided by poll. The Company will appoint scrutineer to handle vote-taking procedures at the Annual General Meeting. The results of the poll will be published on the GEM website at [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.lukhing.com](http://www.lukhing.com) as soon as possible after the conclusion of the Annual General Meeting.

### **7. 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 Tuesday, 13 June 2017 to Friday, 16 June 2017, both dates inclusive, during which period no transfer of Shares will be registered. 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 12 June 2017.

### **8. 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

### 9. RECOMMENDATION

The Directors consider that (1) the proposed grant of the Issue Mandate and the Repurchase Mandate; and the extension of the Issue Mandate by the addition thereto of any Shares repurchased under the Repurchase Mandate; and (2) the proposed re-election of retiring Directors, 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.

### 10. GENERAL

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

Yours faithfully,  
For and on behalf of the Board  
**Luk Hing Entertainment Group Holdings Limited**  
**Mr. Choi Yiu Ying**  
*Chairman and 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 1,800,000,000 Shares of HK\$0.01 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 180,000,000 Shares, representing 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the Annual General Meeting.

## **2. REASONS FOR SHARE REPURCHASE**

The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company. According, the Directors believe that the granting of the Repurchase Mandate is in the best interest of the Company and the Shareholders as a whole. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and the Shareholders.

## **3. 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 2016. 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.

#### 4. SHARE PRICES

The highest and lowest prices per Share at which Shares were traded on the Stock Exchange during the period from the Listing Date (i.e. 11 November 2016) up to and including the Latest Practicable Date were as follows:

<b>Month:</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
November 2016 (since 11 November 2016, being the Listing Date)	5.21	0.86
December 2016	1.95	1.15
January 2017	1.84	1.24
February 2017	1.29	0.87
March 2017 (up to the Latest Practicable Date)	0.97	0.131

#### 5. 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.

#### 6. 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.

#### 7. 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, the Controlling Shareholders are interested in 1,093,500,000 Shares in aggregate and approximately 60.75% of the existing issued share capital of the Company. In the event that the Repurchase Mandate was exercised in full, the percentage shareholding of the Controlling

Shareholders would increase to approximately 67.5%. To the best knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeover Code.

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.

The Directors will not exercise the Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the GEM Listing Rules).

#### **8. 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.*

## EXECUTIVE DIRECTORS

### Mr. Choi Yiu Ying

Mr. Choi Yiu Ying (蔡耀陞), (with former names Choi Siu Man (蔡紹文) and Choi Siu Ying (蔡兆鉞)), aged 40, was appointed as our Director on 19 January 2016. Mr. Choi Yiu Ying was re-designated as our executive Director and our chairman of the Board on 2 March 2016, and is primarily responsible for overall strategic planning and supervising daily operation of our Group. Mr. Choi Yiu Ying has joined our Group as our chief executive officer since May 2010, with responsibilities to, among others, develop business plans, manage staff members, oversee daily operation and cost and budget control. He has also been a director of certain subsidiaries of the Group.

Mr. Choi Yiu Ying has over 15 years of experience in the restaurant and bar and clubbing industry in Hong Kong and Macau. Since January 2001, Mr. Choi Yiu Ying has invested in and was responsible for the management and operation of various bars and restaurants, such as (i) Shelter Lounge in Causeway Bay, Hong Kong (from January 2001 to December 2015), (ii) Census Lounge in Causeway Bay, Hong Kong (from October 2005 to December 2015), (iii) House Lounge in Causeway Bay, Hong Kong (from July 2006 to December 2015), (iv) Habitat Japanese Restaurant in Wanchai, Hong Kong (from December 2008 to April 2015), and (v) Shelter Italian Bar & Restaurant in Causeway Bay, Hong Kong (since May 2013), Mr. Choi Yiu Ying was also involved in the management of Old Cubic, acting as a managing director from its opening in December 2008 until May 2010.

Mr. Choi Yiu Ying received a bachelor degree of engineering from the City University of London, United Kingdom in June 2001.

As at the Latest Practicable Date, Mr. Choi Yiu Ying was deemed to be interested in 1,093,500,000 Shares held by Welmen Investment Co. Ltd (“Welmen”) (including deemed interest through Yui Tak and personal interest in 30.3111% and 7.0667% of the issued share capital of Welmen) by virtue of the SFO. He is the elder brother of Mr. Choi Siu Kit, one of the Controlling Shareholders and an indirect shareholder of our Company, and a director and a shareholder of Perfect Succeed Limited (“Perfect Succeed”) and Welmen, and a director and an indirect shareholder of Toprich Investment (Group) Limited (“Toprich”), Ocean Concept Holdings Limited (“Ocean Concept”) and Yui Tak Investment Limited (“Yui Tak”). Save as disclosed above, Mr. Choi Yiu Ying did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Choi Yiu 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. Choi Yiu 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. Choi Yiu Ying entered into a service agreement with the Company on 18 October 2016 for a term of three years commencing from the Listing Date, unless terminated by not less than 3 months' notice in writing served by either party. Pursuant to the service agreement, he is entitled to a fixed salary of HK\$934,800 per annum payable monthly. 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. His emolument was determined by the Board with reference to his experience, responsibilities and duties within the Company.

There is no other matter in relation to the re-election of Mr. Choi Yiu 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.

#### **Mr. Choi Siu Kit**

Mr. Choi Siu Kit (蔡紹傑), aged 39, was appointed as our Director on 30 November 2015. He was re-designated as our executive Director on 2 March 2016. He was also appointed as the compliance officer of our Company on 2 March 2016 and is currently the authorized representative of the Company. Mr. Choi Siu Kit is primarily responsible for overall strategic planning and supervising marketing and entertainment aspects of our Group. Mr. Choi Siu Kit has joined our Group as our managing director since May 2010. He has been responsible for overseeing daily operation, developing business strategies, building client relationships and business reputation, liaising with suppliers and relevant government departments and implementing the overall business strategies. Mr. Choi Siu Kit has also been a director of certain subsidiaries of the Group.

Mr. Choi Siu Kit has over 15 years of experience in the restaurant and bar and clubbing industry in Hong Kong and Macau. Since January 2001, Mr. Choi Siu Kit has invested in and was responsible for the management and operation of various bars and restaurants, such as (i) Shelter Lounge in Causeway Bay, Hong Kong (from January 2001 to December 2015), (ii) Census Lounge in Causeway Bay, Hong Kong (from October 2005 to December 2015), (iii) House Lounge in Causeway Bay, Hong Kong (from July 2006 to December 2015), (iv) Habitat Japanese Restaurant in Wanchai, Hong Kong (from December 2008 to April 2015), and (v) Shelter Italian Bar & Restaurant in Causeway Bay, Hong Kong (since May 2013), Mr. Choi Siu Kit was also involved in the management of Old Cubic, acting as a managing director from its opening in December 2008 until May 2010.

Mr. Choi Siu Kit received a bachelor degree in engineering from Queen Mary and Westfield College, University of London, United Kingdom in July 2001.

As at the Latest Practicable Date, Mr. Choi Siu Kit was deemed to be interested in 1,093,500,000 Shares held by Welmen (including deemed interest through Yui Tak and personal interest in 30.3111% and 7.0667% of the issued share capital of Welmen) by virtue of



the SFO. He is the younger brother of Mr. Choi Yiu Ying, one of the Controlling Shareholders and an indirect shareholder of our Company, a director and a shareholder of Perfect Succeed and Welmen, and a director and an indirect shareholder of Toprich, Ocean Concept and Yui Tak. Save as disclosed above, Mr. Choi Siu Kit did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Choi Siu Kit 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. Choi Siu Kit 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. Choi Siu Kit entered into a service agreement with the Company on 18 October 2016 for a term of three years commencing from the Listing Date, unless terminated by not less than 3 months' notice in writing served by either party. Pursuant to the service agreement, he is entitled to a fixed salary of HK\$840,000 per annum payable monthly. 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. His emolument was determined by the Board with reference to his experience, responsibilities and duties within the Company.

There is no other matter in relation to the re-election of Mr. Choi Siu Kit 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. Yeung Chi Shing**

Mr. Yeung Chi Shing (楊志誠), aged 46, was appointed as our Director on 19 January 2016. Mr. Yeung Chi Shing was re-designated as our executive Director on 2 March 2016, and is primarily responsible for overall administration of our Group. He joined our Group as our administrative director since January 2011 and has been responsible for, among others, directing activities of subordinate staff, providing leadership to the managers of the administration, supervising administrative matters of the Club and developing company policies.

Prior to joining our Group, Mr. Yeung Chi Shing served as a sales executive in PCCW Limited, a company listed on the main board of the Stock Exchange (stock code: 0008) which is principally involved in provision of telecommunications and information technology, from November 1989 to September 2004, where he was responsible for marketing of telecommunication products and services. From March 2005 to January 2008, Mr. Yeung Chi Shing worked at Mocha Clubs, Melco Crown Gaming (Macau) Limited, an operator of casino gaming and entertainment casino resort facilities, as a floor manager of gaming operations department where he supervised the operation of the gaming floor.

Mr. Yeung Chi Shing attended secondary school education and graduated from Man Kiu College, Hong Kong, in July 1988.

As at the Latest Practicable Date, Mr. Yeung Chi Shing was deemed to be interested in 1,093,500,000 Shares held by Welmen as he is a Controlling Shareholder, by virtue of the SFO. He is one of the Controlling Shareholders and an indirect shareholder of our Company, and a director and a shareholder of Welmen. Save as disclosed above, Mr. Yeung Chi Shing did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Yeung Chi Shing 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. Yeung Chi Shing 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. Yeung Chi Shing entered into a service agreement with the Company on 18 October 2016 for a term of three years commencing from the Listing Date, unless terminated by not less than 3 months' notice in writing served by either party. Pursuant to the service agreement, he is entitled to a fixed salary of HK\$315,600 per annum payable monthly. 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. His emolument was determined by the Board with reference to his experience, responsibilities and duties within the Company.

There is no other matter in relation to the re-election of Mr. Yeung Chi Shing 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 ANNUAL GENERAL MEETING

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.*



## 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** the annual general meeting (“Annual General Meeting”) of Luk Hing Entertainment Group Holdings Limited (the “Company”) will be held at 918, Avenida da Amizade, World Trade Center Building, 17th Floor, Macau on Friday, 16 June 2017 at 4:00 p.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Director(s)”) and auditors of the Company for the year ended 31 December 2016.
2.
  - (a) To re-elect Mr. Choi Yiu Ying as an executive Director.
  - (b) To re-elect Mr. Choi Siu Kit as an executive Director.
  - (c) To re-elect Mr. Yeung Chi Shing as an executive Director.
3. To authorize the board of directors of the Company to fix the respective remuneration of the Directors.
4. To re-appoint HLB Hodgson Impey Cheng Limited as the Company’s independent auditors and to authorize the Board to fix their remuneration.

## NOTICE OF ANNUAL GENERAL MEETING

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\$0.01 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 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 ANNUAL GENERAL MEETING

“**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 Growth Enterprise Market (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 aggregate nominal value of the share capital 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 ANNUAL GENERAL MEETING

- (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 in issue as at the date of passing of this resolution.”

By Order of the Board  
**Luk Hing Entertainment Group Holdings Limited**  
**Mr. Choi Yiu Ying**  
*Chairman and Executive Director*

Hong Kong, 31 March 2017

*Registered office:*

P.O. Box 1350  
Clifton House  
75 Fort Street  
Grand Cayman KY1-1108  
Cayman Islands

*Principal place of*

*business in Hong Kong*  
Room 1505, 15/F  
Shun Tak Centre West Tower  
168–200 Connaught Road Central  
Sheung Wan  
Hong Kong

*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 GEM website at [www.hkgem.com](http://www.hkgem.com) and the Company’s website at [www.lukhing.com](http://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 31 March 2017. 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 4:00 p.m. on 14 June 2017) 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.

## NOTICE OF ANNUAL GENERAL MEETING

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 Tuesday, 13 June 2017 to Friday, 16 June 2017, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company will 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 12 June 2017.
7. If typhoon signal no. 8 or above, or a "black" rainstorm warning is hoisted or remains hoisted at 1:00 pm on the date of the Annual General Meeting, the meeting will be postponed. The Company will post an announcement on the GEM website at [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.lukhing.com](http://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 Yiu Ying, Mr. Choi Siu Kit, and Mr. Yeung Chi Shing; the non-executive Directors are Mr. Au Wai Pong Eric, Mr. Au Ion Weng and Ms. Poon Kam Yee Odilia; and the independent non-executive Directors are Mr. Lam Wai Chin Raymond, Mr. Chan Ting Bond Michael and Mr. Tse Kar Ho Simon.*

*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 Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of seven days from the date of its publication and on the Company's website at [www.lukhing.com](http://www.lukhing.com).*