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If you have sold all or transferred all your shares in LUKS GROUP (VIETNAM HOLDINGS) COMPANY LIMITED, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, a stockbroker or other registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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LUKS GROUP (VIETNAM HOLDINGS) COMPANY LIMITED

陸氏集團(越南控股)有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 366)

**CIRCULAR ON
GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE
BY THE COMPANY OF ITS OWN SHARES
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

This circular explains the proposed granting of the General Issue Mandate, the Repurchase Mandate, the Extension Mandate and re-election of Directors to be passed as ordinary resolutions at the Annual General Meeting of the Company to be held at 1/F, Pentahotel Hong Kong, Tuen Mun, 6 Tsun Wen Road, Tuen Mun, New Territories, Hong Kong at 3:00 p.m. on Thursday 4 June 2026.

A notice convening the Annual General Meeting is set out in pages 17 to 20 of this circular and a form of proxy for use at the Annual General Meeting is enclosed together with this circular. Such form of proxy and this circular are also available on the Company's website (www.luks.com.hk) and the HKEXnews website (www.hkexnews.hk).

10 April 2026

** for identification purpose only*

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DEFINITIONS

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

“Annual General Meeting”	annual general meeting of the Company to be held at 1/F, Pentahotel Hong Kong, Tuen Mun, 6 Tsun Wen Road, Tuen Mun, New Territories, Hong Kong at 3:00 pm on Thursday 4 June 2026
“associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Luks Group (Vietnam Holdings) Company Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed and traded on the Main Board of the Stock Exchange under stock code 366
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Extension Mandate”	The proposed general mandate to be sought at the Annual General Meeting to authorize the Directors to extend the General Issue Mandate and the Repurchase Mandate in the manner as set out in the notice of Annual General Meeting
“General Issue Mandate”	the proposed general mandate to be sought at the Annual General Meeting to authorize the Directors to exercise the power of the Company to allot, issue and deal with and/or to sell or transfer treasury shares (if any) out of treasury additional Shares (excluding treasury shares, if any) not exceeding 20% of the issued share capital of the Company as at the date of passing the resolution approving the said mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“HKSCC”	Hong Kong Securities Clearing Company Limited

DEFINITIONS

“Latest Practicable Date”	31 March 2026 being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the proposed general mandate to be sought at the Annual General Meeting to authorize the Directors to exercise the power of the Company to repurchase Shares (excluding treasury shares, if any) in the manner as set out in the notice of Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“treasury share(s)”	has the same meaning ascribed to it under the Listing Rules

LETTER FROM THE CHAIRMAN



LUKS GROUP (VIETNAM HOLDINGS) COMPANY LIMITED

陸氏集團(越南控股)有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 366)

Executive Directors:

Luk Sze Wan, Monsie (Chairman)

Luk Yan (Co-Chief Executive Officer)

Luk Fung (Co-Chief Executive Officer)

Fan Chiu Tat, Martin

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-Executive Directors:

Lam Chi Kuen

Pang Siu Yin

Wong Hoi Wah

Principal place of business:

5/F., Cheong Wah Factory Building

39-41 Sheung Heung Road

Tokwawan, Kowloon, Hong Kong

Company Secretary:

Fan Chiu Tat, Martin

10 April 2026

To: the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE
BY THE COMPANY OF ITS OWN SHARES
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information with regard to the resolutions to be proposed at the Annual General Meeting relating to, among other matters:

- (a) the granting to the Directors of the General Issue Mandate, the Repurchase Mandate and Extension Mandate; and
- (b) re-election of Directors.

** for identification purpose only*

LETTER FROM THE CHAIRMAN

2. GENERAL ISSUE MANDATE

An ordinary resolution will be proposed at the Annual General Meeting to grant the General Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares and/or to sell or transfer treasury shares (if any) out of treasury in the share capital of the Company up to 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of the passing of the resolution in relation to the General Issue Mandate. There is however no present intention for any issuance of Shares pursuant to the General Issue Mandate to be granted.

As at the Latest Practicable Date, the issued share capital of the Company comprised 501,621,418 Shares. Assuming that there is no change in the issued share capital of the Company between the Latest Practicable Date and the passing of the resolution approving the General Issue Mandate, the maximum number of Shares which may be issued pursuant to the General Issue Mandate on the date of passing the resolution will be 100,324,283 Shares.

3. GENERAL MANDATE FOR REPURCHASE BY THE COMPANY OF ITS OWN SHARES

On 28 May, 2025, a general mandate was given to the Directors to exercise all the powers of the Company to repurchase its own Shares granted in the last annual general meeting which will lapse at the conclusion of the forthcoming Annual General Meeting of the Company. An ordinary resolution will therefore be proposed at the Annual General Meeting to approve the grant of a general mandate to the Directors to repurchase on the Stock Exchange Shares of the Company up to a maximum of 10% of the issued Shares (excluding treasury shares, if any) of the Company as at the date of passing the resolution.

As at the Latest Practicable Date, the issued share capital of the Company comprised 501,621,418 Shares. Assuming that there is no change in the issued share capital of the Company between the Latest Practicable Date and the passing of the resolution approving the Repurchase Mandate, the maximum number of Shares (excluding treasury shares, if any) which may be issued pursuant to the Repurchase Mandate on the date of passing the resolution will be 50,162,141 Shares.

An explanatory statement to provide Shareholders with all the information reasonably necessary for them to make an informed decision in relation to this proposed resolution as required by the Listing Rules concerning the regulation of repurchases by companies of their own securities on the Stock Exchange is set out in Appendix I to this circular.

4. GENERAL EXTENSION MANDATE

Pursuant to Rule 10.06(5) of the Listing Rules, the Company may cancel the repurchased Shares following settlement of any such repurchase and/or hold such Shares in treasury, subject to market conditions and its capital management needs at the relevant time of such repurchase. Accordingly, if the Company buys back any Shares pursuant to the Repurchase Mandate and holds such Shares in treasury, any resale or transfer of the Shares held in treasury will be subject to the General Issue Mandate as set out in resolution numbered 7 of the notice of the Annual General Meeting and made in accordance with the Listing Rules and the applicable laws and regulations.

LETTER FROM THE CHAIRMAN

It is recommended that a new Extension Mandate be granted to the Directors permitting them, after the grant of the Repurchase Mandate to add to the General Issue Mandate any Shares (excluding treasury shares, if any) representing the aggregate nominal value of the Shares in the Company repurchased pursuant to the Repurchase Mandate.

The authority conferred on the Directors by the General Issue Mandate, the Repurchase Mandate and the Extension Mandate would continue in force until the conclusion of the next annual general meeting of the Company unless it is renewed at such meeting or until revoked or varied by ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting.

5. RE-ELECTION OF DIRECTORS

In accordance with Article 87 of the Bye-laws, Mr. Fan Chiu Tat Martin and Mr. Wong Hoi Wah will retire by rotation at the Annual General Meeting. Being eligible, both will offer themselves for re-election.

In line with the Corporate Governance Code (Appendix C1 to the Listing Rules), every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years (Code Provision B.2.2). Accordingly, in addition to the above, Ms. Pang Siu Yin will also retire at the Annual General Meeting and, being eligible, will offer herself for re-election.

Pursuant to Code Provision B.2.3 of the Corporate Governance Code, the further appointment of an independent non-executive director who has served for more than nine years should be subject to a separate resolution approved by shareholders. Mr. Lam Chi Kuen, an independent non-executive director, has served on the Board for more than nine years. A separate resolution will be proposed for his re-election at the Annual General Meeting.

The Board (after review by the Nomination Committee) considers Mr. Lam Chi Kuen to remain independent. In reaching this view, the Board has considered the independence criteria under Rule 3.13 of the Listing Rules (which Mr. Lam satisfies) and the following additional factors: (i) he has no executive or management role and receives no remuneration from the Company other than his director's fees; (ii) he has no material business dealings with the Company or its connected persons; (iii) he actively challenges management in positive ways and contributes independent perspectives in board discussions; and (iv) his long service has provided valuable institutional knowledge and continuity without compromising objectivity. The Nomination Committee reviewed his independence through discussion at its meeting, confirming no relationships or circumstances exist that could affect his independent judgment.

The Board currently comprises seven Directors, including two female Directors (Ms. Luk Sze Wan, Monsie and Ms. Pang Siu Yin). The Company has achieved its gender diversity target in compliance with Rule 13.92 of the Listing Rules.

The Board considers that the retiring Directors bring a diverse range of skills in auditing, finance, law, and electronic engineering, which contributes to the Board's overall effectiveness and objective decision-making.

Biographical details of the above Directors for re-election are set out in Appendix II to this circular.

LETTER FROM THE CHAIRMAN

6. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at 1/F, Pentahotel Hong Kong, Tuen Mun, 6 Tsun Wen Road, Tuen Mun, New Territories, Hong Kong at 3:00 pm on Thursday 4 June 2026 is set out as Appendix III on pages 17 to 20 of this circular and a form of proxy for use at the Annual General Meeting is herein enclosed. Such form of proxy and this circular are also available on the Company's website (www.luks.com.hk) and the HKEX news website (www.hkexnews.hk). Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof if they so wish and in such event, the form of proxy shall be deemed to be revoked.

DEMAND BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66 of the existing Bye-laws, at any general meeting, a poll may be demanded in respect of a resolution put to the vote at the meeting by:-

- (a) the chairman of such meeting; or
- (b) at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares in which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

Each of the resolutions set out in the notice of Annual General Meeting will be taken by way of poll.

Treasury shares, if any and registered under the name of the Company, shall abstain from voting at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the Listing Rules, the Company shall procure, upon depositing any treasury shares in CCASS, the abstention from voting at any of its general meeting(s) in relation to those shares.

LETTER FROM THE CHAIRMAN

7. RECOMMENDATION

The Directors consider that the granting of the General Issue Mandate, the Repurchase Mandate, the Extension Mandate, re-election of Directors at the Annual General Meeting are all in the best interests of the Company and the Shareholders and accordingly recommend that you should vote in favour of the resolutions referred to above to be proposed at the Annual General Meeting.

8. 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 and its Subsidiaries. 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.

Yours faithfully,
By Order of the Board
Luk Sze Wan, Monsie
Chairman

This explanatory statement contains all the information required pursuant to rule 10.06(1)(b) and other relevant provisions of the Listing Rules.

THE SHARE REPURCHASE RULES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their fully-paid up shares on the Stock Exchange subject to certain restrictions. In this regard, the definition of "Shares" in the Listing Rules would, include shares of all classes and securities which carry a right to subscribe or purchase Shares of the Company.

Under the Listing Rules, the Company may elect to cancel repurchased shares or hold them as treasury shares. The Directors will decide at the time of each repurchase whether to cancel the Shares or hold them as treasury shares, based on the best interests of the Company and its Shareholders. Any resale of treasury shares will be conducted in accordance with the Listing Rules and will be subject to the same 20% General Issue Mandate limit.

EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the total number of Shares in issue was 501,621,418 Shares and the Company did not have any treasury shares.

Subject to the passing of the proposed ordinary resolution granting the Repurchase Mandate at the Annual General Meeting and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Directors will be allowed to repurchase a maximum of 50,162,141 Shares which represent 10% of the total number of issued Shares (excluding treasury shares, if any) during the period ending on the earliest of i) the conclusion of the next annual general meeting of the Company, unless renewed by an ordinary resolution of the shareholders in a general meeting, either unconditionally or subject to conditions; or ii) the expiration of the period within which the next annual general meeting of the Company is required by the By-laws or any applicable laws of Bermuda to be held; or iii) the date upon which such authority is revoked, varied or renewed by a resolution of the Shareholders in general meeting prior to the next annual general meeting of the Company.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from Shareholders to enable the Directors to repurchase Shares of the Company in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders.

FUNDING OF REPURCHASES

Repurchases must be funded entirely from the Company's available cash flow or working capital facilities, which will be funds legally available for the purchase in accordance with the Bye-laws and the applicable laws of Hong Kong and Bermuda. Under laws of Bermuda, no Shares shall be repurchased except out of the capital paid up therein or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares. If a premium is payable, it shall be provided for out of the fund of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account.

On the basis of the combined net tangible assets of the Group as at 31 December 2025, being the balance sheet date for the latest published audited accounts of the Company and taking into account the current working capital position of the Company, the Directors consider that no material adverse effect on the working capital and gearing position of the Company may result in the event that the Repurchase Mandate was to be exercised in full in the period before the Repurchase Mandate expires. The Directors however 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 Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

If the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company may cancel such Shares and/or hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time of such repurchase. For the avoidance of doubt, pursuant to the laws of Bermuda, treasury shares must be held in the name of the Company. For those treasury shares not directly held by the Company but are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements in respect of such treasury shares. Such measures will include (i) procuring the relevant broker not to give instructions to HKSCC to vote at general meetings of the Company for such treasury shares; and (ii) in case of dividends or distributions, the Company shall give instructions to the Hong Kong Branch Share Registrar to exclude such treasury shares in determining HKSCC's entitlements to the dividends or distributions and notify (or procure the relevant broker to notify) HKSCC the number of treasury shares held with CCASS, or alternatively, withdraw the treasury shares from CCASS and either register them in the Company's own name or cancel them, in each case before the record date for the dividend or distributions.

UNDERTAKING

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, any associates of any Director, have any present intention in the event that the Repurchase Mandate is approved by Shareholders to sell any of the Shares of the Company.

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 Listing Rules and the applicable laws of Bermuda.

No connected person of the Company has notified the Company that he has a present intention to sell Shares of the Company, or has undertaken not to do so, if the Repurchase Mandate was approved by the Shareholders.

THE TAKEOVERS CODE

If, as a result of a Share repurchase, 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 the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert could as a result of increase of its or their interests, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

APPENDIX I**EXPLANATORY STATEMENT ON
REPURCHASE OF THE COMPANY'S SHARES**

The following table set out the interests of substantial Shareholders which fall to be disclosed to the Company under Part XV of the SFO as at the Latest Practicable Date:–

Name	Note	Directly beneficially owned	Family interest held by spouse	Through controlled corporation	Through Trustee of a Trust	Total no. of shares held	Percentage of the Company's issued share capital
Cheng Cheung ("Madam Cheng")	(1)	21,288,800	–	36,912,027	–	58,200,827	11.60
CC (Holdings) Limited	(1)	36,912,027	–	–	–	36,912,027	7.36
Luks Family (PTC) Limited	(2)	272,824,862	–	–	–	272,824,862	54.39
Luk Yan	(2)	3,070,800	174,000	–	272,824,862	276,069,662	55.04
Luk Ngai	(2)	3,390,000	–	–	272,824,862	276,214,862	55.06
Luk Fung	(2)	3,229,600	–	–	272,824,862	276,054,462	55.03
Luk Sze Wan, Monsie	(2)	1,650,000	–	–	272,824,862	274,474,862	54.72

Notes:

- (1) Madam Cheng's interest included a corporate interest in CC (Holdings) Limited (a company which is 100% beneficially owned by Madam Cheng (deceased)) held 36,912,027 Shares. Madam Cheng's interests are now undergoing probate.
- (2) Luks Family (PTC) Limited as trustee of The Luks Family Trust, held 272,824,862 Shares. Each of Mr. Luk Yan, Mr. Luk Ngai, Mr. Luk Fung and Ms. Luk Sze Wan, Monsie was the beneficiary of The Luks Family Trust and thus was deemed to have interests in 272,824,862 Shares.

As at the Latest Practicable Date, the aggregate Shares held by Madam Cheng, CC (Holdings) Limited, Luks Family (PTC) Limited, Mr. Luk Yan, Mr. Luk Ngai, Mr. Luk Fung and Ms. Luk Sze Wan, Monsie was 342,540,089 shares, representing 68.29% of the current issued capital of the Company. In the event that the Repurchase Mandate is exercised in full, the aggregate percentage shareholding in Shares held by Madam Cheng, CC (Holdings) Limited, Luks Family (PTC) Limited, Mr. Luk Yan, Mr. Luk Ngai, Mr. Luk Fung and Ms. Luk Sze Wan, Monsie would be increased to approximately 75.87% of the current issued share capital of the Company as adjusted for such repurchase. Such an increase would be treated as an acquisition of voting rights for the purposes of the Takeovers Code but would not give rise to an obligation on the part for each of Madam Cheng, CC (Holdings) Limited or Luks Family (PTC) Limited, Mr. Luk Yan, Mr. Luk Ngai, Mr. Luk Fung and Ms. Luk Sze Wan, Monsie to make a mandatory offer under Rule 26 and 32 of the Takeovers Code. The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital (excluding treasury shares, if any) would be in public hands. The Directors have no present intention to exercise the Repurchase Mandate to extent that the aggregate percentage of Shares held by public shareholders would amount to less than 25% of the issued share capital of the Company.

SHARE PRICES

The highest and lowest prices at which the Shares of the Company have traded on the Stock Exchange for the twelve months preceding the Latest Practicable Date:–

	Shares	
	Highest	Lowest
	<i>(HK\$)</i>	<i>(HK\$)</i>
March 2025	0.88	0.74
April 2025	0.80	0.72
May 2025	0.77	0.71
June 2025	0.90	0.73
July 2025	0.94	0.89
August 2025	1.05	0.92
September 2025	1.04	0.98
October 2025	0.99	0.94
November 2025	0.95	0.88
December 2025	0.95	0.88
January 2026	0.94	0.88
February 2026	0.94	0.90
March 2026	0.95	0.90

APPENDIX I**EXPLANATORY STATEMENT ON
REPURCHASE OF THE COMPANY'S SHARES**

REPURCHASES OF SHARES MADE BY THE COMPANY

Details of repurchase of Shares made by the Company in the previous six months prior to the Latest Practicable Date (all repurchase were made on the Stock Exchange) were as follows:

Trading Day (day/month/year)	No. of Shares Repurchased	Price per Share Highest Price Paid (HK\$)	Lowest Price Paid (HK\$)	Total Consideration Paid (HK\$)
25/6/2025	2,000	0.78	0.78	1,560.00
5/11/2025	40,000	0.9	0.89	35,800.00
6/11/2025	40,000	0.89	0.88	35,400.00
7/11/2025	62,000	0.9	0.89	55,780.00
13/11/2025	50,000	0.9	0.9	45,000.00
14/11/2025	70,000	0.9	0.89	62,500.00
17/11/2025	80,000	0.88	0.88	70,400.00
18/11/2025	6,000	0.88	0.88	5,280.00
24/11/2025	80,000	0.9	0.9	72,000.00
25/11/2025	80,000	0.88	0.88	70,400.00
27/11/2025	80,000	0.88	0.88	70,400.00
20/1/2026	66,000	0.89	0.89	58,740.00
21/1/2026	176,000	0.9	0.9	158,400.00
	<hr/>			<hr/>
	832,000			741,600.00
	<hr/> <hr/>			<hr/> <hr/>

This Appendix contains the biographical details of the Directors eligible to re-election at the Annual General Meeting that are required by the Listing Rules to be disclosed to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to re-election of Directors.

Mr. Fan Chiu Tat, Martin, aged 59, is an Executive Director and the Company Secretary of the Company. He graduated from The University of Hong Kong. He is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Fan is also the Chief Financial Officer of the Company. He has been with the Group for 36 years. He also holds directorship in various subsidiaries of the Group. He currently serves as an Independent Non-Executive Director of Hong Kong Johnson Holdings Company Limited (a company listed on the Stock Exchange, stock code: 01955), where he chairs both the Audit Committee and the Risk Management and ESG Committee.

As at the Latest Practicable Date, Mr. Fan holds 1,500,000 ordinary shares of the Company, representing approximately 0.30% of the Company's total issued Shares. Save as disclosed, Mr. Fan does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Fan has not entered into any service contract with the Company nor has any specific length of appointment but he is subject to retirement by rotation and re-election in accordance with the Bye-laws and in accordance with the Code on Corporate Governance Practices under the Listing Rules.

Mr. Fan's remuneration is determined by the remuneration committee with reference to his responsibilities, experience and prevailing market levels. Details of the directors' remuneration are disclosed in the Company's 2025 Annual Report.

Save as disclosed above, Mr. Fan has not held any directorship in any public listed companies in the last three years or any other positions with the Group.

Mr. Fan is not connected with any Directors, senior management or substantial or controlling Shareholders of the Company.

Save as disclosed, there are no other matters relating to his re-election that need to be brought to the attention of Shareholders and there is no information which is required to be disclosed pursuant to (h) to (v) of rule 13.51(2) under the Listing Rules.

Mr. Lam Chi Kuen, aged 72, is an Independent Non-Executive Director, the Chairman of the Audit Committee and a member of the Remuneration Committee of the Company. Mr. Lam has years of experience in auditing, finance and accounting fields. He currently serves as an Independent Non-Executive Director of China Cinda Asset Management Company Limited (a company listed on the Stock Exchange, stock code: 01359), and China Life Insurance Company Limited (a company listed on the Stock Exchange, stock code: 02628). He was formerly a senior adviser and partner of Ernst & Young, and he was awarded with a Higher Diploma in Accounting from the Hong Kong Polytechnic College (now the Hong Kong Polytechnic University). Mr. Lam is a member of Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

Mr. Lam who has served on the Board for more than 9 years, confirmed that he has satisfied all factors set out in rule 3.13 of the Listing Rules in assessing his independence.

Pursuant to Code Provision B.2.3 of the Corporate Governance Code, the re-election of Mr. Lam will be proposed via a separate resolution. The Board has specifically assessed his independence and recommends his re-election based on the following:

- **Objective Judgment:** Despite his long tenure, Mr. Lam has consistently demonstrated an ability to provide independent, balanced, and objective views to the Board. He has shown a strong track record of challenging management in a constructive manner during Audit Committee meetings and board meetings.
- **No Material Interests:** Mr. Lam does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO. He has no family, business, or other relationships with any Directors, senior management, or substantial shareholders of the Company.
- **Rule 3.13 Compliance:** The Company has received from Mr. Lam a written confirmation of independence for the year ended 31 December 2025.
- **Board Continuity:** The Nomination Committee believes that Mr. Lam's deep institutional knowledge of the Group's operations, combined with his high-level accounting expertise, provides invaluable continuity and stability to the Board's oversight function.

Mr. Lam has entered into a renewal contract with the Company for a term of three years commencing on 15 September 2025 (subject to termination in certain circumstances as stipulated in the contract).

Mr. Lam is subject to retirement by rotation and re-election in accordance with the Code on Corporate Governance Practices under the Listing Rules.

Mr. Lam's remuneration is determined by the remuneration committee with reference to his responsibilities, experience and prevailing market levels. Details of the directors' remuneration are disclosed in the Company's 2025 Annual Report.

Save as disclosed above, Mr. Lam has not held any directorship in any public listed companies in the last three years or any other positions with the Group.

Save as disclosed, there are no other matters relating to his re-election that need to be brought to the attention of Shareholders and there is no information which is required to be disclosed pursuant to (h) to (v) of rule 13.51(2) under the Listing Rules.

Ms. Pang Siu Yin, aged 65, is an Independent Non-Executive Director, a member of the Audit Committee, the Chairman of the Remuneration Committee and a member of the Nomination Committee of the Company. She is a holder of a Master Degree of Laws from The Victoria University of Manchester. Ms. Pang was previously a practicing solicitor in Hong Kong and had been a partner of Messrs. Cheung Tong & Rosa Solicitors for almost 20 years, with a corporate commercial emphasis (involving advising on corporate finance, governance and compliance of Hong Kong listed companies). She had acted as company secretary for a few Hong Kong listed companies for a number of years.

Ms. Pang does not have any interest in any Shares or underlying Shares of the Company within the meaning of Part XV of the SFO, Ms. Pang has entered into a renewal contract with the Company for a term of three years commencing on 15 September 2025 (subject to termination in certain circumstances as stipulated in the contract).

Ms. Pang is subject to retirement by rotation in accordance with the Code on Corporate Governance Practices under the Listing Rules.

Ms. Pang's remuneration is determined by the remuneration committee with reference to her responsibilities, experience and prevailing market levels. Details of the directors' remuneration are disclosed in the Company's 2025 Annual Report.

Ms. Pang is not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. Save as disclosed above, Ms. Pang has not held any directorship in any public listed companies in the last three years or any other positions with the Group.

Save as disclosed, there are no other matters relating to her re-election that need to be brought to the attention of Shareholders and there is no information which is required to be disclosed pursuant to (h) to (v) of rule 13.51(2) under the Listing Rules.

Mr. Wong Hoi Wah, aged 82, is an Independent Non-Executive Director, a member of the Audit Committee and the Chairman of the Nomination Committee of the Company. He was a consultant of Shenzhen TCL New Technology Co., Ltd., a subsidiary of TCL Technology Group. TCL Technology Group is one of the major TV and consumer electronics manufacturers in China. Mr. Wong has over 51 years of experience in electronic engineering, having served as chief engineer of TCL Multimedia Electronics Co., Ltd. before being appointed as a consultant of Shenzhen TCL New Technology Co., Ltd. He was appointed as a member of the Remuneration Committee of the Company with effect from 8 January 2026.

Mr. Wong does not have any interest in any Shares or underlying Shares of the Company within the meaning of Part XV of the SFO, Mr. Wong has entered into a renewal contract with the Company for a term of three years commencing on 15 September 2025 (subject to termination in certain circumstances as stipulated in the contract).

Mr. Wong is subject to retirement by rotation and re-election in accordance with the Bye-laws and in accordance with the Code on Corporate Governance Practices under the Listing Rules.

Mr. Wong's remuneration is determined by the remuneration committee with reference to his responsibilities, experience and prevailing market levels. Details of the directors' remuneration are disclosed in the Company's 2025 Annual Report.

Mr. Wong is not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. Save as disclosed above, Mr. Wong has not held any directorship in any public listed companies in the last three years or any other positions with the Group.

Save as disclosed, there are no other matters relating to his re-election that need to be brought to the attention of Shareholders and there is no information which is required to be disclosed pursuant to (h) to (v) of rule 13.51(2) under the Listing Rules.

**LUKS GROUP (VIETNAM HOLDINGS) COMPANY LIMITED****陸氏集團(越南控股)有限公司****(incorporated in Bermuda with limited liability)***(Stock Code: 366)**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 1/F, Pentahotel Hong Kong, Tuen Mun, 6 Tsun Wen Road, Tuen Mun, New Territories, Hong Kong at 3:00 pm on Thursday 4 June 2026 to transact the following ordinary business:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2025.
2. To declare final dividend of the Company for the year ended 31 December 2025.
3.
 - (i) to re-elect Mr. Fan Chiu Tat Martin as Executive Director of the Company;
 - (ii) to re-elect Mr. Lam Chi Kuen as Independent Non-Executive Director of the Company;
 - (iii) to re-elect Ms. Pang Siu Yin as Independent Non-Executive Director of the Company; and
 - (iv) to re-elect Mr. Wong Hoi Wah as Independent Non-Executive Director of the Company.
4. To authorize the Board of Directors to fix the Directors' remuneration.
5. To re-appoint Messrs. Ernst & Young as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

and by way of special business to consider, and if thought fit, pass with or without amendments the following resolutions as:

ORDINARY RESOLUTIONS

6. **“THAT** the Directors be and are hereby granted an unconditional general mandate to repurchase Shares issued by the Company in accordance with all applicable laws and subject to the following conditions:
 - (a) such mandate should not extend beyond the Relevant Period (defined in subparagraph (c) below);
 - (b) the aggregate nominal amount of Shares purchased or agreed conditionally or unconditionally to be purchased by the Directors of the Company pursuant to this Resolution should not exceed 10% of the aggregate nominal amount of the Shares of the Company in issue (excluding treasury shares, if any) at the date of passing of this Resolution and any Shares repurchased by the Company shall be cancelled or held as treasury shares in accordance with the Listing Rules and the laws of Bermuda; and

** for identification purpose only*

- (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 Bye-laws of the Company or any applicable law of Bermuda to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

7. **“THAT** the Directors be and are hereby granted an unconditional general mandate to issue, allot and deal with additional Shares (including any sale or transfer of treasury shares) in the capital of the Company or securities convertible into Shares, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:

- (a) such mandate should not extend beyond the Relevant Period (defined in subparagraph (c) below) save that the Directors may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (b) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors, otherwise than pursuant to a Rights Issue (as defined in subparagraph (c) below) or pursuant to the grant or exercise of options issued under any share option scheme adopted by the Company or pursuant to any scrip dividend scheme or with the consent of the Company in general meeting, should not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares, if any) 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 Bye-laws of the Company or any applicable law of Bermuda to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

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

8. “**THAT** the general mandate granted to the Directors to issue and dispose of additional Shares pursuant to Ordinary Resolution 7 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased and/or held as treasury shares by the Company under the authority granted pursuant to Ordinary Resolution 6 set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares, if any) at the date of passing of this Resolution.”

By Order of the Board
Martin Fan
Company Secretary

Hong Kong, 10 April 2026

Notes:

- (1) A member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (2) To be valid, a form of proxy, 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 Hong Kong Branch Share Registrar Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be).
- (3) The Register of Members will be closed for the following periods.
 - (a) To ascertain shareholder’s eligibility to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday 1 June 2026 to Thursday 4 June 2026, both dates inclusive, during which period no transfers of shares shall be effected. In order to qualify for attending and voting at the Annual General Meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration before 4:30 p.m. on Friday 29 May 2026.
 - (b) To ascertain shareholder’s entitlement to the final dividend upon the passing of the resolution no.2 set out in the notice of the Annual General Meeting, the register of members of the Company will be closed from Thursday 11 June 2026 to Friday 12 June 2026, both dates inclusive, during which period no transfers of shares shall be effected. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration before 4:30 p.m. on Wednesday 10 June 2026.

- (c) The proposed final dividend will be paid to shareholders whose names appear on the Register of Members on Friday 12 June 2026 and the payment date of the dividend is expected to be Friday 26 June 2026.

- (4) With regard to Ordinary Resolution 7 and 8 above, the Directors wish to state that they have no immediate plans to issue any new Shares of the Company.