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

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**If you are in any doubt**

**If you have sold or transferred**

**China Lilang Limited**

or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to

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**LILANZ 利郎**  
**CHINA LILANG LIMITED**  
**中國利郎有限公司**

(Stock Code: 1234)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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**PRECAUTIONARY MEASURES FOR THE COVID-19  
AT THE ANNUAL GENERAL MEETING**

- **Mandatory temperature checks**
- **Mandatory mask-wearing**
- **No corporate gifts and refreshments**

**The Company encourages Shareholders, particularly those who are subject to quarantine in relation to COVID-19, to appoint the Chairman of the AGM as their proxy to vote at the AGM as an alternative to attending the AGM in person.**

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**Notice of Annual General Meeting**

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## **PRECAUTIONARY MEASURES FOR THE COVID-19 AT THE ANNUAL GENERAL MEETING**

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the AGM to ensure the health and safety of attending Shareholders, staff and other stakeholders:

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## DEFINITIONS

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“Associates”

has the same meaning as defined under the Listing Rules

to the Directors to the effect that any Shares repurchased under

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## DEFINITIONS

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LETTER FROM THE BOARD

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**LILANZ 利郎**  
HINA ILANZ

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## **LETTER FROM THE BOARD**

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**GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE**

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## LETTER FROM THE BOARD

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### PROPOSED RE-ELECTION OF DIRECTORS

Directors shall retire from office by rotation at each annual general meeting of the Company provided

from time to time and at any time to fill casual vacancy or as an additional Director shall hold office

Director of the Company for 14 years and 10 years respectively, will remain in office.

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## **LETTER FROM THE BOARD**

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**ACTIONS TO BE TAKEN**

**VOTING BY POLL**

**RECOMMENDATIONS**

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## **LETTER FROM THE BOARD**

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**GENERAL**

**MISCELLANEOUS**

**China Lilang Limited**  
**Wang Dong Xing**

**1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

mandate or by specific approval of a particular transaction.

**2. SHARE CAPITAL****3. REASONS FOR REPURCHASES****4. FUNDING OF REPURCHASES**

Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue

over the par value of the Shares to be purchased must be provided for out of profits of the Company

**5. GENERAL**

published audited consolidated financial statements, in the event that the Repurchase Mandate were material adverse effect on the working capital requirements of the Company or the gearing position

**6. SHARE PRICES****Highest****Lowest****2022****2023****7. UNDERTAKING**

**8. CONNECTED PERSON**

any of their associates (as defined in the Listing Rules), have any present intention to sell any Shares

**9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

mandatory offer under Rule 26 of the Takeovers Code.

**10. SHARE PURCHASES MADE BY THE COMPANY**

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## APPENDIX II            DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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The following sets out the respective details of the Directors, the office of whom will end at the Annual General Meeting and who, being eligible, will offer themselves for re-election:

**Mr. Wang Liang Xing (王良星先生)**

課程研修班					卓越企業經營管理高級
學院				廈門大學	清華大學繼續教育
中國企業	課程				長江商學院
		全球	課程		
中歐國際工商學院					

泉州市企業合同信用管理協會第一屆理事會  
中國服裝協會  
中國企業商標 人  
品牌中國年度人物  
第十六屆福建省優秀企業家

Mr. Wang has entered into a service agreement with the Company for an initial fixed term of

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**APPENDIX II                      DETAILS OF THE DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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of the audited consolidated or combined net profits attributable to the shareholders of the Company

International Limited and Ming Lang Investments Limited, the controlling shareholders (as defined

**Dr. Lu Hong Te (吕鸿德博士)**

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**APPENDIX II                    DETAILS OF THE DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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台灣伍豐科技股份有限公司  
台灣立端科技股份有限公司  
證券櫃檯買賣中心

中駿置業控股有限公司  
都市麗人 中國 控股有

限公司

凱普松國際電子有限公司

統

一企業股份有限公司  
證券櫃檯買賣中心

defined in the Listing Rules) of the Company.

The Company has received from Dr. Lu an annual confirmation of independence in accordance

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**APPENDIX II            DETAILS OF THE DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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**Mr. Cai Rong Hua (蔡榮華先生)**

卓越企業經營管理高級課程研修班  
清華大學繼續教育學院  
中山大學嶺南學院  
晉江市青陽商會

all the executive Directors for any financial year of the Company shall not exceed 5% of the audited consolidated or combined net profits attributable to the shareholders of the Company (after taxation respect of that financial year of the Company. The emolument of Mr. Cai is determined by the Board

controlling shareholders (as defined in the Listing Rules) of the Company. Save as disclosed above,

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**APPENDIX II            DETAILS OF THE DIRECTORS PROPOSED TO BE  
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**Mr. Zhang Shengman (章晟曼先生)**

**Citigroup**

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**APPENDIX II            DETAILS OF THE DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

**LILANZ 利郎**  
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(Stock Code: 1234)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN**

**Company**

**Directors**

**Auditor**

2. to declare a final dividend of HK9 cents per ordinary share and a special final dividend of HK5

**Board**) of Directors to fix the Directors' remuneration.

and to authorise the Board to fix their remuneration.

and, as additional ordinary businesses, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

**THAT**

**Directors**

(as defined in paragraph (d) below) of all the powers of the Company to allot, issue and  
**Shares**

- (i) a Rights Issue (as defined in paragraph (d) below);

**Articles of Association**

**Relevant Period**

**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other

**THAT**

**Directors**

**Shares**

**Stock Exchange**

**SFC**

**Relevant Period**

**THAT**

**Directors**

**China Lilang Limited  
Wang Dong Xing**

*Head office and principal place of*

**Shares**

above meeting, whether in person or by proxy, then one of the said persons so present whose name stands first on

**Hong Kong Share**

**Registrar**

any, under which it is signed or a notari ally certified copy thereof) not less than 48 hours before the time fixed for days inclusive), during which period no transfer of the Shares will be effected. In order to qualify for attending the