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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 licensed securities dealer, other licensed corporation, bank manager, solicitor, professional accountant or other professional adviser.

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

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LIPPO LIMITED
力寶有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 226)

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND BUY-BACK SHARES,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Lippo Limited to be held at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 4 September 2018 at 11:45 a.m. (or so soon thereafter as the annual general meeting of Lippo China Resources Limited convened for 11:00 a.m. on the same date shall be concluded or adjourned) or any adjourned meeting thereof to approve matters referred to in this circular is set out on pages 13 to 19 of this circular.

Whether or not you are able or intend to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the registered office of Lippo Limited as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting thereof. Completion and return of the form of proxy shall not preclude shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should they so desire.

31 July 2018



LIPPO LIMITED
力寶有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 226)

Executive Directors:

Dr. Stephen Riady (*Chairman*)
Mr. John Luen Wai Lee, BBS, JP
(Managing Director and Chief Executive Officer)

Non-executive Directors:

Mr. Jark Pui Lee, SBS, OBE, JP
Mr. Leon Nim Leung Chan

Independent Non-executive Directors:

Mr. Edwin Neo
Mr. King Fai Tsui
Mr. Victor Ha Kuk Yung

Registered Office:

40th Floor
Tower Two
Lippo Centre
89 Queensway
Hong Kong

31 July 2018

To the shareholders of the Company

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND BUY-BACK SHARES,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide shareholders (the “Shareholders”) of Lippo Limited (the “Company”) with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolutions mentioned herein which will be dealt with at the annual general meeting of the Company to be held at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 4 September 2018 at 11:45 a.m. (or so soon thereafter as the annual general meeting of Lippo China Resources Limited convened for 11:00 a.m. on the same date shall be concluded or adjourned) (the “Annual General Meeting”) and to convene the Annual General Meeting, notice of which is set out on pages 13 to 19 of this circular (the “AGM Notice”).

LETTER FROM THE BOARD

At the Annual General Meeting, resolutions will be proposed to grant the directors of the Company (the “Directors”) a general mandate to issue shares in the capital of the Company (the “Shares”) and a general mandate to buy-back Shares, since the previous general mandates granted to the Directors at the annual general meeting of the Company held on 1 September 2017 will expire on conclusion of the Annual General Meeting. In accordance with the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), all proposed buy-back of securities by the Company must be approved by the Shareholders in general meeting by way of ordinary resolution, either granting a general mandate or specific approval of a particular transaction. An explanatory statement as required by the Listing Rules containing all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution set out in the AGM Notice approving the grant of a mandate to the Directors to exercise the powers of the Company to buy-back Shares is set out in the section headed “General Mandate to Buy-back Shares” below. Resolutions will also be proposed to re-elect the retiring Directors. This circular sets out such information in relation to the proposed mandates to issue and buy-back Shares, details of the re-election of retiring Directors and the AGM Notice.

GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution, as set out in the AGM Notice, will be proposed which, if passed, will give the Directors a general and unconditional mandate to allot, issue and otherwise deal with new Shares representing up to 20% of the total number of issued Shares as at the date of passing of the relevant resolution at the Annual General Meeting. In addition, conditional upon the proposed resolution to authorise the buy-back of Shares as is more particularly described under the section headed “General Mandate to Buy-back Shares” being passed, an ordinary resolution will be proposed to authorise the Directors to allot, issue and otherwise deal with new Shares up to an amount equal to the total number of issued Shares purchased under the authority to buy-back subject to a maximum number equivalent to 10% of the total number of issued Shares as at the date of passing of the relevant resolution at the Annual General Meeting. The general mandate to issue Shares will be valid for the period from the date of passing the ordinary resolutions as set out in paragraphs 5A and 5C of the AGM Notice (the “Ordinary Resolutions 5A and 5C”), 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 is required by any applicable law of Hong Kong or the articles of association of the Company (the “Articles”) to be held; and (iii) the authority set out in Ordinary Resolutions 5A and 5C being revoked or varied by way of ordinary resolution of the Company in general meeting. Such number of Shares referred to above shall, where applicable, be adjusted in the event that the Shares in issue as at the date of passing the resolutions are, at any time thereafter, converted into a larger or smaller number of Shares.

LETTER FROM THE BOARD

GENERAL MANDATE TO BUY-BACK SHARES

Explanatory Statement

General information

At the Annual General Meeting, an ordinary resolution, as set out in the AGM Notice, will be proposed which, if passed, will give the Directors a general and unconditional mandate to exercise all the powers of the Company to buy-back issued Shares subject to the criteria set out in this circular. In particular, Shareholders should note that the maximum number of Shares that may be bought-back pursuant to such mandate will be limited to such number of Shares representing 10% of the total number of issued Shares as at the date of passing of the relevant resolution at the Annual General Meeting. For your information, on 25 July 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to herein (the “Latest Practicable Date”), there were 493,154,032 Shares in issue. On the basis of this figure and assuming no further Shares are issued or bought-back prior to the Annual General Meeting, not more than 49,315,403 Shares may be bought-back on the Stock Exchange by the Company during the proposed purchase period pursuant to the general mandate proposed to be granted at the Annual General Meeting. The buy-back mandate will be valid for the period from the date of passing the ordinary resolution as set out in paragraph 5B of the AGM Notice (the “Ordinary Resolution 5B”), 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 is required by any applicable law of Hong Kong or the Articles to be held; and (iii) the authority set out in Ordinary Resolution 5B being revoked or varied by way of ordinary resolution of the Company in general meeting. Such number of Shares referred to above shall, where applicable, be adjusted in the event that the Shares in issue as at the date of passing the resolutions are, at any time thereafter, converted into a larger or smaller number of Shares.

While it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to buy-back Shares, the Directors believe that the grant of a general mandate to buy-back Shares would provide more flexibility and be beneficial to the Company. The exercise of the buy-back mandate to buy-back Shares may, depending on market conditions and funding arrangements of the Company at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such buy-backs in circumstances where the Directors consider to be in the interests and for the benefit of the Company and its Shareholders. On the basis of the consolidated financial position of the Company as at 31 March 2018 (being the date to which the latest published audited consolidated financial statements of the Company have been made up) and in particular the working capital or gearing position of the Company at that time and the number of Shares in issue at present, there may be a material adverse impact on the working capital or gearing position of the Company in the event that the proposed buy-backs were to be

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carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the buy-back mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company unless the proposed buy-backs are on terms favourable to the Company.

The Company is empowered by the Articles to buy-back its Shares. The Company proposes to make the buy-backs out of distributable profits or other funds which shall be legally permitted to be utilised for such purpose in accordance with the Articles and the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Directors, their close associates and Core Connected Persons

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any close associates (as defined in the Listing Rules) of any of the Directors have any present intention, in the event that the resolution as set out in the AGM Notice is approved by the Shareholders, to sell any Shares to the Company.

No Core Connected Persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company nor have they undertaken not to sell any of the Shares held by them to the Company in the event that the Company is authorised to make buy-backs of Shares.

Listing Rules

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-backs pursuant to the proposed resolution set out in the AGM Notice and in accordance with the Listing Rules, all applicable laws of Hong Kong and the regulations set out in the Articles.

Code on Takeovers and Mergers

If, on the exercise of the power to buy-back Shares in accordance with the resolution set out in the AGM Notice, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Code on Takeovers and Mergers (the "Takeovers Code"). As a result, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and thereby may in certain circumstances become obliged to make a mandatory offer for Shares in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Lippo Capital Limited ("Lippo Capital") was beneficially interested in 369,800,219 Shares, representing approximately 74.98% of the total number of issued Shares. In the event that the Directors exercised in full the power to buy-back Shares in

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accordance with the terms of the relevant ordinary resolution to be proposed at the Annual General Meeting, the shareholding of Lippo Capital in the Company would be increased to approximately 83.32% and such increase would not give rise to an obligation to make a general offer for Shares under Rule 26 of the Takeovers Code.

The Directors are not aware of any obligation which would arise under the Takeovers Code as a consequence of any buy-back of its Shares by the Company.

The Directors have no intention to exercise the buy-back mandate to such extent as would cause the public float to fall below 25% or such other minimum percentage as prescribed by the Listing Rules from time to time.

Miscellaneous

During the six months immediately preceding the Latest Practicable Date, no Shares were bought-back by the Company.

During each of the twelve months immediately preceding the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as set out in the Appendix.

PARTICULARS CONCERNING DIRECTORS SEEKING RE-ELECTION AT THE ANNUAL GENERAL MEETING

In accordance with Article 112 of the Articles, Dr. Stephen Riady and Messrs. John Luen Wai Lee and Edwin Neo will retire from office by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election.

Details of the Directors proposed to be re-elected at the Annual General Meeting are as follows:

Dr. Stephen Riady

Dr. Stephen Riady, aged 58, was appointed a Director of the Company on 21 March 1991 and the Chairman of the Board of Directors of the Company (the “Board”) on 26 October 1991. Dr. Riady is also the Chairman of the board of directors of Lippo China Resources Limited (“LCR”) and Hongkong Chinese Limited (“HKC”). LCR and HKC are both listed on the Stock Exchange. He is a member of the remuneration committee and nomination committee of each of the Company, LCR and HKC. Dr. Riady was appointed as the Executive President of each of the Company, LCR and HKC with effect from 1 January 2015. In addition, Dr. Riady holds directorships in certain subsidiaries of the Company. He is the Executive Chairman of OUE Limited, a company listed on the Main Board of Singapore Exchange Securities Trading Limited (“SGX-ST”). He is a non-independent and non-executive director of OUE Lippo Healthcare Limited and

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a non-executive non-independent director of Healthway Medical Corporation Limited (“HMC”), both are listed on the sponsor-supervised listing platform of SGX-ST. Dr. Riady is also an executive director of Auric Pacific Group Limited (“Auric”), a company formerly listed on the Main Board of SGX-ST and was delisted on 17 April 2017. Save as disclosed herein, Dr. Riady has not held any directorship in other listed public companies for the last three years.

Dr. Riady is a graduate of the University of Southern California, United States of America and holds a Master Degree of Business Administration from Golden Gate University, United States of America and an Honorary Degree of Doctor of Business Administration from Edinburgh Napier University, United Kingdom. He is one of the first Honorary University Fellows installed by the Hong Kong Baptist University in September 2006.

Dr. Riady is also a director of Lippo Capital Group Limited (“Lippo Capital Group”), Lippo Capital Holdings Company Limited (“Lippo Capital Holdings”) and Lippo Capital which have discloseable interests in the Company under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”). Dr. Riady is the father-in-law of Dr. Andy Adhiwana, an executive director and the Group Chief Executive Officer of Auric. Dr. Riady is the spouse of Madam Shincee Leonardi, a brother of Mr. James Tjahaja Riady and a brother-in-law of Madam Aileen Hambali (the spouse of Mr. James Tjahaja Riady) and their interests in the Company are disclosed in the section headed “Interests and short positions of shareholders discloseable under the Securities and Futures Ordinance” in the Report of the Directors of the Annual Report of the Company for the year ended 31 March 2018 (the “Report of the Directors”).

As at the Latest Practicable Date, Lippo Capital and through its wholly-owned subsidiary, J & S Company Limited, was directly and indirectly interested in an aggregate of 369,800,219 Shares, representing approximately 74.98% of the issued Shares. Lippo Capital is a 60% owned subsidiary of Lippo Capital Holdings which in turn is a wholly-owned subsidiary of Lippo Capital Group. Dr. Riady was beneficial owner of one share in, representing 100% of the issued share capital of, Lippo Capital Group. Accordingly, Dr. Riady was taken to be interested in 369,800,219 Shares, representing approximately 74.98% of the issued Shares pursuant to Part XV of the SFO. Further information about the interest of Dr. Riady in the Company was also disclosed in the section headed “Directors’ and chief executive’s interests and short positions in shares, underlying shares and debentures of the Company and associated corporations” in the Report of the Directors.

Save as disclosed herein and in the Report of the Directors, as at the Latest Practicable Date, Dr. Riady did not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company.

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Dr. Riady entered into a letter agreement for his appointment as an Executive Director with the Company for a term of two years commencing on 1 January 2017, which will be terminable by either party by giving three months' prior written notice or in accordance with the provisions of the Articles. Dr. Riady is also subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the Articles. Based on the above letter agreement, Dr. Riady was entitled to receive a director's fee of HK\$230,400 per annum. With effect from 1 April 2018, his director's fee was adjusted to HK\$238,800 per annum. Dr. Riady also entered into an employment agreement for his appointment as Executive President of the Company with effect from 1 January 2015, which will be terminable by either party by giving three months' prior written notice. Under the above employment agreement, Dr. Riady is entitled to receive a monthly salary of HK\$83,000, discretionary bonus and other fringe benefits. Dr. Riady also entered into a letter agreement and an employment agreement with each of LCR and HKC for his roles as an Executive Director and Executive President of each of LCR and HKC, the terms of which are substantially the same as the terms of the above agreements entered into with the Company. In addition, Dr. Riady entered into an employment contract with Auric which will be terminable by either party by giving six months' prior written notice. For the year ended 31 March 2018, Dr. Riady received director's fee, salaries, fringe benefits and pension contribution in the total amount of approximately HK\$1,343,000 and a fixed bonus of HK\$83,000 from the Company. Dr. Riady also received director's fees, salaries, fringe benefits and pension contribution in the total amount of approximately HK\$7,376,000, fixed bonuses of HK\$166,000 and a discretionary bonus of HK\$8,000,000 from the Company's subsidiaries for the year ended 31 March 2018. The above fixed bonuses and discretionary bonus were not fixed in the relevant employment agreements and were determined by the remuneration committee of the Company and the relevant subsidiaries from time to time. His emoluments were determined by reference to his duties and responsibilities.

Furthermore, Dr. Riady did not have any matter that was required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or that needed to be brought to the attention of the Shareholders as at the Latest Practicable Date.

Mr. John Luen Wai Lee

Mr. John Luen Wai Lee, BBS, JP, aged 69, was appointed a Director of the Company on 21 March 1991. He is the Managing Director and Chief Executive Officer of Company. Mr. Lee is also an executive director and the Chief Executive Officer of each of LCR and HKC. Mr. Lee is an authorised representative of the Company, LCR and HKC. In addition, Mr. Lee holds directorships in certain subsidiaries of the Company. He is an independent non-executive director of New World Development Company Limited and UMP Healthcare Holdings Limited, both of which are listed on the Stock Exchange. He is also a non-executive

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non-independent Chairman of HMC. He was an independent non-executive director of New World China Land Limited, a company previously listed on the Stock Exchange and was privatized on 4 August 2016. Save as disclosed herein, Mr. Lee has not held any directorship in other listed public companies for the last three years.

Mr. Lee is a Fellow of The Institute of Chartered Accountants in England and Wales, the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He was a partner of Pricewaterhouse (now known as PricewaterhouseCoopers) in Hong Kong and has extensive experience in corporate finance and capital markets. He is an Honorary Fellow of the City University of Hong Kong, a Justice of Peace in Hong Kong and an awardee of the Bronze Bauhinia Star by the Government of the Hong Kong Special Administrative Region. Mr. Lee is active in public service. Over the years, he has served as a member or chairman of different government boards and committees in Hong Kong, including a member of the Hong Kong Hospital Authority and the Chairman of the Hospital Governing Committee of the Queen Elizabeth Hospital. Currently, he serves as the Chairman of the Hospital Governing Committee of Hong Kong Children's Hospital, a member of the Public Service Commission and the Chairman of the Investment Committee of the Hospital Authority Provident Fund Scheme.

As at the Latest Practicable Date, Mr. Lee did not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Lee was interested in 1,031,250 Shares. Save as disclosed herein, as at the Latest Practicable Date, Mr. Lee was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of SFO.

Mr. Lee entered into a letter agreement for his appointment as an Executive Director of the Company for a term of two years commencing from 1 January 2017, which will be terminable by either party by giving three months' prior written notice or in accordance with the provisions of the Articles. Mr. Lee is also subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the Articles. Based on the above letter agreement, Mr. Lee was entitled to receive a director's fee of HK\$230,400 per annum. Mr. Lee also entered into a letter agreement with each of LCR and HKC for his appointment as an Executive Director of each of LCR and HKC with effect from 1 January 2017, the terms of which are substantially the same as the terms of the letter agreement entered into with the Company. With effect from 1 April 2018, his director's fee was adjusted to HK\$238,800 per annum. In addition, Mr. Lee entered into an employment agreement with each of LCR and HKC for his appointment as the Chief Executive Officer of each of LCR and HKC. Under each of the above employment agreements, Mr. Lee is entitled to receive a monthly salary of HK\$48,375,

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discretionary bonus and other fringe benefits. Such employment agreements will be terminable by either party by giving three months' prior written notice. For the year ended 31 March 2018, Mr. Lee received director's fee in the total amount of HK\$230,400 from the Company. Mr. Lee also received director's fees, salaries, fringe benefits and pension contribution in the total amount of approximately HK\$1,921,000 and a discretionary bonus of HK\$2,000,000 from the Company's subsidiaries. The above discretionary bonus was not fixed in the relevant employment agreement and was determined by the remuneration committee of the relevant subsidiary from time to time. His emoluments were determined by reference to his duties and responsibilities.

Furthermore, Mr. Lee did not have any matter that was required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or that needed to be brought to the attention of the Shareholders as at the Latest Practicable Date.

Mr. Edwin Neo

Mr. Edwin Neo, aged 68, was appointed an independent non-executive Director of the Company on 8 March 2002. He is also an independent non-executive director of LCR. Mr. Neo is a member of the audit committee, remuneration committee and nomination committee of each of the Company and LCR. Mr. Neo was appointed an independent non-executive director and a member of the remuneration committee, nomination committee and audit committee of HKC on 1 January 2018. He resigned as an independent non-executive director of Auric on 28 April 2017. Save as disclosed herein, Mr. Neo has not held any directorship in other listed public companies for the last three years.

Mr. Neo was admitted as a solicitor of the Supreme Court of Hong Kong in 1976 and of the Supreme Court of England and Wales in 1993. He is a practising lawyer and a notary public and is presently the senior partner of Hoosenally & Neo, Solicitors and Notaries. Mr. Neo holds a Bachelor of Laws degree with honours and Post-graduate Certificate in Laws from The University of Hong Kong.

As at the Latest Practicable Date, Mr. Neo did not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Neo was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

Mr. Neo entered into a letter agreement for his appointment as an independent non-executive director with the Company for a term of two years commencing from 1 January 2018, which is terminable by either party by giving three months' prior written notice or in accordance with the provisions of the Articles. Mr. Neo is also

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subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the Articles. With effect from 1 April 2018, Mr. Neo is entitled to receive a director's fee of HK\$238,800 per annum, which was determined by reference to the prevailing market rate for independent non-executive directors of listed companies in Hong Kong. Mr. Neo is also entitled to receive additional fees for serving as members of various board committees. For the year ended 31 March 2018, Mr. Neo received a director's fee of HK\$230,400 from the Company and additional fees in the total amount of HK\$151,200 for serving as a member of the audit committee, remuneration committee and nomination committee of the Company. In addition, Mr. Neo received director's fee (including fees for serving as members of various board committees) in the total amount of HK\$381,600 from LCR, approximately HK\$619,000 from Auric and HK\$95,400 from HKC for the year ended 31 March 2018.

Furthermore, Mr. Neo did not have any matter that was required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or that needed to be brought to the attention of the Shareholders as at the Latest Practicable Date.

Mr. Neo has served as independent non-executive Director of the Company for more than nine years and his re-election as Director will be subject to a separate resolution to be approved by the Shareholders at the Annual General Meeting. In addition to his confirmation of independence in accordance with Rule 3.13 of the Listing Rules, Mr. Neo continues to demonstrate the attributes of an independent non-executive director by providing independent views and advice and there is no evidence that his tenure has had any impact on his independence. The Directors are of the opinion that Mr. Neo remains independent notwithstanding the length of his service. The Directors also believe that his valuable knowledge and experience in the business of the Company and its subsidiaries and his external experience continue to generate significant contribution to the Company and the Shareholders as a whole. Furthermore, the nomination committee of the Company reviewed the eligibility of Mr. Neo seeking for re-election at the Annual General Meeting and also reviewed and assessed the annual confirmation of independence of Mr. Neo provided pursuant to Rule 3.13 of the Listing Rules. The Board through the assessment and recommendation by the nomination committee, is of the opinion that Mr. Neo has met the independence guidelines of Rule 3.13 of the Listing Rules. With the reasons above, the Board considers that Mr. Neo is independent for the purpose of acting as independent non-executive Director of the Company, and thus recommends Mr. Neo for re-election as a Director at the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out on pages 13 to 19 of this circular.

LETTER FROM THE BOARD

A form of proxy is enclosed with this circular for use at the Annual General Meeting. Whether or not you intend to be present at the meeting, you are requested to complete and return the enclosed form of proxy to the registered office of the Company in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting thereof. Completion and delivery of a form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting thereof in person if you so wish.

VOTING BY POLL AT GENERAL MEETINGS

Pursuant to the requirements under the Listing Rules, any votes 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 Listing Rules, decides to allow a resolution to be voted on by a show of hands. Therefore, the chairman of the Annual General Meeting will exercise his power under the Articles to demand a poll for each resolution set out in the AGM Notice. The Company will appoint scrutineers to handle vote-taking procedures at the Annual General Meeting. The results of the poll will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.lippoltd.com.hk as soon as possible after the conclusion of the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATIONS

The Directors are of the opinion that (i) the proposed grant of the general mandates to issue and buy-back Shares; and (ii) the proposed re-election of retiring Directors, in each case as described in this circular, are in the interests of the Company and the Shareholders, and accordingly, recommend you to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By Order of the Board
LIPPO LIMITED
John Luen Wai Lee

Managing Director and Chief Executive Officer

APPENDIX

During each of the twelve months immediately preceding the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
July	4.78	4.64
August	4.80	4.55
September	4.79	4.54
October	4.76	4.62
November	4.74	4.56
December	4.68	4.43
2018		
January	4.88	4.60
February	4.70	4.42
March	4.64	4.35
April	4.45	4.03
May	4.40	4.02
June	4.15	3.65
July (up to 25 July 2018)	3.80	3.63



LIPPO LIMITED
力寶有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 226)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Lippo Limited (the “Company”) will be held at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 4 September 2018 at 11:45 a.m. (or so soon thereafter as the annual general meeting of Lippo China Resources Limited convened for 11:00 a.m. on the same date shall be concluded or adjourned) for the following purposes:

1. To receive and adopt the audited Financial Statements of the Company and the Reports of the Directors and the Independent Auditor for the year ended 31 March 2018.
2. To consider and declare a final dividend for the year ended 31 March 2018.
3.
 - A. To consider the re-election of Dr. Stephen Riady as a Director of the Company;
 - B. To consider the re-election of Mr. John Luen Wai Lee as a Director of the Company;
 - C. To consider the re-election of Mr. Edwin Neo as a Director of the Company; and
 - D. To authorise the Board of Directors of the Company to fix the Directors’ remuneration.
4. To consider the re-appointment of Ernst & Young as the Auditor of the Company and to authorise the Board of Directors of the Company to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

5. As special business, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

A. “THAT:

- (a) subject to paragraphs (c) and (d) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company (which may be so required) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company), which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company), the making or granting of which might require the exercise of such powers by the Directors of the Company to allot, issue and deal with additional shares in the capital of the Company after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approvals in paragraphs (a) and (b), otherwise than (i) pursuant to a Rights Issue (as hereinafter defined), or (ii) pursuant to the exercise of any options granted under any share option scheme adopted by the Company or an issue of shares upon exercise of subscription rights pursuant to warrants (if any) issued by the Company, or (iii) an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the Company’s Articles of Association, or (iv) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures or other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20 per cent. of the total number of shares of the Company in issue at the time of passing of this resolution, and the said approval shall be limited accordingly;

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- (d) the Company may not issue securities convertible into shares for cash consideration unless the initial conversion price is not lower than the Benchmarked Price (as hereinafter defined) of the shares at the time of the relevant placing, and the Company may not issue warrants, options or similar rights to subscribe for (i) any new shares of the Company; or (ii) any securities convertible into new shares of the Company, for cash consideration under the General Mandate (as hereinafter defined);
- (e) for the purposes of this resolution:

“Benchmarked Price” means the higher of:

- (a) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the General Mandate (as hereinafter defined); and
- (b) the average closing price in the 5 trading days immediately prior to the earlier of:
 - (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the General Mandate (as hereinafter defined);
 - (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the General Mandate (as hereinafter defined); and
 - (iii) the date on which the placing or subscription price is fixed;

“General Mandate” means the general mandate to be approved in this resolution;

NOTICE OF ANNUAL GENERAL MEETING

“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 any applicable law of Hong Kong or the Company’s Articles of Association to be held; and
- (iii) the authority set out in this resolution being revoked or varied by way of ordinary resolution of the Company in general meeting;

“Rights Issue” means an offer by way of rights to holders of shares whose names appear on the register of members on a fixed record date which enables those holders to subscribe shares in proportion to their then shareholdings (subject to such exclusions 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange); and

“shares” shall, for the purposes of the general mandate referred to in this resolution, mean such number of shares as may be adjusted in the event that the shares in issue as at the date of passing this resolution are, at any time thereafter, converted into a larger or smaller number of shares; and

- (f) the authority conferred by this resolution shall be in substitution for all previous authorities granted to the Directors of the Company, except that it shall be without prejudice to and shall not affect the exercise of the power of the Directors of the Company pursuant to such authorities to allot additional shares of the Company up to and in accordance with the approval therein contained prior to the date of this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

B. “THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy-back issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation granted to the Directors of the Company and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to buy-back its shares at a price determined by the Directors of the Company;
- (c) the aggregate number of shares which is authorised to be bought-back by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10 per cent. of the total number of the issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; 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 any applicable law of Hong Kong or the Company’s Articles of Association to be held; and
- (iii) the authority set out in this resolution being revoked or varied by way of ordinary resolution of the Company in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“shares” shall, for the purposes of the general mandate referred to in this resolution, mean such number of shares as may be adjusted in the event that the shares in issue as at the date of passing this resolution are, at any time thereafter, converted into a larger or smaller number of shares.”

- C. “THAT conditional on the passing of the resolutions set out in paragraphs 5A and 5B of the notice convening this meeting of which this resolution forms part, the general mandate granted to the Directors of the Company to allot and issue shares pursuant to the resolution set out in paragraph 5A of the notice convening this meeting be and is hereby extended by the addition to the aggregate number of the shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate of the aggregate number of the shares in the capital of the Company bought-back by the Company under the authority granted pursuant to the resolution set out in paragraph 5B of the notice convening this meeting, provided that such number of shares shall not exceed 10 per cent. of the total number of the shares of the Company in issue at the date of passing of this resolution. For the purposes of this resolution, “shares” shall mean such number of shares as may be adjusted in the event that the shares in issue as at the date of passing this resolution are, at any time thereafter, converted into a larger or smaller number of shares.”

By Order of the Board
LIPPO LIMITED
Davy Lee
Secretary

Hong Kong, 31 July 2018

Registered Office:
40th Floor
Tower Two
Lippo Centre
89 Queensway
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Note:

1. Any member entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and 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 true copy thereof) must be deposited at the Company's registered office not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjourned meeting thereof should they so wish.
3. The Register of Members of the Company will be closed during the following periods:
 - (i) from Thursday, 30 August 2018 to Tuesday, 4 September 2018 (both dates inclusive) during which period no transfer of shares will be registered, for the purpose of ascertaining shareholders' entitlement to attend and vote at the meeting. In order to be entitled to attend and vote at the meeting, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Registrar, Tricor Progressive Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 29 August 2018; and
 - (ii) from Wednesday, 12 September 2018 to Friday, 14 September 2018 (both dates inclusive) during which period no transfer of shares will be registered, for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Registrar, Tricor Progressive Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 11 September 2018.
4. At the meeting, the chairman of the meeting will exercise his power under Article 79(i) of the Articles of Association of the Company to put each of the above resolutions to the vote by way of a poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
5. Should there be any discrepancies between the English and the Chinese versions, the English version shall prevail.