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

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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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Lo's Enviro-Pro Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**LO'S ENVIRO-PRO HOLDINGS LIMITED****勞氏環保控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 309)**

**PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE NEW SHARES  
AND  
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of Lo's Enviro-Pro Holdings Limited to be held at Plaza IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 26 August 2008 at 2:30 p.m. is set out on pages 19 to 22 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.losgroup.com](http://www.losgroup.com)).

If you are not able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Share Registrar of the Company in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong 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 adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

30 July 2008

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## DEFINITIONS

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

“Annual General Meeting”	an annual general meeting of the Company to be held at Plaza IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 26 August 2008 at 2:30 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 19 to 22 of this circular, or any adjournment thereof;
“Board”	the board of Directors;
“Buyback Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“Company”	Lo’s Enviro-Pro Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“Current Articles of Association”	the articles of association of the Company currently in force with any amendments thereto from time to time;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	24 July 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong.



**LO'S ENVIRO-PRO HOLDINGS LIMITED**

**勞氏環保控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 309)**

*Executive Directors:*

Lo Kou Hong (*Chairman and Managing Director*)

Ko Lok Ping, Maria Genoveffa

Leung Tai Tsan, Charles

Cheung Pui Keung, James

*Non-executive Director:*

Bai Qingzhong

*Independent Non-executive Directors:*

Cheng Kai Tai, Allen

Chiu Wai Piu

Wang Qi

*Registered Office:*

P.O. Box 309 GT

Ugland House

South Church Street

George Town

Grand Cayman

Cayman Islands

British West Indies

*Principal Place of Business*

*in Hong Kong:*

3/F, Caltex House

258 Hennessy Road

Wanchai

Hong Kong

30 July 2008

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE NEW SHARES  
AND  
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the granting of the Buyback Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the aggregate nominal amount of issued Shares repurchased by the Company under the Buyback Mandate; and (iv) the re-election of the retiring Directors.

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## LETTER FROM THE BOARD

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### 2. PROPOSED GRANTING OF THE BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 29 August 2007, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. Such mandates have not been used and will lapse at the conclusion of the Annual General Meeting if they have not been used by that time.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares on the Stock Exchange of an aggregate nominal amount not exceeding 10% of the total nominal amount of the Company's issued share capital as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$783,692 (equivalent to 78,369,200 Shares) on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting) (the "Buyback Mandate");
- (b) to allot, issue or deal with new Shares of an aggregate nominal amount not exceeding 20% of the total nominal amount of the Company's issued share capital as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$1,567,384 (equivalent to 156,738,400 Shares) on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting) (the "Issuance Mandate"); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions contained in items 4 and 5 of the notice of the Annual General Meeting as set out on pages 19 to 22 of this circular. With reference to the Buyback Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### 3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 112 of the Current Articles of Association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation, provided that every Director (including those appointed for a specific term or holding office as the Managing Director or Joint Managing Director) shall be subject to retirement by rotation at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. A retiring Director shall be eligible for re-election at the relevant annual general meeting.

According to above provision, Dr Lo Kou Hong, Ms Ko Lok Ping, Maria Genoveffa and Mr Cheung Pui Keung, James shall retire by rotation at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting. Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of Dr Lo Kou Hong, Ms Ko Lok Ping, Maria Genoveffa and Mr Cheung Pui Keung, James are set out in Appendix III to this circular.

### 4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 19 to 22 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Buyback Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the nominal amount of Shares repurchased pursuant to the Buyback Mandate and the re-election of the retiring Directors.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.losgroup.com](http://www.losgroup.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Share Registrar of the Company in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

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## LETTER FROM THE BOARD

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### 5. RECOMMENDATION

The Directors consider that the granting of the Buyback Mandate, the granting/extension of the Issuance Mandate and the re-election of the retiring Directors are in the best interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

### 6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Buyback Mandate), Appendix II (Procedure by which Shareholders may demand a poll at a general meeting pursuant to the Current Articles of Association) and Appendix III (Details of the retiring Directors proposed to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully,  
By Order of the Board  
**Lo Kou Hong**  
*Chairman of the Board*

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Buyback Mandate.

### **1. REASONS FOR BUYBACK OF SHARES**

The Directors believe that the granting of the Buyback Mandate is in the interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 783,692,000 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Buyback Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 783,692,000 Shares, the Directors would be authorized under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, an aggregate nominal amount of Shares not exceeding HK\$783,692 (equivalent to 78,369,200 Shares), representing 10% of the aggregate nominal amount of the Shares in issue as at the date of the Annual General Meeting.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and any other applicable laws, as the case may be.

The Company is empowered by its Memorandum of Association and the Current Articles of Association to repurchase Shares. The laws of the Cayman Islands provide that the amount of capital paid in connection with a share repurchase by a company may be paid out of either the profits of the company or the proceeds of a fresh issue of shares made for such purpose or, subject to the articles of association of such company and the laws of the Cayman Islands, out of capital.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2008) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback 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.

5. TAKEOVERS CODE

The shareholding structure of the Company as at the Latest Practicable Date and the shareholding structure of the Company immediately after the full exercise of the Buyback Mandate are set out below:

	As at the Latest Practicable Date		Immediately after full exercise of the Buyback Mandate	
	Number of issued Shares held	Percentage of issued share capital of the Company	Number of issued Shares held (Note 4)	Percentage of issued share capital of the Company (Note 4)
<b>Director</b>				
Ms Ko Lok Ping, Maria Genoveffa (Note 1)	1,700,000	0.22%	1,700,000	0.24%
Mr Cheung Pui Keung, James (Note 2)	280,000	0.04%	280,000	0.04%
	<u>1,980,000</u>	<u>0.26%</u>	<u>1,980,000</u>	<u>0.28%</u>
<b>Shareholder</b>				
The Lo's Family Limited (Note 3)	420,000,000	53.59%	420,000,000	59.55%
	421,980,000	53.85%	421,980,000	59.83%
Public Shareholders	361,712,000	46.15%	283,342,800	40.17%
	<u>783,692,000</u>	<u>100.00%</u>	<u>705,322,800</u>	<u>100.00%</u>

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## APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

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*Note 1:* The Shares were held by Ms Ko Lok Ping, Maria Genoveffa personally.

*Note 2:* The Shares were held by Mr Cheung Pui Keung, James personally.

*Note 3:* The Shares were held by The Lo's Family Limited in the capacity as the trustee of The Lo's Family Unit Trust, a unit trust of which all the units in issue were owned by Equity Trustee Limited as the trustee of The Lo's Family Trust. The Lo's Family Trust is a discretionary trust, the founder of which is Dr Lo Kou Hong (the Chairman of the Board) and the beneficiaries of which include the family members of Dr Lo, including Ms Ko Lok Ping, Maria Genoveffa who is the wife of Dr Lo.

*Note 4:* Presuming that (i) the issued share capital of the Company remained at 783,692,000 Shares immediately before the full exercise of the Buyback Mandate and (ii) the shareholdings of the Director and the controlling Shareholder as set out in the above table remained unchanged immediately before the full exercise of the Buyback Mandate. On this basis, the total issued share capital of the Company immediately after the full exercise of the Buyback Mandate would be 705,322,800 Shares.

Based on the above shareholding structure, the Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Buyback Mandate.

### 6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Buyback Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**7. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the following months were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2007</b>		
July	2.350	1.925
August	2.260	1.200
September	2.140	1.650
October	1.900	1.150
November	1.450	1.030
December	1.400	0.970
<b>2008</b>		
January	1.260	0.450
February	1.230	0.700
March	1.130	0.660
April	0.850	0.660
May	0.730	0.460
June	0.485	0.190
July (Up to the Latest Practicable Date)	0.430	0.183

**8. REPURCHASES OF SHARES MADE BY THE COMPANY**

During the six months preceding the Latest Practicable Date, the Company has repurchased its Shares on the Stock Exchange as follows:

<b>Date of repurchase</b>	<b>Number of Shares repurchased</b>	<b>Highest price paid HK\$</b>	<b>Lowest price paid HK\$</b>
1 February 2008	64,000	0.74	0.74
5 February 2008	200,000	0.80	0.80
6 February 2008	400,000	0.80	0.79
20 February 2008	400,000	1.00	0.98
21 February 2008	200,000	1.00	1.00
25 February 2008	200,000	1.08	1.08
26 February 2008	204,000	1.08	1.08
	<u>1,668,000</u>		

The following paragraphs set out the procedure by which Shareholders may demand a poll at a general meeting of the Company (including the Annual General Meeting) pursuant to the Current Articles of Association.

According to Article 76 of the Current Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (i) by the chairman of such meeting; or
- (ii) by at least five 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
- (iii) by 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
- (iv) by 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 conferring a right to attend and vote at the meeting on which there have been paid up sums in aggregate equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

In addition, in compliance with the Listing Rules, any vote of shareholders at a general meeting will be taken on a poll where:

- (a) the chairman of the general meeting and/or the directors individually or collectively hold proxies in respect of shares representing 5% or more of the total voting rights at the general meeting, and the meeting votes, on a show of hands, in the opposite manner to that instructed in those proxies unless it is apparent from the total proxies held that a vote taken on a poll will not reverse the vote taken on a show of hands;
- (b) the meeting is to approve connected transactions;
- (c) the meeting is to approve transactions that are subject to independent shareholders' approval pursuant to the Listing Rules;
- (d) the meeting is to approve granting of options to a substantial shareholder or an independent non-executive director of the issuer, or any of their respective associates, as required under the Listing Rules; or

- (e) the meeting is to approve any other transactions in which a shareholder has a material interest and is therefore required to abstain from voting at the general meeting.

Pursuant to the Listing Rules, the details of the Directors, who will retire and stand for re-election at the Annual General Meeting according to the Current Articles of Association, are provided below.

**(1) Dr Lo Kou Hong, aged 65**

*Position and experience*

Dr Lo Kou Hong (“Dr Lo”) is the founder of the Group, an Executive Director, the Chairman of the Board, Chief Executive Officer, Managing Director, the Chairman of the Executive Committee and a member of the Remuneration Committee of the Company. Besides, he is a director of The Lo’s Family Limited, the controlling shareholder of the Company. He is also a director of certain subsidiaries of the Company. Prior to establishing Lo’s Cleaning Services Limited in 1975, Dr Lo served as a manager at a local property management company. He was appointed as a vice president of the Friends of Scouting in 2001. He was awarded an honorary doctorate degree in Business Management in 2003 by Burkes University in Turks & Caicos Islands in the British West Indies.

Dr Lo has not held any other directorships in listed public companies in the last three years.

*Length of service*

Dr Lo entered into a service agreement with the Company for an initial term of 3 years commencing on 1 February 2003, which is subject to the termination by either party giving not less than six months’ written notice. His term of office is also subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Current Articles of Association. The provisions of the Current Articles of Association in respect of directors’ retirement and re-election have been set out in paragraph 3 of the Letter from the Board in this circular.

*Interests in shares*

As far as the Directors are aware, as at the Latest Practicable Date, Dr Lo had the following interests in the shares/underlying shares of the Company pursuant to Part XV of the SFO:

- (i) he was deemed to be interested in 420,000,000 Shares, representing approximately 53.59% of the issued share capital of the Company. Such Shares were held by The Lo’s Family Limited in the capacity as the trustee of The Lo’s Family Unit Trust, a unit trust of which all the units in issue were owned by Equity Trustee Limited as trustee of The Lo’s Family Trust, a discretionary trust of which the objects included Dr Lo’s family members;

- (ii) he was deemed to be interested in 1,700,000 Shares, representing approximately 0.22% of the issued share capital of the Company, held by his spouse, Ms Ko Lok Ping, Maria Genoveffa;
- (iii) he personally held 9,400,000 share options of the Company attaching thereto the right to subscribe for 9,400,000 Shares; and
- (iv) he was deemed to be interested in the 9,400,000 share options of the Company attaching thereto the right to subscribe for 9,400,000 Shares held by his spouse, Ms Ko Lok Ping, Maria Genoveffa.

Save as disclosed above, Dr Lo was not interested or deemed to be interested in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

#### *Relationships*

Dr Lo is the husband of Ms Ko Lok Ping, Maria Genoveffa, an executive Director, the father of Ms Lo-Quiroz Wai Chi, Yany, the director of Corporate Affairs of the Group, and the brother-in-law of Mr Ko Yam Ping, the Senior Operations Manager of the Group. Save as disclosed above and disclosed in the above sections “Position and experience” and “Interests in shares”, Dr Lo does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

#### *Director’s emoluments*

Pursuant to the service agreement entered into between Dr Lo and the Company on 1 February 2003 and subsequent review by the Board, he is entitled to receive a monthly salary of HK\$170,000. He is also entitled to receive a year-end fixed sum bonus and a discretionary bonus to be determined by the Board. Apart from the aforesaid, Dr Lo is also eligible to participate in the Company’s share option scheme. The emoluments of Dr Lo are determined by the Board by reference to his skills and experience, time commitment, the remuneration benchmark in the industry and the prevailing market conditions.

*Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

There is no information which is discloseable nor is/was Dr Lo involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Dr Lo that need to be brought to the attention of the Shareholders.

**(2) Ms Ko Lok Ping, Maria Genoveffa, aged 61**

*Position and experience*

Ms Ko Lok Ping, Maria Genoveffa (“Ms Ko”) is the co-founder of the Group, an Executive Director and a member of the Executive Committee of the Company. She is also a director of certain subsidiaries of the Company. Besides, she is a director of The Lo’s Family Limited, the controlling shareholder of the Company. Ms Ko is responsible for overall planning and administration of the Group’s activities. She has been involved in the Group’s business since it was first established in 1975.

Ms Ko has not held any other directorships in listed public companies in the last three years.

*Length of service*

Ms Ko entered into a service agreement with the Company for an initial term of 3 years commencing on 1 February 2003, which is subject to the termination by either party giving not less than six months’ written notice. Her term of office is also subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Current Articles of Association. The provisions of the Current Articles of Association in respect of directors’ retirement and re-election have been set out in paragraph 3 of the Letter from the Board in this circular.

*Interests in shares*

As far as the Directors are aware, as at the Latest Practicable Date, Ms Ko had the following interests in the shares/underlying shares of the Company pursuant to Part XV of the SFO:

- (i) she was deemed to be interested in 420,000,000 Shares, representing approximately 53.59% of the issued share capital of the Company. Such Shares were held by The Lo’s Family Limited in the capacity as the trustee of The Lo’s Family Unit Trust, a unit trust of which all the units in issue were owned by Equity Trustee Limited as trustee of The Lo’s Family Trust, a discretionary trust of which the objects included Ms Ko;

- (ii) she personally held 1,700,000 Shares, representing approximately 0.22% of the issued share capital of the Company;
- (iii) she personally held 9,400,000 share options of the Company attaching thereto the right to subscribe for 9,400,000 Shares; and
- (iv) she was deemed to be interested in the 9,400,000 share options of the Company attaching thereto the right to subscribe for 9,400,000 Shares held by her spouse, Dr Lo Kou Hong.

Save as disclosed above, Ms Ko was not interested or deemed to be interested in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

#### *Relationships*

Ms Ko is the wife of Dr Lo Kou Hong, the Chairman of the of the Board, the mother of Ms Lo-Quiroz Wai Chi, Yany, the director of Corporate Affairs of the Group, and the younger sister of Mr Ko Yam Ping, the Senior Operations Manager of the Group. Save as disclosed above and disclosed in the above sections “Position and experience” and “Interests in shares”, Ms Ko does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

#### *Director’s emoluments*

Pursuant to the service agreement entered into between Ms Ko and the Company on 1 February 2003, she is entitled to receive a monthly salary of HK\$80,000. She is also entitled to receive a year-end fixed sum bonus and a discretionary bonus to be determined by the Board. Apart from the aforesaid, Ms Ko is also eligible to participate in the Company’s share option scheme. The emoluments of Ms Ko are determined by the Board by reference to her skills and experience, time commitment, the remuneration benchmark in the industry and the prevailing market conditions.

#### *Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

There is no information which is discloseable nor is/was Ms Ko involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Ms Ko that need to be brought to the attention of the Shareholders.

**(3) Mr Cheung Pui Keung, James, aged 31***Position and experience*

Mr Cheung Pui Keung, James (“Mr Cheung”) is an Executive Director and a member of the Executive Committee of the Company. He is also a director of certain subsidiaries of the Company. Mr Cheung is responsible for the overall operation of the Group. He joined the Group in October 1999 and has over 8 years of experience in cleaning and related services. He holds a Bachelor of Business Administration degree from the Lingnan University, Hong Kong.

Mr Cheung has not held any other directorships in listed public companies in the last three years.

*Length of service*

Mr Cheung entered into a service agreement with the Company for an initial term of 3 years commencing on 13 January 2004, which is subject to the termination by either party giving not less than three months’ written notice. His term of office is also subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Current Articles of Association. The provisions of the Current Articles of Association in respect of directors’ retirement and re-election have been set out in paragraph 3 of the Letter from the Board in this circular.

*Interests in shares*

As far as the Directors are aware, as at the Latest Practicable Date, Mr Cheung had the following interests in the shares/underlying shares of the Company pursuant to Part XV of the SFO:

- (i) he personally held 280,000 Shares, representing approximately 0.04% of the issued share capital of the Company; and
- (ii) he personally held 8,000,000 share options of the Company attaching thereto the right to subscribe for 8,000,000 Shares.

Save as disclosed above, Mr Cheung was not interested or deemed to be interested in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

*Relationships*

Mr Cheung does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

*Director's emoluments*

Pursuant to the service agreement entered into between Mr Cheung and the Company on 13 January 2004, he is entitled to receive a monthly salary of HK\$40,000. He is also entitled to receive a year-end fixed sum bonus and a discretionary bonus to be determined by the Board. Apart from the aforesaid, Mr Cheung is also eligible to participate in the Company's share option scheme. The emoluments of Mr Cheung are determined by the Board by reference to his skills and experience, time commitment, the remuneration benchmark in the industry and the prevailing market conditions.

*Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

There is no information which is discloseable nor is/was Mr Cheung involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr Cheung that need to be brought to the attention of the Shareholders.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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### LO'S ENVIRO-PRO HOLDINGS LIMITED

### 勞氏環保控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 309)**

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of Lo's Enviro-Pro Holdings Limited (the "Company") will be held at Plaza IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 26 August 2008 at 2:30 p.m. for transacting the following ordinary and special business:

#### **AS ORDINARY BUSINESS**

1. To consider and receive the audited consolidated financial statements of the Company and the reports of the Directors and Auditors for the year ended 31 March 2008;
2. To re-elect the retiring Directors and to authorize the Board of Directors to fix the respective Directors' remuneration;
3. To re-appoint Auditors and to authorize the Board of Directors to fix their remuneration;

#### **AS SPECIAL BUSINESS**

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**"THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (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 revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in a general meeting; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held.”;
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

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## NOTICE OF THE ANNUAL GENERAL MEETING

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(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 revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in a general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors 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 exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”; and

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of shares purchased by the Company pursuant to the mandate referred to in the resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”.

By order of the Board  
**Lo Kou Hong**  
*Chairman of the Board*

Hong Kong, 30 July 2008

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## NOTICE OF THE ANNUAL GENERAL MEETING

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*Notes:*

- (a) Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (b) To be effective, 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 of that power or authority, must be deposited at the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (c) The register of members of the Company will be closed from Thursday, 21 August 2008 to Tuesday, 26 August 2008, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the above annual general meeting of the Company, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 20 August 2008.
- (d) In relation to the ordinary resolutions nos. 4, 5 and 6 set out in the above notice, the Directors wish to state that they have no immediate plan to issue any new shares or repurchase any existing shares of the Company.