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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.

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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**

A notice convening an annual general meeting of Lo's Enviro-Pro Holdings Limited to be held at Ballroom, 1/F, South Pacific Hotel Hong Kong, 23 Morrison Hill Road, Wanchai, Hong Kong on Tuesday, 31 August 2010 at 3:00 p.m. is set out on pages 17 to 20 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) and the Company (www.losgroup.com).

Whether or not you are 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 Branch 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 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 2010

DEFINITIONS

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 Ballroom, 1/F, South Pacific Hotel Hong Kong, 23 Morrison Hill Road, Wanchai, Hong Kong on Tuesday, 31 August 2010 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 20 of this circular, or any adjournment thereof; |
| “Articles of Association” | the articles of association of the Company currently in force; |
| “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; |
| “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” | 26 July 2010, 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; |
| “RMB” | Renminbi, the lawful currency of the People’s Republic of China; |

DEFINITIONS

| | |
|------------------|--|
| “SFO” | Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong; |
| “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 Hong Kong Codes on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong; |
| “%” | per cent. |

LETTER FROM THE BOARD



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:

Dr Lo Kou Hong (*Chairman and Managing Director*)

Ms Ko Lok Ping, Maria Genoveffa

Mr Leung Tai Tsan, Charles

Mr Cheung Pui Keung, James

Registered Office:

P.O. Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Non-executive Directors:

Professor Bai Qingzhong

Mr Xu Rong

Principal Place of Business

in Hong Kong:

3/F, Caltex House

258 Hennessy Road

Wanchai

Hong Kong

Independent Non-executive Directors:

Mr Cheng Kai Tai, Allen

Mr Chiu Wai Piu

Mr Wang Qi

30 July 2010

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 the issued Shares repurchased by the Company under the Buyback Mandate; and (iv) the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 27 August 2009, 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, to the extent not used by the date of the Annual General Meeting, will lapse at the conclusion of the Annual General Meeting.

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 issued share capital of the Company as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$766,718 (equivalent to 76,671,800 Shares) on the basis that the issued share capital of the Company remains unchanged as at 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 issued share capital of the Company as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$1,533,436 (equivalent to 153,343,600 Shares) on the basis that the issued share capital of the Company remains unchanged as at 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 7 and 8 of the notice of the Annual General Meeting as set out on pages 17 to 20 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 Shares pursuant thereto.

In accordance with the requirements of the Listing Rules, the Company is required to send to 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.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 112 of the 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.

Pursuant to Article 95 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at such meeting pursuant to Article 112.

According to Article 112 of the Articles of Association, Ms Ko Lok Ping, Maria Genoveffa, Professor Bai Qingzhong and Mr Wang Qi shall retire by rotation at the Annual General Meeting whereas according to Article 95 of the Articles of Association, Mr Xu Rong (appointed by the Board on 23 June 2010) shall retire at the Annual General Meeting. All the retiring Directors, being eligible, (except Professor Bai Qingzhong) 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 as 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 Ms Ko Lok Ping, Maria Genoveffa, Mr Xu Rong and Mr Wang Qi are set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 17 to 20 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 aggregate nominal amount of Shares repurchased pursuant to the Buyback Mandate and the re-election of the retiring Directors.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

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) and the Company (www.losgroup.com). Whether or not you are able to attend the Annual General Meeting, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, 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 to the Branch 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 or any adjournment thereof if you so wish and in such event, your form of proxy shall be deemed to be revoked.

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) and Appendix II (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's Enviro-Pro Holdings Limited
Lo Kou Hong
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

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, lead to 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 766,718,000 Shares.

Subject to the passing of the ordinary resolution set out in item 7 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 as at the date of the Annual General Meeting, i.e. being 766,718,000 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 up to HK\$766,718 (equivalent to 76,671,800 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.

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

The Company is empowered by its Memorandum and Articles of Association to repurchase Shares. The laws of the Cayman Islands provide that a purchase of shares may be made (to the extent of the par value of such shares) out of profits or the proceeds of a fresh issue of shares made for such purpose or, out of capital, provided that the Company is able to pay its debts as they fall due in the ordinary course of business and the purchase is authorized by its Articles of Association. Any premium payable on a purchase may be made out of profits, the Company's share premium account or out of capital, provided that the Company is able to pay its debts as they fall due in the ordinary course of business and the purchase is authorized by its Articles of Association.

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 2010) 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 befitting the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Buyback Mandate, 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 Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

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 | Percentage of issued share capital of the Company | Immediately after full exercise of the Buyback Mandate | Percentage of issued share capital of the Company |
|--|--|--|---|--|
| | Number of issued Shares held | | Number of issued Shares held <i>(Note 5)</i> | |
| Directors | | | | |
| Ms Ko Lok Ping, Maria Genoveffa <i>(Note 1)</i> | 1,700,000 | 0.22% | 1,700,000 | 0.25% |
| Mr Leung Tai Tsan, Charles <i>(Note 2)</i> | 1,900,000 | 0.25% | 1,900,000 | 0.28% |
| Mr Cheung Pui Keung, James <i>(Note 3)</i> | <u>1,480,000</u> | <u>0.20%</u> | <u>1,480,000</u> | <u>0.21%</u> |
| | 5,080,000 | 0.67% | 5,080,000 | 0.74% |
| Substantial Shareholder | | | | |
| The Lo's Family (PTC) Limited <i>(Note 4)</i> | <u>80,000,000</u> | <u>10.43%</u> | <u>80,000,000</u> | <u>11.59%</u> |
| | 80,000,000 | 10.43% | 80,000,000 | 11.59% |
| Public Shareholders | | | | |
| | <u>681,638,000</u> | <u>88.90%</u> | <u>604,966,200</u> | <u>87.67%</u> |
| | <u><u>766,718,000</u></u> | <u><u>100.00%</u></u> | <u><u>690,046,200</u></u> | <u><u>100.00%</u></u> |

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

Note 2: The Shares were held by Mr Leung Tai Tsan, Charles personally.

Note 3: The Shares were held by Mr Cheung Pui Keung, James personally.

Note 4: The Shares were held by The Lo's Family (PTC) 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 5: On the presumption that (i) the issued share capital of the Company remained at 766,718,000 Shares immediately before the full exercise of the Buyback Mandate and (ii) the shareholdings of the Directors and the substantial Shareholder as set out in the above table remained unchanged immediately after the full exercise of the Buyback Mandate.

In the event that the Directors exercise in full the power to repurchase Shares under the Buyback Mandate, the aggregate shareholding interest of the substantial Shareholder and the three Directors would, based on their current shareholding, be increased to approximately 12.33% of the total issued share capital of the Company. 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. Moreover, the Directors will not make share repurchase on the Stock Exchange if such repurchase would result in the obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

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.

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

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:

| Month | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
|--|-------------------------------|------------------------------|
| 2009 | | |
| July | 0.365 | 0.249 |
| August | 0.320 | 0.241 |
| September | 0.300 | 0.242 |
| October | 0.270 | 0.238 |
| November | 0.330 | 0.231 |
| December | 0.295 | 0.238 |
| 2010 | | |
| January | 0.270 | 0.215 |
| February | 0.640 | 0.215 |
| March | 0.900 | 0.610 |
| April | 0.880 | 0.640 |
| May | 0.680 | 0.375 |
| June | 0.520 | 0.410 |
| July (up to the Latest Practicable Date) | 0.620 | 0.445 |

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous 6 months (whether on the Stock Exchange or otherwise).

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

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

(1) Ms Ko Lok Ping, Maria Genoveffa

Position and experience

Ms Ko Lok Ping, Maria Genoveffa (“Ms Ko”), aged 63, 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 (PTC) Limited, a substantial 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. She is the wife of Dr Lo Kou Hong, the Chairman of the Board, and the mother of Ms Lo-Quiroz Wai Chi, Yany, the Director of Corporate Affairs of the Group.

Ms Ko has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

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. Such agreement shall continue unless and until terminated by either the Company or Ms Ko giving to the other not less than 3 months’ prior notice in writing. Her term of office is also subject to the retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms Ko’s interests in the shares and underlying shares of the Company and its associated corporations pursuant to Part XV of the SFO are set out below:

- (1) She was deemed to be interested in 80,000,000 Shares, representing approximately 10.43% of the issued share capital of the Company. Such Shares were held by The Lo’s Family (PTC) 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 and the beneficiaries of which include the family members of Dr Lo, including Ms Ko;
- (2) She personally held 1,700,000 Shares, representing approximately 0.22% of the issued share capital of the Company;

- (3) She personally held 9,400,000 share options granted by the Company, which entitled her to subscribe for 9,400,000 Shares, representing 1.23% of the issued share capital of the Company;
- (4) She was deemed to be interested in 9,400,000 share options granted by the Company to her spouse, Dr Lo Kou Hong, which entitled Dr Lo to subscribe for 9,400,000 Shares, representing 1.23% of the issued share capital of the Company;
- (5) She was deemed to be interested in 83,870,968 convertible notes, which are convertible into 83,870,968 Shares upon exercise of the conversion rights, representing 10.93% of the issued share capital of the Company. Such convertible notes were held by Triple Kind Investments Limited, the entire issued share capital of which was owned as to 50% by Dr Lo Kou Hong and 50% by Ms Ko;
- (6) She was deemed to be interested in 42 shares in Peixin Group Ltd. (an associated corporation of the Company), representing 30% of its issued share capital. Such shares were held by the controlled corporations of Dr Lo Kou Hong and Ms Ko; and
- (7) She was deemed to be interested in RMB62,500,000 registered capital in Shuyang ITAD Environmental Technology Limited (an associated corporation of the Company), representing 100% of its issued share capital. Such registered capital was held by the controlled corporations of Dr Lo Kou Hong and Ms Ko.

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

Relationships

Save as disclosed in the above sections headed “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 and subsequent review by the Board, she is entitled to receive a monthly salary of HK\$82,400. 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 with reference to her performance, experience, responsibilities and prevailing market conditions.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Ms Ko to be disclosed pursuant to any of the requirements under paragraphs 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.

(2) Mr Xu Rong

Position and experience

Mr Xu Rong (“Mr Xu”), aged 46, is a Non-executive Director of the Company. He joined the Company in June 2010. Mr Xu graduated from East China University of Political Science and Law in Shanghai and also obtained a Bachelor’s Degree in Economic Management from PLA Air Force Political Academy in Nanjing. He was an assistant fact-finder for the Procuratorate of Sanming City, Fujian between 1985 and 1990 and subsequently appointed as the deputy director of fact-finder for the Procuratorate of Pudong New Area, Shanghai between 1991 and 2001. Mr Xu resigned from the latter position in 2002. Since then, he has been actively engaged in business activities and has set up various companies. He is currently the general manager of Shanghai Huahe Binjiang Property Co. Ltd. and Shanghai Jiuhe Storage Co. Ltd. as well as the president of Sufan Catering Management Co. Ltd..

Save as disclosed above, Mr Xu has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the letter of appointment issued by the Company to Mr Xu, the term of office of Mr Xu is about 1 year commencing on 23 June 2010 until the date of 2011 annual general meeting of the Company. He is also subject to the retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr Xu was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors aware, Mr Xu 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.

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

Director's emoluments

Pursuant to the letter of appointment issued by the Company to Mr Xu, Mr Xu is not entitled to any basic monthly salary but is entitled to director's fees and/or emoluments as determined by the Board from time to time based on his performance, experience, responsibilities and prevailing market conditions. Except for the Company's share option scheme, Mr Xu is not eligible to participate in any bonus schemes or other benefits of the kind available to executive Directors.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr Xu to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr Xu that need to be brought to the attention of the Shareholders.

(3) Mr Wang Qi

Position and experience

Mr Wang Qi ("Mr Wang"), aged 55, is an Independent Non-executive Director and a member of both the Audit Committee and Remuneration Committee of the Company. He joined the Group in August 2006. Mr Wang is a director of Jingneng Property Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600791), engaging in property development in Beijing. He is also the general manager of TianChuang Science and Technology Development Co. Ltd., engaging in investment of technologically related businesses. Mr Wang is a qualified Senior Engineer and has over 20 years of experience in business management. He was a senior investment manager of China Commercial Construction Development Company from 1989 to 2000 and was responsible for the investment and listing projects of various companies in Mainland China. Mr Wang also served as an Executive Officer to manage some of the investment projects of Regal Hotels International (RHI) from 1997 to 2000 and New World Group from 1993 to 2000 in Mainland China. In addition, Mr Wang has devoted himself in developing the business connection and communication between Hong Kong and Mainland China in the field of business management and investment.

Save as disclosed above, Mr Wang has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

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

Length of service

Pursuant to the letter of appointment issued by the Company to Mr Wang, the term of office of Mr Wang is up to the date of the Annual General Meeting. He is also subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr Wang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors aware, Mr Wang 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 letter of appointment issued by the Company to Mr Wang, Mr Wang is entitled to receive a fixed director's fee of HK\$120,000 per annum payable on a 12-month basis, which is determined by the Board with reference to his performance, experience, responsibilities and prevailing market conditions. Except for the Company's share option scheme, Mr Wang is not eligible to participate in any bonus schemes or other benefits of the kind available to executive Directors.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr Wang to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr Wang that need to be brought to the attention of the Shareholders.

NOTICE OF THE ANNUAL GENERAL MEETING



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 Ballroom, 1/F, South Pacific Hotel Hong Kong, 23 Morrison Hill Road, Wanchai, Hong Kong on Tuesday, 31 August 2010 at 3:00 p.m. for the following purposes:

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 2010;
2. To re-elect Ms Ko Lok Ping, Maria Genoveffa as an executive director of the Company;
3. To re-elect Mr Xu Rong as a non-executive director of the Company;
4. To re-elect Mr Wang Qi as an independent non-executive director of the Company;
5. To authorize the board of directors of the Company to fix the respective directors' remuneration;
6. To re-appoint Messrs Ernst & Young as auditors of the Company and to authorize the board of directors of the Company to fix auditors' remuneration;
7. 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;

NOTICE OF THE ANNUAL GENERAL MEETING

- (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
 - (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 ordinary resolution passed by the Company’s shareholders in general meetings; 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.”;
8. 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 the outstanding conversion rights attaching to the convertible notes issued by the Company, which are convertible into shares of the Company;

NOTICE OF THE ANNUAL GENERAL MEETING

- (iii) the exercise of options granted under a share option scheme of the Company; and
- (iv) 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

- (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 ordinary resolution passed by the Company’s shareholders in general meetings; 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

- 9. 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 7 and 8 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 8 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

NOTICE OF THE ANNUAL GENERAL MEETING

amount of shares purchased by the Company pursuant to the mandate referred to in the resolution set out in item 7 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's Enviro-Pro Holdings Limited
Lo Kou Hong
Chairman

Hong Kong, 30 July 2010

Notes:

- (a) Any member 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/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its 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 Branch 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 Friday, 27 August 2010 to Tuesday, 31 August 2010, 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 Branch 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 Thursday, 26 August 2010.
- (d) In relation to the ordinary resolutions nos. 7, 8 and 9 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.