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king fook holdings limited 景福集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 280)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the above mentioned company (the “**Company**”) will be held at Tsui Hang Village, 2nd Floor, New World Tower, 16–18 Queen’s Road Central, Hong Kong on 29 May 2013 at 4:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“THAT:

- (a) the authorised share capital of the Company be and is increased from HK\$155,000,000 to HK\$300,000,000 by the creation of an additional 580,000,000 shares of HK\$0.25 each of the Company (“Shares”);
- (b) the issue by way of rights of 217,535,825 new Shares (“Right Shares”) to shareholders on the register of members of the Company on 4 June 2013 substantially on the terms and conditions set out in the circular of the Company dated 13 May 2013 (a copy of which marked “A” has been submitted to the meeting and signed by the Chairman for the purpose of identification) and such other terms and conditions as may be determined by the directors of the Company, be and is hereby approved and the directors of the Company be and are hereby authorised to issue and allot such Rights Shares by way of rights and otherwise on the terms set out in such document;
- (c) the underwriting agreement dated 22 April 2013 (as amended on 25 April 2013) between inter alia, the Company and Yeung Chi Shing Estates Limited (“YCSEL”), a copy of which marked “B” is produced to the meeting and signed by the Chairman for the purpose of identification, whereby YCSEL agrees to take up its and its associates’ entitlement in full under the Rights Issue and to underwrite up to 57,681,650 Rights Shares under the Rights Issue (the “Underwriting Agreement”) be and is hereby approved, confirmed and ratified and the directors of the Company be and are hereby authorised to implement the transactions contemplated by the Underwriting Agreement; and

(d) the granting of a waiver to YCSEL and parties acting in concert with it (the “Concert Group”) of any obligation to make a general offer under the Code on Takeovers and Mergers for all the issued Shares (other than those owned or agreed to be acquired by the Concert Group) as a result of the subscription of Rights Shares pursuant to the Underwriting Agreement and/or pursuant to any application of the Concert Group for any excess Rights Shares accepted by the Company be and is hereby approved.”

By Order of the Board
Cheung Kit Man, Melina
Company Secretary

Hong Kong, 13 May 2013

Registered office:

9th Floor
King Fook Building
30–32 Des Voeux Road Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint not more than two proxies (except a member who is a clearing house or its nominee may appoint more than two proxies) to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy must be deposited at the Company’s registered office at 9th Floor, King Fook Building, 30–32 Des Voeux Road Central, Hong Kong, together with a 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, not less than 48 hours before the time for holding the meeting or adjourned meeting.

As at the date of this notice, the executive Directors are Mr. Yeung Ping Leung, Howard, Mr. Tang Yat Sun, Richard, Mr. Cheng Ka On, Dominic, Mr. Yeung Bing Kwong, Kenneth and Ms. Fung Chung Yee, Caroline; the non-executive Director is Mr. Wong Wei Ping, Martin; and the independent non-executive Directors are Mr. Lau To Yee, Mr. Cheng Kar Shing, Peter, Mr. Chan Chak Cheung, William, Mr. Ho Hau Hay, Hamilton, Mr. Sin Nga Yan, Benedict and Mr. Cheng Kwok Shing, Anthony.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this notice and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this notice have been arrived at after due and careful consideration and there are no other facts not contained in this notice the omission of which would make any statement in this notice misleading.