

IMPORTANT
THIS CIRCULAR REQUIRES YOUR IMMEDIATE ATTENTION

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

If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in King Fook Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.



king fook holdings limited
景福集團有限公司
(Incorporated in Hong Kong with limited liability)
(Stock Code: 280)

**PROPOSAL RELATING TO DISPOSAL WHICH MAY CONSTITUTE
A VERY SUBSTANTIAL DISPOSAL
NOTICE OF ANNUAL GENERAL MEETING**

A notice of the annual general meeting to be held at 12:00 noon on Tuesday, 27th September, 2011 at The Ballroom, 18th Floor, The Mira Hong Kong, 118-130 Nathan Road, Kowloon, Hong Kong is set out on pages 20 to 22 of this circular. Whether or not you are able to attend the meeting, please complete and return the form of proxy to the registered office of the Company in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the meeting. Completion and return of the form of proxy will not prevent you from attending and voting in person should you so wish.

26th August, 2011

CONTENTS

	<i>Page</i>
Definitions	ii
Letter from the Board	1
Appendix I - Financial information of the Group	7
Appendix II - Unaudited pro forma financial information of the Group	10
Appendix III - General information	16
Notice of annual general meeting	20

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 12:00 noon on Tuesday, 27th September, 2011, notice of which is set out on pages 20 to 22 of this circular
“associate”	has the meaning ascribed to it under the Listing Rules
“Board”	board of Directors
“Company”	King Fook Holdings Limited, a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“Directors”	directors of the Company
“Disposal Proposal”	the proposed disposal of the Disposal Shares on the terms set out in this circular
“Disposal Shares”	1,314,000 HKEC Shares owned by KF Securities
“Group”	the Company and its subsidiaries
“HKEC”	Hong Kong Exchanges and Clearing Limited, a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“HKEC Share(s)”	share(s) of HK\$1 each in the share capital of HKEC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“KF Jewellery”	King Fook Jewellery Group Limited, a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of the Company
“KF Securities”	King Fook Securities Company Limited, a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of the Company
“Landlord”	Stanwick Properties Limited, a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of YCS
“Latest Practicable Date”	22nd August, 2011, being the latest practicable date prior to printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Minimum Price”	HK\$40 per Disposal Share
“PRC”	the People’s Republic of China
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.25 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“YCS”	Yeung Chi Shing Estates Limited, a company incorporated in Hong Kong with limited liability and a substantial shareholder of the Company
“HK\$”	Hong Kong dollar(s)

LETTER FROM THE BOARD



king fook holdings limited
景福集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 280)

Directors:

Yeung Ping Leung, Howard
Tang Yat Sun, Richard
Cheng Ka On, Dominic
Yeung Bing Kwong, Kenneth
Fung Chung Yee, Caroline
Wong Wei Ping, Martin*
Ho Hau Hay, Hamilton*
Sin Nga Yan, Benedict*
Yeung Ka Shing*
Lau To Yee**
Cheng Kar Shing, Peter**
Chan Chak Cheung, William**

Registered office:

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

* *Non-executive Directors*

** *Independent non-executive Directors*

26th August, 2011

To the Shareholders

Dear Sir or Madam,

**PROPOSAL RELATING TO DISPOSAL WHICH MAY CONSTITUTE
A VERY SUBSTANTIAL DISPOSAL
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

It was announced on 22nd August, 2011 that the Company proposes to renew the authorisation of Shareholders for disposal of the Disposal Shares held by KF Securities to independent third parties which may constitute a very substantial disposal of the Company under the Listing Rules.

The purpose of this circular is to give you further details of the Disposal Proposal and notice of the annual general meeting of the Company for the year ended 31st March, 2011 whereat an ordinary resolution will be proposed to consider and, if thought fit, to approve the Disposal Proposal.

LETTER FROM THE BOARD

THE DISPOSAL PROPOSAL

Assets to be disposed of

On 28th September, 2010, the Company obtained an authorisation from the Shareholders to dispose of up to 1,314,000 HKEC Shares held by KF Securities, a wholly owned subsidiary of the Company, to independent purchasers at prevailing market prices on-market through the Stock Exchange within one year from 3rd October, 2010, which will expire on 2nd October, 2011. Up to the Latest Practicable Date, KF Securities had not disposed of any such HKEC Shares. The Company proposes to renew Shareholders' authorisation for disposal of the Disposal Shares to independent purchasers at prevailing market prices (which shall not be less than HK\$40 per Disposal Share) on-market through the Stock Exchange for a period of one year from 3rd October, 2011.

HKEC is a company incorporated in Hong Kong. It owns and operates the only stock exchange and futures exchange in Hong Kong and their related clearing houses. For the two years ended 31st December, 2010, its net profits before taxation were about HK\$5,542,000,000 and HK\$5,954,000,000 respectively, while its net profits after taxation were about HK\$4,704,000,000 and HK\$5,037,000,000 respectively. KF Securities received dividends totalling HK\$5,164,020 and HK\$5,518,800 respectively for these two years in respect of the Disposal Shares.

The Disposal Shares represent about 0.122% of the issued share capital of HKEC as at 31st July, 2011 (being the latest information on the issued share capital of HKEC available to the Company), which were distributed by HKEC to KF Securities (a member of the Stock Exchange) in 2000 as consideration for the cancellation of shares in the Stock Exchange then held by KF Securities pursuant to a scheme of arrangement prior to the listing of HKEC. The book value of the Disposal Shares as at 22nd August, 2011 amounted to about HK\$190,793,000. The total assets of HKEC as at 31st December, 2010 were about HK\$47,884,000,000.

KF Securities will realise a gain equal to the amount of the net proceeds (after expenses) on any disposal of the Disposal Shares.

Basis for arriving at the Minimum Price

The Minimum Price of HK\$40 per Disposal Share was arrived at after taking into consideration of various factors including but not limited to:

(i) *Estimated earnings of HKEC*

Based on the published information of HKEC, there has been a consistent correlation between the earnings of HKEC and the average daily turnover value on the Stock Exchange (the "Turnover Value") during the ten financial years from 2001 to 2010. The ratios of earnings of HKEC to the Turnover Value have been maintained at a narrow range with an average of 7.47%. In addition to the fact that the Turnover Value is the prime underlying factor that affects the earnings of HKEC, it is considered that such consistent pattern demonstrates a high correlation between the Turnover Value and the earnings of HKEC, and that an estimate of the earnings of HKEC drawn from such correlation is reasonable.

The expected Turnover Value for the year 2011 was also estimated taking into account the correlation between the Turnover Value and the average total market capitalisation for each relevant year of the Hong Kong stock market during the past ten years. The average of earnings to Turnover Value ratio was then multiplied by the expected Turnover Value for the year 2011 to obtain the estimated earnings of HKEC for the financial year ending 31st December, 2011.

LETTER FROM THE BOARD

(ii) Estimated price-to-earnings multiples (“P/E”) of comparable listed stock exchanges

Based on the consensus estimates from Bloomberg and/or other published information, among other things, the estimated 2011 P/E of the comparable listed stock exchanges (the “Comparables”) have been reviewed, which were selected based on criteria including that the stock exchanges (a) being within the top 10 stock exchanges by size of domestic market capitalisation in 2010; and (b) the shares of which are listed. Based on the estimated earnings of HKEC obtained in paragraph (i) above and the total number of issued shares of HKEC of 1,078,949,163 as at 30th June, 2011, and by multiplying the average estimated 2011 P/E of the Comparables, the estimated share price of HKEC is obtained (the “Estimated Price”).

(iii) Strategic buffer

The Disposal Proposal aims to provide KF Securities with the flexibility to dispose of the Disposal Shares in the market efficiently to realise the gain and to allow KF Securities to respond effectively to the dynamic and volatile Hong Kong stock market. For such flexibility, a strategic buffer (the “Strategic Buffer”) has been built-in in formulating the Minimum Price. The Strategic Buffer is arrived at on the following assumptions which are considered to be reasonable:

- (a) the Strategic Buffer should represent an adequate discount to the Estimated Price for the purpose of calculating the Minimum Price; and
- (b) the HKEC share price should reflect the market valuation of HKEC with reference to the financial performance of HKEC during the prior financial years on the basis that the market is efficient.

In assessing the Strategic Buffer, the historical discounts of the lowest closing price per HKEC Share to the volume-weighted average price per HKEC Share for each of the periods commencing from the trading date immediately after the issue of the annual results announcement to the trading date of the publication of the next annual results announcement (the “Post-Results Announcement Periods”) since the listing date of HKEC have been considered.

In order to allow the Company maximum flexibility to decide on the timing of the proposed disposal of the Disposal Shares during the one-year mandate period, it is considered that the Company should adopt the average deviation of around 36.07% from the average share price of HKEC during the Post-Results Announcement Periods as the Strategic Buffer. Accordingly, based on the Estimated Price of HKEC Share as set forth in paragraph (ii) above and applying the Strategic Buffer, the Minimum Price is estimated to be approximately HK\$40 per Disposal Share.

The Company has appointed Somerley Limited as its financial adviser in respect of setting of the Minimum Price. Somerley Limited considers the basis for arriving at the Minimum Price is fair and reasonable.

Reasons for the Disposal Proposal

Based on the closing bid price of HK\$145.2 per HKEC Share quoted on the Stock Exchange as at the Latest Practicable Date, the total consideration for the disposal of the Disposal Shares will be about HK\$190,793,000. If the price of HKEC Shares increases, disposal of the Disposal Shares may constitute a very substantial disposal of the Company which requires the approval of Shareholders in accordance with the Listing Rules. In order to provide KF Securities with the flexibility to dispose of the Disposal Shares in the market efficiently to realise the gain on this holding, the Directors seek the prior authorisation of Shareholders for the disposal. The Directors consider the Disposal Proposal is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

The Directors anticipate that the Company would exercise the mandate under various circumstances, including but not limited to (i) the price is attractive for disposal to realise the gain on this holding; (ii) when any suitable investment opportunities arise and the Directors, after considering various alternative funding-raising means, consider it in the interests of the Company and the Shareholders as a whole to dispose of all or part of the Disposal Shares and to use the proceeds to meet its funding needs for capturing such suitable investment opportunities; (iii) when any adverse market and/or economic conditions and/or financial position of the Group arise and after considering various alternatives available from time to time, the Directors consider it in the interests of the Company and the Shareholders as a whole to dispose of all or part of the Disposal Shares and to use the proceeds to reduce its liabilities and/or to meet any working capital needs from time to time; and (iv) any other such circumstances that the Directors consider in the interests of the Company and the Shareholders as a whole for the Company to exercise the mandate. Since there is no possible way to ascertain the happening and the exact timing for the happenings of all of the above circumstances, it is necessary for the Company to be authorised by the Shareholders in advance so that the Company can act promptly to respond to the market in order to maximize the efficiency and effectiveness of the treasury function of the Company.

The Minimum Price is not the expected price at which the Company targets to dispose of the Disposal Shares. The setting of the Minimum Price is to allow the Shareholders to make an informed decision to vote on the Disposal Proposal and, if the Disposal Proposal is approved by the Shareholders, to allow adequate flexibility for the Company during the one-year mandate period to act promptly, effectively and efficiently with reference to the very dynamic prevailing market conditions and economic situation and the projected financial position of the Group so as to protect the interests of the Company and the Shareholders.

The Directors presently intend to hold the Disposal Shares as long term investment and therefore had no current intention to dispose of any of the Disposal Shares as at the Latest Practicable Date.

Use of proceeds

It is intended that the proceeds under the Disposal Proposal will be used as additional working capital and to reduce the liabilities of the Group.

Listing Rules requirements

Further announcement(s) on the disposal of the Disposal Shares will be made if such disposal (or disposals aggregated since the date of (a) approval of the Disposal Proposal; or (b) an announcement relating to previous disposal(s), whichever is later) will constitute a discloseable transaction under the Listing Rules.

Financial Effect on the Group after Implementation of the Disposal Proposal

Any disposal of the Disposal Shares by KF Securities pursuant to the Disposal Proposal will have the effect of increasing the asset value of the Group by the amount of the net proceeds less the book value of the Disposal Shares as at the relevant date of disposal and increasing the earnings of the Group for the relevant financial year, but will not affect the liability of the Group.

Income Statement on and Valuation Attributable to the Disposal Shares Under the Disposal Proposal

In accordance with Rule 14.68(2)(b)(i) of the Listing Rules, the income statement on and valuation attributable to the Disposal Shares for the three years ended 31st March, 2011 are set out below. In the opinion of the Directors, such information has been properly compiled and derived from the underlying books and records of the Group. The Company has engaged BDO Limited to conduct a review of such

LETTER FROM THE BOARD

information in accordance with the Hong Kong Standard on Assurance Engagements 3000 “Assurance Engagements Other Than Audits or Reviews of Historical Financial Information” issued by the Hong Kong Institute of Certified Public Accountants. BDO Limited have compared and found that such information has been properly compiled and derived from the underlying books and records of the Group by the Company.

(i) *Income statement*

	Year ended 31st March,		
	2009	2010	2011
	HK\$'000	HK\$'000	HK\$'000
Dividend income (<i>Note</i>)	7,739	4,783	5,230
Profit for the year	7,739	4,783	5,230

Note: The dividend income was generated from the Disposal Shares during the relevant year.

(ii) *Valuation*

	As at 31st March,		
	2009	2010	2011
	HK\$'000	HK\$'000	HK\$'000
Available-for-sale investments under the Disposal Proposal (<i>Note</i>)	96,185	170,294	221,671

Note: The valuation of the Disposal Shares was based on the closing prices quoted on the Stock Exchange at the respective balance sheet dates.

FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The Group is principally engaged in gold ornament, jewellery, watch, fashion and gift retailing, bullion trading, securities broking and diamond wholesaling.

Looking ahead, the Group believes that Hong Kong will continue to be one of the top shopping destinations for Mainland customers due to its proximity and the wide range of products and competitive prices on offer. The retail industry is expected to continue to benefit from Mainland customers' growing demand for luxurious items. However, despite growth in the retail industry, profit margins remain tight and competitive as the escalation in retail rental, raw material, salary and other operating costs are expected to persist in the coming year. To counteract these unfavourable factors, the Group will extend its product range, in particular luxurious exclusive brands and expand further into the enormous consumer market in Mainland China prudently. The Group's new retail shops at the Miramar Shopping Centre are scheduled to open before the end of 2011.

To expand its business, the Group will look for suitable locations to extend its distribution network, continue to strengthen its brand name through a range of marketing activities and publicity campaigns and seek suitable business opportunities. The management will also continue to take stringent cost control measures to improve cost efficiency, as well as to design more training programs for its staff to cater for the future growth of the Group.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

You will find on pages 20 to 22 of this circular a notice of the AGM to be held at 12:00 noon on Tuesday, 27th September, 2011 at The Ballroom, 18th Floor, The Mira Hong Kong, 118-130 Nathan Road, Kowloon, Hong Kong. Voting at the AGM will be taken by poll.

Resolution no. 5A will be proposed as an ordinary resolution to give a general mandate to the Board to allot, issue and deal with shares of the Company with an aggregate nominal value not exceeding 20 per cent. of the share capital of the Company in issue as at the date of the resolution.

Resolution no. 5B will be proposed as an ordinary resolution to approve the Disposal Proposal.

There is enclosed a form of proxy for use at the AGM. You are requested to complete the form of proxy and return it to the registered office of the Company in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the AGM, whether or not you intend to be present at the AGM. The completion and return of the form of proxy will not prevent you from attending and voting in person should you so wish.

No Shareholder is required to abstain from voting at the AGM.

RECOMMENDATION

The Directors consider that the Disposal Proposal is fair and reasonable and in the best interests of the Company and the Shareholders as a whole and so recommend you to vote in favour of the resolution to be proposed at the AGM to approve the Disposal Proposal. The Directors intend to vote in favour of such resolution in respect of their shareholdings in the Company.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
Yeung Ping Leung, Howard
Chairman

FINANCIAL POSITION OF THE GROUP**Performance**

The Group's audited results for the financial year ended 31st March, 2011 recorded a total comprehensive income attributable to the Shareholders of HK\$90,865,000 as compared with HK\$145,497,000 for the previous year. Earnings per share were HK8.0 cents. The substantial decrease in comprehensive income for the year was mainly caused by the significant increase in lease rental of its retail shops.

The Group is always dedicated to introducing the trendiest and most exquisite jewellery and watches from all over the world to its customers. During the year, the Group had launched numerous new products with stylish designs and craftsmanship, including the unique 18K gold diamond *Masterpiece* bangle and the "Screwing Magic" ring with unlimited variations and combinations.

During the year, the Group opened four new shops in Hong Kong - its flagship shop at Tsimshatsui located at The One, the second Audemars Piguet pavillion shop at Pacific Place, a boutique shop for watch brands solely distributed by the Group at Central Building and the second king fook shop at Causeway Bay located at Windsor House, and three new Masterpiece by king fook shops in Mainland China (in Suzhou, Shanghai and Beijing respectively). The Group's prime shop at Tsimshatsui had closed since August 2010 due to the renovation of the Miramar Shopping Centre and the Group had closed a few shops with less than satisfactory performance during the year.

The Group had launched a series of marketing campaigns to enhance its brand recognition. The highlights included sponsorship of the famous Broadway Musical from New York - The Premiere of "Chicago" and "A Wonderful Night on the Sea" Concert of Tsai Chin in 2010. One of the watch brands under the Group's sole distributorship, Jacob & Co, has appointed the world renowned martial art action star and director, Donnie Yen, as its ambassador. During the year, the Group had been awarded the Outstanding Caring Brand by Yan Oi Tong and Ming Pao's Elite Award 2010 to recognise its quality service.

During the year, the Group had obtained the sole agency of two new Swiss brand watches, namely, "Robert & Fils 1630" created by Gilles Robert from an illustrious family of watch makers in the canton of Neuchâtel with origins going back more than 400 years, and "Laurent Ferrier Genève" created by Laurent Ferrier, who had worked for a reputable Swiss watch-making manufacturer for more than 30 years, and its watch is accredited the chronometer certification by Besançon Observatory of France.

The Group's revenue from gold ornament, jewellery, watch, fashion and gift retailing business for the year ended 31st March, 2011 increased by 6% to HK\$1,196,948,000 over the previous year mainly as a result of the increasing number of Mainland customers and their strong spending power. However, the profit for the year was seriously eroded by the significant increase in lease rental of its retail shops.

Commission income from securities broking was reduced by 20% to HK\$6,108,000 as a result of keen competition within the industry. Turnover of bullion trading recorded a decrease of 10% to HK\$25,934,000 as compared with the previous year as gold price continued to rise and hit new heights during the year.

Liquidity and financial resources

The Group centralises funding for all its operations through the corporate treasury based in Hong Kong. This policy achieves better control of treasury operations and lower average cost of funds.

As at 31st March, 2011, the Group's current assets and current liabilities were about HK\$1,034,781,000 and HK\$228,924,000 respectively. There were cash and cash equivalents of about HK\$69,799,000, unsecured bank loans repayable within five years of about HK\$146,166,000 and unsecured gold loans repayable within one year of about HK\$27,042,000. Included in cash and cash equivalents of the Group were balances of about HK\$4,998,000 denominated in Renminbi placed with banks in the PRC. All bank loans were denominated in Hong Kong dollars and United States dollars and bore interest at variable rates.

Based on the total borrowings of the Group of about HK\$173,208,000 and the capital and reserves attributable to the Shareholders of about HK\$1,020,512,000 as at 31st March, 2011, the overall borrowings to equity ratio was 17% and was at a healthy level.

The Group reviews its foreign currency exposure regularly and does not consider its foreign currency risk to be significant.

Most of the Group's assets and liabilities, revenue and payments were in Hong Kong dollars.

As at 31st March, 2011, the Group's significant investments consisted mainly 1,314,000 HKEC Shares amounting to about HK\$221,671,000 and certain debt and equity securities listed outside Hong Kong amounting to about HK\$14,667,000 under available-for-sale investments.

Contingencies

As at 31st March, 2011, the Group did not anticipate that there were any material contingent liabilities.

Charges

The Group had no charges on its assets as at 31st March, 2011.

Employees

As at 31st March, 2011, the Group had about 381 employees. The employees (including directors) are remunerated according to the nature of their jobs, experience and contribution to the Group. The Group has an incentive bonus scheme to reward the employees based on their performance. It also provides training programs to employees to improve the standard of customer services and further advancement.

The Company has adopted a share option scheme whereby options may be granted to employees and directors of the Group as incentive for them to contribute to the business of the Group. No option had been granted by the Company as at 31st March, 2011.

INDEBTEDNESS

As at the close of business on 30th June, 2011, being the latest practicable date for ascertaining information regarding this indebtedness statement prior to the printing of this circular, the Group had outstanding borrowings of approximately HK\$178,601,000 comprising unsecured long term bank loans of approximately HK\$55,000,000, unsecured short term bank loans of approximately HK\$94,999,000 and unsecured gold loans of approximately HK\$28,602,000. There were no secured or guaranteed borrowings.

As at 30th June, 2011, the Group had no contingent liability arising in the ordinary course of business.

For the purpose of the above indebtedness statement, foreign currency amounts have been translated into Hong Kong dollars at the approximate rates of exchange prevailing at the close of business on 30th June, 2011.

Save as aforesaid and apart from intra-group liabilities, the Group did not have any bank loans, bank overdrafts and liabilities under acceptances or other similar indebtedness, debentures or other loan capital, mortgages, charges, finance leases or hire purchase commitments, guarantees or other material contingent liabilities outstanding at the close of business on 30th June, 2011.

WORKING CAPITAL

The Directors are of the opinion that the Group has sufficient working capital for its present requirements for at least 12 months from the date of this circular after taking into account its internal resources and available banking facilities together with the net proceeds arising from the Disposal Proposal.

MATERIAL ADVERSE CHANGE

Save as disclosed above, the Directors are not aware of any material adverse change in the financial or trading position or prospects of the Group since 31st March, 2011, being the date to which the Company's latest published audited financial statements were made up.

1. UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the unaudited consolidated pro forma net assets statement of the Group as at 31st March, 2011 and the unaudited consolidated pro forma income statement for the year then ended (collectively known as “unaudited pro forma financial information”) which have been prepared in accordance with Rule 4.29 of the Listing Rules to illustrate the effect of the Disposal Proposal as if it were completed on 31st March, 2011 for the unaudited consolidated pro forma net assets statement and on 1st April, 2010 for the unaudited consolidated pro forma income statement.

The unaudited pro forma financial information has been prepared for illustrative purpose only, and because of its nature, it may not give a true picture of the Group’s financial position or results following completion of the Disposal Proposal.

The unaudited pro forma financial information is based on the audited consolidated net assets of the Group as at 31st March, 2011 and the audited consolidated income statement for the year then ended as shown in the audited financial statements of the Group for the year ended 31st March, 2011, after giving effect to the pro forma adjustments described in the notes thereto. A narrative description of the pro forma adjustments of the Disposal Proposal that are (i) directly attributable to the Disposal Proposal and not relating to future events or decisions; and (ii) factually supportable, are summarised in the accompanying notes.

The unaudited pro forma financial information of the Group is based on a number of assumptions, estimates and uncertainties. The accompanying unaudited pro forma financial information of the Group does not purport to describe the actual financial position or results of the Group that would have been attained had the Disposal Proposal been completed on 31st March, 2011 for the unaudited consolidated pro forma net assets statement and on 1st April, 2010 for the unaudited consolidated pro forma income statement. The unaudited pro forma financial information of the Group does not purport to predict the future financial position or results of the Group.

1.1 Unaudited consolidated pro forma net assets statement

	Audited as at 31st March, 2011 HK\$'000	Pro forma adjustments			Unaudited pro forma as at 31st March, 2011 HK\$'000
		HK\$'000 (Note 1)	HK\$'000 (Note 2)	HK\$'000 (Note 3)	
ASSETS AND LIABILITIES					
Non-current assets					
Property, plant and equipment	40,836				40,836
Investment properties	790				790
Interests in jointly controlled entities	22				22
Available-for-sale investments	237,386		(221,671)		15,715
Other assets	2,196				2,196
	<u>281,230</u>				<u>59,559</u>
Current assets					
Inventories	800,689				800,689
Debtors, deposits and prepayments	142,370				142,370
Investments at fair value through profit or loss	20,009				20,009
Trust bank balances held on behalf of clients	1,914				1,914
Cash and cash equivalents	69,799	190,583		(450)	259,932
	<u>1,034,781</u>				<u>1,224,914</u>
Current liabilities					
Creditors, deposits received, accruals and deferred income	116,209				116,209
Amount due to a jointly controlled entity	22				22
Taxation payable	4,485				4,485
Gold loans, unsecured	27,042				27,042
Bank loans, unsecured	81,166				81,166
	<u>228,924</u>				<u>228,924</u>
Net current assets	<u>805,857</u>				<u>995,990</u>
Total assets less current liabilities	<u>1,087,087</u>				<u>1,055,549</u>

	Audited				Unaudited
	as at 31st	Pro forma adjustments			pro forma
	March,	HK\$'000	HK\$'000	HK\$'000	as at 31st
	2011		(Note 1)	(Note 2)	March,
	2011		(Note 3)		2011
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Non-current liabilities					
Bank loans, unsecured	65,000				65,000
Provision for long service payments	1,431				1,431
	<u>66,431</u>				<u>66,431</u>
Net assets	<u>1,020,656</u>				<u>989,118</u>

Notes:

1. The adjustment reflects the estimated net proceeds arising from the Disposal Proposal of approximately HK\$190,583,000, after deduction of the handling charges of approximately HK\$210,000 (i.e. 0.11% on the gross proceeds), to be received by the Group in cash assuming the 1,314,000 HKEC Shares under the Disposal Proposal will be fully disposed of at the price of HK\$145.2 per HKEC Share (i.e. the closing bid price quoted on the Stock Exchange as at the Latest Practicable Date).
2. The adjustment reflects the carrying amount of the 1,314,000 HKEC Shares at 31st March, 2011 which were classified as "Available-for-sale investments" under the Disposal Proposal of approximately HK\$221,671,000.
3. The adjustment reflects the estimated related expenses to be paid in cash by the Group of approximately HK\$450,000 in connection with the Disposal Proposal which are directly attributable to the Disposal Proposal and are based on the latest quotations from various working parties.
4. In prior years, the Group disposed of HKEC Shares which were classified as "Available-for-sale investments" and the net gain from such disposal was not subject to Hong Kong profits tax. Therefore, in the opinion of the Directors, the net gain from the proposed disposal of the 1,314,000 HKEC Shares which were classified as "Available-for-sale investments" (note 2) will not be subject to Hong Kong profits tax due to the capital nature of such investments. There is no potential tax liability based on the Company's experience.

1.2 Unaudited consolidated pro forma income statement

	Audited for the year ended 31st March, 2011 HK\$'000	Pro forma adjustments			Unaudited pro forma for the year ended 31st March, 2011 HK\$'000
		HK\$'000 (Note 1)	HK\$'000 (Note 2)	HK\$'000 (Note 3)	
Revenue	1,263,852				1,263,852
Cost of sales	(910,174)				(910,174)
Gross profit	353,678				353,678
Other operating income	17,518	(5,230)	19,839	170,294	202,421
Distribution and selling costs	(243,285)				(243,285)
Administrative expenses	(78,853)				(78,853)
Other operating expenses	(2,673)				(2,673)
Operating profit	46,385				231,288
Finance costs	(2,741)				(2,741)
Share of loss of a jointly controlled entity	(83)				(83)
Profit before taxation	43,561				228,464
Taxation	(8,992)				(8,992)
Profit for the year	34,569				219,472
Profit/(loss) for the year attributable to:					
Shareholders of the Company	34,605	(5,230)	19,839	170,294	219,508
Minority interests	(36)				(36)
	34,569				219,472

Notes:

1. The adjustment reflects the reversal of dividend income received by the Group for the 1,314,000 HKEC Shares during the year ended 31st March, 2011 had the Disposal Proposal been completed on 1st April, 2010.
2. The adjustment reflects the net gain arising from the Disposal Proposal assuming it were completed on 1st April, 2010. The adjustment of approximately HK\$19,839,000 takes into account the following:
 - a. the estimated net proceeds of approximately HK\$190,583,000, after deduction of the handling charges of approximately HK\$210,000 (i.e. 0.11% on the gross proceeds), to be received by the Group assuming the 1,314,000 HKEC Shares under the Disposal Proposal will be fully disposed of at the price of HK\$145.2 per HKEC Share (i.e. the closing bid price quoted on the Stock Exchange as at the Latest Practicable Date);
 - b. the carrying amount of the 1,314,000 HKEC Shares as at 1st April, 2010 to be disposed of amounted to approximately HK\$170,294,000; and
 - c. the estimated related expenses of approximately HK\$450,000 in connection with the Disposal Proposal based on the latest quotations from various working parties.
3. The adjustment reflects the realisation of accumulated revaluation surplus of approximately HK\$170,294,000 for the 1,314,000 HKEC Shares which were classified as "Available-for-sale investments" assuming the Disposal Proposal had been in place on 1st April, 2010.

2. LETTER FROM THE REPORTING ACCOUNTANT ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION RELATING TO THE DISPOSAL PROPOSAL

The following is the full text of a letter from the Company's reporting accountant, BDO Limited, Certified Public Accountants, Hong Kong for incorporation in this circular:



Tel : +852 2541 5041
Fax: +852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong

電話 : +852 2541 5041
傳真 : +852 2815 2239
www.bdo.com.hk

香港干諾道中111號
永安中心25樓

The Directors
King Fook Holdings Limited
9th Floor, King Fook Building
30-32 Des Voeux Road Central
Hong Kong

26th August, 2011

Dear Sirs

Accountant's report on the unaudited pro forma financial information to the directors of King Fook Holdings Limited (the "Company")

We report on the unaudited pro forma financial information of the Company and its subsidiaries (collectively referred to as the "Group"), which has been prepared by the directors of the Company, for illustrative purposes only, to provide information about how the proposed disposal of 1,314,000 shares of Hong Kong Exchanges and Clearing Limited (the "Disposal Proposal") might have affected the financial information presented, for inclusion in Appendix II of the Company's circular dated 26th August, 2011 (the "Circular"). The basis of preparation of the unaudited pro forma financial information is set out in the section headed "Unaudited pro forma financial information of the Group" in Appendix II to the Circular.

Respective responsibilities of directors of the Company and reporting accountant

It is the responsibility solely of the directors of the Company to prepare the unaudited pro forma financial information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

It is our responsibility to form an opinion, as required by paragraph 4.29(7) of the Listing Rules on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

Basis of opinion

We conducted our engagement in accordance with Hong Kong Standard on Investment Circular Reporting Engagements (HKSIR) 300 “Accountants’ Reports on Pro Forma Financial Information in Investment Circulars” issued by the HKICPA. Our work consisted primarily of comparing the unadjusted financial information with source documents, considering the evidence supporting the adjustments and discussing the unaudited pro forma financial information with the directors of the Company. This engagement did not involve independent examination of any of the underlying financial information.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the unaudited pro forma financial information of the Group has been properly compiled by the directors of the Company on the basis stated, that such basis is consistent with the accounting policies of the Group and that the adjustments are appropriate for the purposes of the unaudited pro forma financial information of the Group as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Our work did not constitute an audit or review made in accordance with Hong Kong Standards on Auditing or Hong Kong Standards on Review Engagements issued by the HKICPA, and accordingly, we did not express any such assurance on the unaudited pro forma financial information.

The unaudited pro forma financial information of the Group is for illustrative purposes only, based on the judgements and assumptions of the directors of the Company, and, because of its hypothetical nature, does not provide any assurance or indication that any event will take place in the future and may not be indicative of:

- the financial positions of the Group as at 31st March, 2011 or any future date; or
- the results of the Group for the year ended 31st March, 2011 or any future periods.

Opinion

In our opinion:

- a. the unaudited pro forma financial information of the Group has been properly compiled by the directors of the Company on the basis stated;
- b. such basis is consistent with the accounting policies of the Group; and
- c. the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Yours faithfully

BDO Limited

Certified Public Accountants

Li Wing Yin

Practising Certificate Number P05035

BDO Limited
香港立信德豪會計師事務所有限公司

BDO Limited, a Hong Kong limited company, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

RESPONSIBILITY STATEMENT

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

DISCLOSURE OF INTERESTS*Interests of Directors*

As at the Latest Practicable Date, the interests of the Directors in the share capital of the Company which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests which they were taken or deemed to have under such provisions of the SFO), or were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers in the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Name	Number of Shares	Nature of interest	Percentage of shareholding
Mr. Tang Yat Sun, Richard	18,619,000	(Note 1)	4.28%
Mr. Cheng Ka On, Dominic	1,748,000	Personal	0.40%
Mr. Ho Hau Hay, Hamilton	3,170,000	Corporate (Note 2)	0.73%

Notes:

1. 3,585,000 Shares are personal interest and 15,034,000 Shares are corporate interest (which Shares are held by Daily Moon Investments Limited in which Mr. Tang has a 100% interest).
2. These Shares are held by Tak Hung (Holding) Co. Ltd. in which Mr. Ho has a 40% interest.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or the chief executive of the Company had an interest or short position in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of the SFO) or which was required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers in the Listing Rules to be notified to the Company and the Stock Exchange.

None of the Directors was a director or employee of a company which had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as at the Latest Practicable Date.

Interests of experts in the Group

None of the experts named in the paragraph headed “Qualifications of experts” in this appendix has any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group as at the Latest Practicable Date.

Interests in assets

Save as disclosed in the paragraph headed “Interests in contracts or arrangements” below, none of the Directors or experts named in the paragraph headed “Qualifications of experts” in this appendix has any direct or indirect interest in any assets acquired or disposed of by or leased to any member of the Group or is proposed to be acquired or disposed of by or leased to any member of the Group since 31st March, 2011, being the date to which the latest published audited financial statements of the Company were made up.

Interests in contracts or arrangements

- (a) The Company has entered into a licence agreement with YCS pursuant to which the Company was granted an exclusive right for the design, manufacture and distribution of gold and jewellery products under the trademark of “King Fook” on a worldwide basis for a total consideration of HK\$1. The agreement commenced from 7th December, 1998 and does not fix the termination date.
- (b) KF Jewellery entered into a vehicle lease agreement dated 1st April, 2011 with YCS pursuant to which KF Jewellery leases a vehicle from YCS at the rent of HK\$1 per year for a term commencing from 1st April, 2011 and renewable automatically every 12 months after its commencement until one party serving one month’s advanced notice of termination to the other party.
- (c) KF Jewellery (as tenant) entered into a tenancy agreement dated 11th April, 2011 with Fabrico (Mfg) Limited (a wholly owned subsidiary of YCS) relating to Apartment F, 3rd Floor, Comfort Building, 88 Nathan Road, Kowloon for a term of two years from 1st April, 2011 at the monthly rent of HK\$25,000, exclusive of rates.
- (d) The Company and KF Jewellery (as tenants) and the Landlord entered into seven tenancy agreements all dated 8th July, 2011 in respect of Basement, Ground Floor, Mezzanine Floor, and 3rd, 5th, 6th, 8th, 9th and 10th Floors of King Fook Building, 30-32 Des Voeux Road Central, Hong Kong (“King Fook Building”) for a term of two years from 16th August, 2011 at the total monthly rent of HK\$781,465, exclusive of management fees and air-conditioning charges totalling HK\$54,810 per month, and rates.
- (e) The Company entered into an agreement dated 8th July, 2011 with the Landlord pursuant to which the Company is granted the right to use the furniture and fixtures at 3rd Floor of King Fook Building (which is used by the Group as conference rooms) at the monthly fee of HK\$25,480 for a term of two years from 16th August, 2011.

Mr. Yeung Ping Leung, Howard and Mr. Yeung Bing Kwong, Kenneth, together with other members of their family, control the management of YCS.

Save as disclosed above, none of the Directors had any interest in contracts or arrangements subsisting as at the Latest Practicable Date which was significant in relation to the business of the Group as a whole.

Service contracts

The Company entered into a consultation service agreement on 1st April, 2011 with Verbal Company Limited (“Verbal”) whereby Verbal provides the services of Mr. Yeung Ping Leung, Howard to the Group at a consultation fee of HK\$3,120,000 per annum plus a performance based incentive bonus. Mr. Yeung Ping Leung, Howard and Mr. Tang Yat Sun, Richard are directors of Verbal and Mr. Yeung Ping Leung, Howard has a beneficial interest in Verbal.

Save as disclosed above, there was no existing or proposed service contract between any member of the Group and any Director or proposed Director as at the Latest Practicable Date (excluding contracts expiring or determinable by the Group within one year without payment of compensation (other than statutory compensation)).

Competing business

Mr. Cheng Kar Shing, Peter is a director of Chow Tai Fook Jewellery Co. Ltd. (“Chow Tai Fook”). The gold ornament, jewellery and watch retailing business of Chow Tai Fook may compete with similar business of the Group.

Mr. Sin Nga Yan, Benedict is a director and general manager of Myer Jewelry Manufacturer Limited. The manufacturing and trading of fine and costume jewellery business of Myer Jewelry Manufacturer Limited and its subsidiaries (“Myer Group”) may compete with similar business of the Group.

Mr. Tang Yat Sun, Richard is a director of Hang Seng Bank Limited (“Hang Seng”). The bullion trading, securities broking and money exchange business of Hang Seng may compete with similar business of the Group.

The Group has experienced senior management independent of the above-named Directors to conduct its business and is therefore capable of carrying on its business independently of and at arm’s length from the respective businesses of Chow Tai Fook, Myer Group and Hang Seng.

Save as disclosed above, none of the Directors had any interest in any business which competes or is likely to compete, either directly or indirectly, with the Group’s business as at the Latest Practicable Date.

LITIGATION

During the year ended 31st March, 2006, the Group discovered that a former director of KF Securities had misappropriated securities belonging to its clients. Such securities had a total market value of about HK\$28,800,000. In this regard, the Group has an insurance policy with a cover of HK\$15,000,000 (subject to an excess of HK\$3,000,000). KF Securities commenced a legal proceeding against the underwriters of such insurance policy in February 2011 and claimed for the sum of HK\$16,000,000 for the losses suffered as a result of relevant events insured pursuant to the terms of the contract of insurance of HK\$15,000,000 and costs and expenses of HK\$1,000,000 as a consequence of conducting investigation.

Save as disclosed above, neither the Company nor any of its subsidiaries was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened against the Company or any of its subsidiaries as at the Latest Practicable Date.

QUALIFICATIONS OF EXPERTS

The qualifications of the experts who have given opinions in this circular are as follows:

Name	Qualification
BDO Limited	Certified Public Accountants
Sommerley Limited	A licensed corporation under the SFO to carry out type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO

CONSENTS

The experts named in the paragraph headed “Qualifications of experts” in this appendix have given and have not withdrawn their respective written consents to the issue of this circular with copy of its letter (in the case of BDO Limited) and the references to their names included herein in the form and context in which they are respectively included.

MATERIAL CONTRACTS

No contracts (not being contracts entered into in the ordinary course of business) have been entered into by any member of the Group within the two years preceding the date of this circular which are or may be material.

GENERAL

- (a) The secretary of the Company is Ms. Cheung Kit Man, Melina. She holds a bachelor degree in business administration from The Chinese University of Hong Kong and has over 27 years’ experience in company secretarial work.
- (b) The share registrar of the Company is Computershare Hong Kong Investor Services Limited at 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the office of Jennifer Cheung & Co. at Unit A, 19th Floor, Two Chinachem Plaza, 68 Connaught Road Central, Hong Kong during normal business hours up to and including 9th September, 2011:

- (a) the Memorandum and Articles of Association of the Company;
- (b) the annual reports of the Company for the two years ended 31st March, 2011;
- (c) the reports of BDO Limited on (i) the unaudited pro forma financial information of the Group, the text of which is set out in Appendix II; and (ii) review of the income statement on and valuation attributable to the Disposal Shares under the Disposal Proposal set out in “Letter from the Board”;
- (d) the consultation service agreement referred to in the paragraph headed “Service contracts” in this appendix; and
- (e) the written consents referred to in the paragraph headed “Consents” in this appendix.

NOTICE OF ANNUAL GENERAL MEETING



king fook holdings limited 景福集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 280)

NOTICE IS HEREBY GIVEN that the annual general meeting of the abovementioned company (the “Company”) will be held at 12:00 noon on Tuesday, 27th September, 2011 at The Ballroom, 18th Floor, The Mira Hong Kong, 118-130 Nathan Road, Kowloon, Hong Kong for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and independent auditor for the year ended 31st March, 2011.
2. To declare a final dividend of HK0.8 cent per share for the year ended 31st March, 2011.
3. To elect directors and to authorise the board of directors to fix the directors’ remuneration.
4. To appoint auditor and to authorise the board of directors to fix its remuneration.
5. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

A. “THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make and grant offers, agreements and options which would or might require shares to be allotted be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period to make and grant offers, agreements and options which would or might require shares to be allotted after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue or a scrip dividend scheme or similar arrangement of the Company or the exercise of the subscription rights under the share option scheme of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory).”

- B. “THAT the disposal of up to 1,314,000 shares of HK\$1 each of Hong Kong Exchanges and Clearing Limited (“Disposal Shares”) owned by King Fook Securities Company Limited, a wholly owned subsidiary of the Company, to purchasers (who and whose ultimate beneficial owners are independent and not connected with the Company, any directors, chief executive officer or substantial shareholders of the Company or any of its subsidiaries or their respective associates) at prevailing market prices (which shall not be less than HK\$40 per Disposal Share) on-market through The Stock Exchange of Hong Kong Limited within a period of one year from 3rd October, 2011 and on such terms and conditions as may be determined by the directors of the Company from time to time be and is hereby approved and that the directors of the Company be and are hereby authorised to implement the same.”

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

Hong Kong, 26th August, 2011

Registered office:

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice (the “Meeting”) 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. In order to be valid, a form of proxy must be deposited at the Company’s registered office 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.
2. The register of members of the Company will be closed from 3rd October, 2011 to 6th October, 2011, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on 30th September, 2011.