

LETTER FROM THE BOARD

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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)

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*
Yeung Ka Shing*
Lau To Yee**
Cheng Kar Shing, Peter**
Chan Chak Cheung, William**
Ho Hau Hay, Hamilton**
Sin Nga Yan, Benedict**

* *Non-executive Directors*

** *Independent non-executive Directors*

Registered office:

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

25th July, 2012

To the shareholders

Dear Sir or Madam,

PROPOSAL RELATING TO AMENDMENT OF ARTICLES OF ASSOCIATION NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

At the annual general meeting of King Fook Holdings Limited (the “Company”) for the year ended 31st March, 2012, resolution will be proposed to amend the Articles of Association of the Company.

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The purpose of this circular is to give you further details of the abovementioned proposal and notice of the annual general meeting of the Company for the year ended 31st March, 2012 (the “AGM”).

AMENDMENT OF ARTICLES OF ASSOCIATION

It is proposed to amend the Company’s Articles of Association as follows:

- (i) the existing provisions of Article 107(H)(v) and (J) be deleted;
- (ii) the existing Article 107(H)(vi) and (vii) be renumbered as Article 107(H)(v) and (vi) respectively; and
- (iii) the existing Article 107(K) be re-numbered as Article 107(J) and the words “Article 107(K)” therein be deleted and be replaced by the words “Article 107(J)”.

The effects of the proposed amendment of the Company’s Articles of Association are to remove the exemption which allows a director of the Company to vote on any board resolution in respect of any contract or arrangement concerning a company in which the director together with any of his associates owns no more than 5 per cent of the issued shares or voting rights of any class of shares of such company in compliance with the new requirements of Rule 13.44 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

ANNUAL GENERAL MEETING

You will find on pages 3 to 5 of this circular a notice of the AGM to be held at 12:00 noon on 24th August, 2012 at The Ballroom, 18th Floor, The Mira Hong Kong, 118 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 directors 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 a special resolution to approve the proposed amendment of the Articles of Association of the Company.

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.

RECOMMENDATION

The directors consider that the proposed amendment of the Articles of Association of the Company are in the interest of the Company and so recommend you to vote in favour of the relevant resolution at the AGM. The directors will vote all their shareholdings in favour of such resolution.

Yours faithfully,
Yeung Ping Leung, Howard
Chairman

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 OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the abovenamed company (the “Company”) will be held at 12:00 noon on 24th August, 2012 at The Ballroom, 18th Floor, The Mira Hong Kong, 118 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, 2012.
2. To declare a final dividend of HK0.7 cent per share for the year ended 31st March, 2012.
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, of which resolution no. 5A will be proposed as an ordinary resolution and resolution no. 5B will be proposed as a special resolution:

ORDINARY RESOLUTION

A. “THAT:

- (a) subject to paragraph (c), 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 or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (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
- (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 exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

SPECIAL RESOLUTION

- B. “THAT the existing Articles of Association of the Company be and are hereby amended in the manner set out in the section headed “Amendment of Articles of Association” in the circular of the Company dated 25th July, 2012 (a copy of which section has been submitted to the meeting and signed by the Chairman of the meeting for the purpose of identification).”

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

Hong Kong, 25th July, 2012

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, the 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 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 on 31st August, 2012 and no transfer of shares will be effected on that date. In order to qualify for the final dividend to be approved at the Meeting, 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 August, 2012.

As at the date of this notice, the executive directors of the Company 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 directors are Mr. Wong Wei Ping, Martin and Mr. Yeung Ka Shing; 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 and Mr. Sin Nga Yan, Benedict.

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