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六福集團(國際)有限公司

LUK FOOK HOLDINGS (INTERNATIONAL) LIMITED

(於百慕達註冊成立之有限公司)
(Incorporated in Bermuda with Limited Liability)
Stock Code 股份代號 : 0590

CONNECTED TRANSACTIONS

Supplemental Agreements to the Licensing and Maintenance Agreement

Reference is made to the announcements of the Company dated 14 May 2012 and 16 May 2012 in relation to the Licensing Agreement and the Maintenance Agreement entered into between Luk Fook Holdings and GS Tech. On 21 June 2013, Luk Fook Holdings and GS Tech have entered into the Supplemental Agreements to supplement certain terms of the Licensing Agreement and the Maintenance Agreement, the details of which are set out in this announcement.

GS Tech is indirectly held as to 92% by a family trust, the beneficiaries of which are Mr. WONG Wai Sheung, Ms. LUK Chui Yee, Mr. WONG Ho Lung, Danny and Ms. WONG Lan Sze, Nancy (the "**Beneficiaries**"). Mr. Wong Wai Sheung is the Company's Director, Ms. LUK Chui Yee is the spouse of Mr. WONG Wai Sheung whereas Mr. WONG Ho Lung, Danny and Ms. WONG Lan Sze, Nancy are also the executive directors of the Company. They are connected persons of the Company under the Listing Rules. Therefore, GS Tech, being an associate of the Beneficiaries, is also a connected person of the Company and the Supplemental Agreements constitute connected transactions of the Company. The Beneficiaries who are also directors of the Company (i.e. Mr. Wong Wai Sheung, Mr. WONG Ho Lung, Danny and Ms. WONG Lan Sze, Nancy) did not vote on any board resolution of the Company regarding the Supplemental Agreements.

The Supplemental Agreements, the Licensing Agreement and the Maintenance Agreement, all of which are incidental to the use of the Products by the Luk Fook Group, are a series of transactions conducted between GS Tech and the Company and therefore the transactions contemplated under these agreements should be aggregated and regarded as one transaction pursuant to Rule 14A.25 of the Listing Rules. The aggregate amount of the considerations payable or paid by the Company (through Luk Fook Holdings) under the Supplemental Agreements (together with the Licensing Agreement and the Maintenance Agreement) represent more than 0.1% but less than 5% of the applicable percentage ratios (as defined in the Listing Rules) for the Company. Accordingly, the Supplemental Agreements are subject to the reporting and announcement requirements but are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

INTRODUCTION

Reference is made to the announcements of the Company dated 14 May 2012 and 16 May 2012 in relation to the Licensing Agreement and the Maintenance Agreement entered into between Luk Fook Holdings and GS Tech. On 21 June 2013, Luk Fook Holdings and GS Tech have entered into the Supplemental Agreements to supplement certain terms of the Licensing Agreement and the Maintenance Agreement, the details of which are set out in this announcement.

THE SUPPLEMENTAL LICENSING AGREEMENT AND THE SUPPLEMENTAL MAINTENANCE AGREEMENT

The Supplemental Licensing Agreement

Under the Licensing Agreement, Luk Fook Holdings has agreed to pay a license fee of HK\$10,560,000 to GS Tech for its grant of a license for the Luk Fook Group to use the Products at the retail outlets operated by the Luk Fook Group at the time of execution of the Licensing Agreement. Following the execution of the Licensing Agreement, Luk Fook Group has opened the New Retail Outlets and Office Units.

On 21 June 2013, Luk Fook Holdings and GS Tech entered into the Supplemental Licensing Agreement such that the license granted under the Licensing Agreement would be extended to include the New Retail Outlets and Office Units. In consideration of this arrangement, Luk Fook Holdings will pay GS Tech an additional amount of HK\$2,513,373 (the "**Additional License Fee**"), which shall be settled by Luk Fook Holdings within one month after the date of the Supplemental Licensing Agreement. The Additional License Fee is determined by the parties with reference to the number of New Retail Outlets and Office Units and the valuation of the fair value of the Products as at 13th February 2012 performed by Greater China Appraisal Limited at the time when the Licensing Agreement was entered into.

The Supplemental Maintenance Agreement

Under the Maintenance Agreement, Luk Fook Holdings has agreed to pay a maintenance fee of HK\$2,112,000 to GS Tech in twelve monthly installments during the period from April 2012 to March 2013 in relation to the maintenance services provided by GS Tech for the Products.

On 21 June 2013, Luk Fook Holdings and GS Tech entered into the Supplemental Maintenance Agreement such that Luk Fook Holdings will pay GS Tech an additional amount of HK\$412,993 (the "**Additional Maintenance Fee**") for the additional maintenance services provided by GS Tech for the Products used by the New Retail Outlets and Office Units. The Additional Maintenance Fee shall be settled by Luk Fook Holdings within one month after the date of the Supplemental Maintenance Agreement and is determined by the parties with reference to prevailing market rates.

Save as disclosed above, all other terms and conditions of the Licensing Agreement and Maintenance Agreement remain unchanged.

REASONS FOR THE SUPPLEMENTAL AGREEMENTS

The Company entered into the Supplemental Agreements such that (i) the license granted under the Licensing Agreement can be extended to include the New Retail Outlets and Office Units and (ii) additional maintenance services can be provided by GS Tech for the Products used by the New Retail Outlets and Office Units.

The Directors (including the independent non-executive directors of the Company) consider that the Supplemental Agreements were entered into on normal commercial terms, fair and reasonable and in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

GS Tech is indirectly held as to 92% by a family trust, the beneficiaries of which are Mr. WONG Wai Sheung, Ms. LUK Chui Yee, Mr. WONG Ho Lung, Danny and Ms. WONG Lan Sze, Nancy (the "**Beneficiaries**"). Mr. Wong Wai Sheung is the Company's Director, Ms. LUK Chui Yee is the spouse of Mr. WONG Wai Sheung whereas Mr. WONG Ho Lung, Danny and Ms. WONG Lan Sze, Nancy are also the executive directors of the Company. They are connected persons of the Company under the Listing Rules. Therefore, GS Tech, being an associate of the Beneficiaries, is also a connected person of the Company and the Supplemental Agreements constitute connected transactions of the Company. The Beneficiaries who are also directors of the Company (i.e. Mr. Wong Wai Sheung, Mr. WONG Ho Lung, Danny and Ms. WONG Lan Sze, Nancy) did not vote on any board resolution of the Company regarding the Supplemental Agreements.

The Supplemental Agreements, the Licensing Agreement and the Maintenance Agreement, all of which are incidental to the use of the Products by the Luk Fook Group, are a series of transactions conducted between GS Tech and the Company and therefore the transactions contemplated under these agreements should be aggregated and regarded as one transaction pursuant to Rule 14A.25 of the Listing Rules. The aggregate amount of the considerations payable or paid by the Company (through Luk Fook Holdings) under the Supplemental Agreements (together with the Licensing Agreement and the Maintenance Agreement) represent more than 0.1% but less than 5% of the applicable percentage ratios (as defined in the Listing Rules) for the Company. Accordingly, the Supplemental Agreements are subject to the reporting and announcement requirements but are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

GENERAL

The principal activity of the Company is investment holding. Its subsidiaries are principally engaged in the retailing and wholesaling of platinum and gold jewellerys and gold ornaments, gem-set jewellerys, jadeites, gemstones, and other accessory items.

The principal activity of the GS Tech is the provision of software programs and IT services, including the maintenance of its software programs for its end-users.

DEFINITIONS

Unless the context otherwise requires, capitalised terms used in this announcement shall have the following meanings:

“Company”	Luk Fook Holdings (International) Limited, a company incorporated in the Bermuda with limited liability and the issued shares of which are listed on The Stock Exchange of Hong Kong Limited
“GS Tech”	GS Tech Company Limited, a company incorporated in Hong Kong
“Licensing Agreement”	the licensing agreement entered into between Luk Fook Holdings and GS Tech on 11 May 2012 in relation to the grant of a licence to use the Products by GS Tech to the Luk Fook Group

“Supplemental Licensing Agreement”	the supplemental agreement entered into between Luk Fook Holdings and GS Tech on 21 June 2013 to supplement certain terms under the Licensing Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Luk Fook Group”	the Company, its direct and indirect subsidiaries and any company whose shareholder or partner is a direct or indirect subsidiary of the Company
“Luk Fook Holdings”	Luk Fook Holdings Company Limited, a company incorporated in Hong Kong which is indirectly wholly-owned by the Company
“Maintenance Agreement”	the maintenance agreement entered into between Luk Fook Holdings and GS Tech on 11 May 2012 in relation to the provision of certain maintenance services by GS Tech to the Luk Fook Group relating to the Products
“Supplemental Maintenance Agreement”	the supplemental agreement entered into between Luk Fook Holdings and GS Tech on 21 June 2013 to supplement certain terms under the Maintenance Agreement
“New Retail Outlets and Office Units”	new retail outlets operated under the brand name of "Luk Fook" and new office units opened during the period from the execution of the Licensing Agreement up to 31 March 2013
“Products”	the computer programs in object code form in respect of the certain computerized systems installed at the Luk Fook Group's retail outlets and/or authorized office units, the details of which are disclosed in the announcements of the Company dated 14 May 2012 and 16 May 2012.

“Supplemental
Agreements”

the Supplemental Licensing Agreement and the Supplemental
Maintenance Agreement

By Order of the Board
Luk Fook Holdings (International) Limited
Wong Wai Sheung
Chairman & Chief Executive

Hong Kong, 21 June 2013

As at the date of this announcement, the Company's Executive Directors are Mr. WONG Wai Sheung (Chairman & Chief Executive), Mr. TSE Moon Chuen (Deputy Chairman), Mr. WONG Ho Lung, Danny (Deputy Chairman), Miss WONG Lan Sze, Nancy, Miss WONG Hau Yeung and Miss CHUNG Vai Ping; the Non-executive Directors are Miss YEUNG Po Ling, Pauline, Mr. HUI King Wai, Mr. HUI Chiu Chung, JP and Mr. LI Hon Hung, MH, JP; the Independent Non-executive Directors are Mr. LO Mun Lam, Raymond, Mr. TAI Kwok Leung, Alexander, Mr. IP Shu Kwan, Stephen, GBS, JP, Mr. FOK Kwong Man and Mr. MAK Wing Sum, Alvin.