
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Luk Fook Holdings (International) Limited**, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Luk Fook Holdings (International) Limited (the "Company") to be held at 17/F., Luk Fook Jewellery Centre, No. 239 Temple Street, Jordan, Kowloon, Hong Kong on 20 August 2014 (Wednesday) at 11:30 a.m., is set out on pages 14 to 17 of this circular. Whether or not you are able to attend the Annual General Meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and 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 you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

18 July 2014

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DEFINITIONS

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

“AGM”	The Annual General Meeting of the Company to be held at 17/F., Luk Fook Jewellery Centre, No. 239 Temple Street, Jordan, Kowloon, Hong Kong on 20 August 2014 (Wednesday) at 11:30 a.m. or any adjournment thereof
“Board”	The board of directors of the Company
“Bye-laws”	The Bye-laws of the Company
“Company”	Luk Fook Holdings (International) Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange
“Director(s)”	The director(s) of the Company
“Group”	The Company and its subsidiaries
“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
“Issue Mandate”	The general mandate to be granted to the Directors to exercise the power of the Company to issue Shares
“Latest Practicable Date”	10 July 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion herein
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Luk Fook (Control)”	Luk Fook (Control) Limited, a company incorporated in British Virgin Islands, the ultimate holding company of the Company
“Repurchase Mandate”	The general mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	Fully paid ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	The registered holder(s) of the Share(s) of the Company

LETTER FROM THE BOARD



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

Executive Directors:

WONG Wai Sheung (*Chairman & Chief Executive*)
TSE Moon Chuen (*Deputy Chairman*)
WONG Hau Yeung
WONG Lan Sze, Nancy
CHUNG Vai Ping

Non-executive Directors:

WONG Ho Lung, Danny (*Deputy Chairman*)
YEUNG Po Ling, Pauline
HUI Chiu Chung, JP
LI Hon Hung, MH, JP

Independent Non-executive Directors:

TAI Kwok Leung, Alexander
IP Shu Kwan, Stephen, GBS, JP
FOK Kwong Man
MAK Wing Sum, Alvin
WONG Yu Pok, Marina, JP

Registered Office:

Canon's Court,
22 Victoria Street,
Hamilton HM12,
Bermuda

*Head Office and Principal Place
of Business in Hong Kong:*

Luk Fook Jewellery Centre,
No. 239 Temple Street,
Jordan, Kowloon,
Hong Kong

18 July 2014

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with details of the Issue Mandate, the Repurchase Mandate and the re-election of the retiring Directors to be dealt with at the forthcoming AGM.

LETTER FROM THE BOARD

The Directors propose to seek the approval of the Shareholders at the AGM for the following:

1. Issue Mandate to issue Shares up to a maximum of 20% of the Shares in issue as at the date of passing the relevant resolution;
2. Repurchase Mandate to repurchase Shares up to a maximum of 10% of the Shares in issue as at the date of passing the relevant resolution; and
3. the Issue Mandate shall be extended to the Shares that are allowed to be repurchased by the Company pursuant to the Repurchase Mandate.

II. GENERAL MANDATE TO ISSUE SHARES

Ordinary resolutions will be proposed at the AGM: (i) to grant an Issue Mandate to the Directors to issue and otherwise deal with Shares up to a maximum of 20% of the issued share capital of the Company as at the date of passing such resolution; and (ii) to approve the addition to the Issue Mandate of any Shares repurchased by the Company under the authority of the Repurchase Mandate as at the date of passing such resolution. The Directors have no present intention to issue any new Shares. As at the Latest Practicable Date, the number of Shares in issue was 589,107,850. On the basis of such figure (assuming no further Shares are issued or repurchased after and up to the date of passing such resolution), the Directors would be authorised to issue Shares up to a maximum of 117,821,570.

III. GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be granted a general and unconditional mandate to exercise all the powers of the Company to repurchase Shares subject to the criteria set out in this letter. The Shareholders should note that the authority relates only to purchase made on the Stock Exchange and otherwise in accordance with the Listing Rules. All repurchases of shares must be approved in advance by an ordinary resolution, which may be by way of general mandate, or by specific approval in relation to specific transactions.

In addition, the general mandate will continue in force during the Relevant Period (as referred to in paragraph (c) of resolution (the "Resolution") no. 6 set out in the notice of the AGM of the Company), which means the period from the passing of the Resolution until whichever is the earlier of:

- (i) the conclusion of the next AGM of the Company;
- (ii) the expiration of the period within which the next AGM of the Company is required by the Bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under the Resolution by ordinary resolution of the shareholders in general meeting.

LETTER FROM THE BOARD

IV. RE-ELECTION OF RETIRING DIRECTORS

In relation to the Resolution no. 3 set out in the notice of the AGM, pursuant to Bye-law 99 of the Bye-laws, Mr. WONG Wai Sheung, Mr. WONG Ho Lung, Danny, Ms. WONG Hau Yeung, Mr. LI Hon Hung and Mr. TAI Kwok Leung, Alexander shall retire from office by rotation at the AGM. Pursuant to Bye-law 102(B) of the Bye-laws, Ms. WONG Yu Pok, Marina who was appointed as Independent Non-executive Director of the Company on 20 August 2013 shall hold office until the AGM and shall be eligible for re-election at the AGM. All the retiring directors, being eligible, will offer themselves for re-election at the AGM.

Biographical details of the retiring Directors proposed for re-election are set out in Appendix II to this circular.

V. NOTICE OF ANNUAL GENERAL MEETING

Notice of the AGM is set out on pages 14 to 17 of this circular. A form of proxy for appointing proxy is despatched with this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (lukfook.com) respectively. Whether or not you intend to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions stated thereon and return it to the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at general meetings must be taken by poll. The chairman of the AGM will demand a poll for every resolution put to the vote at the AGM pursuant to the Bye-laws. An announcement on the poll voting results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (lukfook.com) respectively after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

VI. 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 Company. The Directors, having made all reasonable enquiries, 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.

LETTER FROM THE BOARD

VII. RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company as well as its Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of all relevant resolutions set out in the notice of the AGM.

Yours faithfully,
For and on behalf of the Board
WONG Wai Sheung
Chairman & Chief Executive

This Appendix serves as an Explanatory Statement as required by the Listing Rules, to provide certain information to you for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 589,107,850 Shares in issue.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase up to a maximum of 58,910,785 Shares, being 10 per cent of the issued share capital of the Company as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange, or on any other stock exchange on which the Shares may be listed. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

Repurchases of shares would be funded out of funds legally available for the purpose in accordance with the Memorandum of Association of the Company, the Bye-laws and the applicable laws of Bermuda. Repurchases of shares pursuant to the Repurchase Mandate would be financed entirely from the Company's paid up share capital plus funds available for dividends or distribution to Shareholders and the share premium account.

The exercise of the Repurchase Mandate in full might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the Company's annual report for the year ended 31 March 2014. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company unless the Directors consider that such purchases are in the best interests of the Company.

4. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is granted by Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the Bye-laws.

No connected persons (as defined in the Listing Rules) of the Company, have notified the Company that they have a present intention to sell, or have undertaken not to sell, any Shares to the Company in the event that the Company is authorised to make purchases of Shares.

5. TAKEOVERS CODE CONSEQUENCES

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's or group of Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Luk Fook (Control), being the controlling shareholder of the Company, was interested in 234,185,672 Shares, representing approximately 39.75 per cent of the issued share capital of the Company.

In the event that the Repurchase Mandate is exercised in full, the interests of Luk Fook (Control) in the issued share capital of the Company would be increased from approximately 39.75 per cent to approximately 44.17 per cent and Luk Fook (Control) would be obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such extent that would give rise to an obligation on the part of Luk Fook (Control) to make a mandatory general offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Board is not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate.

6. SHARE PURCHASES MADE BY THE COMPANY

No Shares had been repurchased by the Company, whether on the Stock Exchange or otherwise, during the six months preceding the Latest Practicable Date.

7. MARKET PRICES

The following table shows the highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date:

Month	Traded Market Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2013		
July	23.250	17.360
August	26.900	21.950
September	26.900	24.000
October	28.500	23.900
November	31.500	26.300
December	30.000	27.750
2014		
January	34.000	24.900
February	27.950	24.450
March	27.000	23.850
April	25.850	21.150
May	22.400	19.280
June	23.500	19.260
July (up to the Latest Practicable Date)	24.250	23.000

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

The Biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out as follows:

Mr. WONG Wai Sheung

Mr. WONG Wai Sheung, aged 63, is the founder, Chairman, Chief Executive and Executive Director of the Group. He is also a member of the Remuneration Committee and Nomination Committee. Mr. Wong has over 47 years of experience in the jewellery industry and is responsible for the overall strategic planning and management of the Group. He is a member of the Guangzhou Huadu District Municipal Committee of the Chinese People's Political Consultative Conference, the Associate Director of The Kowloon Gold Silver and Jewel Merchant's Staff Association, the Honorary Permanent Chairman of Hong Kong Jade Association, Chairman of Supervisory Committee of The Kowloon Pearls, Precious Stones, Jade, Gold and Silver Ornament Merchants Association, the Honorary Chairman of Macau Goldsmith's Guild, the Honorary Chairman of the First General Committee of Guangdong Golden Jewelry and Jade Industry's Association, the Honorary Vice-president of the Gems & Jewelry Trade Association of China, the Honorary Chairman of the Hong Kong Small and Medium Enterprises Association, the Honorary Chairman of Hong Kong Gemstone Manufacturers' Association as well as the President of Hong Kong Precious Metals Traders Association Limited. He is also the elected member of General Committee of Hong Kong Brand Development Council. Mr. Wong is the father of Mr. WONG Ho Lung, Danny, Deputy Chairman and Non-executive Director of the Company and Ms. WONG Lan Sze, Nancy, Executive Director and Business Manager of the Company.

As at the Latest Practicable Date, Mr. Wong had interests in 248,756,787 Shares within the meaning of Part XV of the SFO. For the year ended 31 March 2014, his total emoluments amounted to HK\$69,291,000, including director's fee and discretionary bonus on performance, of which HK\$55,000 being the annual director's fee.

Mr. WONG Ho Lung, Danny

Mr. WONG Ho Lung, Danny ("Mr. Danny WONG"), aged 37, is the Deputy Chairman and Non-executive Director of the Group. He was re-designated from Executive Director to Non-executive Director on 6 June 2014 upon his appointment as the Chief Executive Officer of China Gold Silver Company Limited, an associated company of the Company which conducts the jewellery retail and franchise business under the brandname of "3D-Gold" in Hong Kong, Macau and Mainland China. He joined the Group as the Operations Manager in 2002. Mr. Danny WONG is an active participant in the community and is currently a Standing Committee member for Sihui County, Guangdong Province, of the Chinese People's Political Consultative Conference; Permanent President of Sze Wui and Kwong Ning Clansman's Association (Hong Kong) Limited; a supervisory committee member of The Kowloon Pearls, Precious Stones, Jade, Gold and Silver Ornament Merchants Association and Honorary President of Junior Police Call of Kwai Tsing District. In December 2008, Mr. Danny WONG received the GIA Diamond Graduate title. He is the son of Mr. WONG Wai Sheung, the Group's Chairman, Chief Executive and Executive Director and the elder brother of Ms. WONG Lan Sze, Nancy, Executive Director and Business Manager of the Company.

As at the Latest Practicable Date, Mr. Danny WONG had interests in 1,881,050 Shares within the meaning of Part XV of the SFO. He is entitled to an annual director's fee of HK\$110,000 per annum with an annual consultancy fee of HK\$60,000.

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Ms. WONG Hau Yeung

Ms. WONG Hau Yeung, aged 41, is the Executive Director and Deputy General Manager of the Group. She initially joined the Group in 1994 and has served various departments including the Operations Department for about 7 years until 2002. Ms. Wong rejoined the Group in 2004 to serve the Administration & Human Resources Department and is responsible for the development and operation management for the Group's business and co-ordinates human resources management and training of the Group. She holds a Master's Degree in Business Administration from University of Southern Queensland. Besides, Ms. Wong is a member of the Liaison Committee of Guangzhou Panyu District Committee of the Chinese People's Political Consultative Conference, a member of the Jewellery Industry Training Advisory Committee and the Honorary Life President of Hong Kong Pun Yue Industrial and Commercial Fellowship Association. She has over 20 years of experience in the jewellery industry.

As at the Latest Practicable Date, Ms. Wong held 60,000 Shares within the meaning of Part XV of the SFO. For the year ended 31 March 2014, her total emoluments amounted to HK\$6,367,000, including director's fee and discretionary bonus on performance, of which HK\$55,000 being the annual director's fee.

Mr. LI Hon Hung, MH, JP

Mr. LI Hon Hung, MH, JP, aged 57, has been appointed as Non-executive Director of the Company since 1 October 2011. Mr. Li holds a Diploma of Architectural Design from Humber College of Toronto, Canada in 1981 and a Bachelor's of Architecture from New York Institute of Technology. Mr. Li was awarded the Certificate of Registration Authorized Person (List of Architects) by the Government of the HKSAR in 1989. In professional qualification aspect, Mr. Li is a Fellow of Hong Kong Institute of Architects and a Member of Architect Registration Board and Royal Institute of British Architects. He also got the PRC Class 1 Registered Architect Qualification. Mr. Li has extensive architecture experience and is a Director of Li & Siu Associates Ltd and A. Li & Associates Architects Ltd. In addition, he is a Director of Keen Mind Kindergarten. Mr. Li was appointed as a District Council Member of Sham Shui Po District from 2000 to 2007 and awarded the Chief Executive's Commendation For Community Service and Medal of Honor. He was also appointed by the Government of the HKSAR a Justice of the Peace in 2008. Mr. Li has been appointed to various positions over the years including: Chairman of Sham Shui Po District Office (East Liaison Team), Chairman of Sham Shui Po District Fire Safety Committee, Chairman of Sham Shui Po Council for the Promotion of Cultural and Recreation Service Limited, Vice-chairman of Sham Shui Po District Fight Crime Committee, Chairman of Sham Shui Po District Junior Police Call, Honorary President of Kowloon City District Junior Police Call, Chairman of Yau Yat Chuen Residents Association Ltd, President of Police Dragon Boat Club, President of HK General Tai Shan Clansmen Association Limited and Chartered President of Lions Club of Sham Shui Po Hong Kong.

As at the Latest Practicable Date, Mr. Li held 782,437 Shares within the meaning of Part XV of the SFO. Mr. Li is entitled to an annual director's fee of HK\$110,000 with an annual consultancy fee of HK\$60,000.

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Mr. TAI Kwok Leung, Alexander

Mr. TAI Kwok Leung, Alexander, aged 56, has been an Independent Non-executive Director of the Company since July 2008 and is the Chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee of the Company. Mr. Tai graduated from Victoria University of Wellington in New Zealand with a degree in Bachelor of Commerce and Administration in 1982 and became an associate member of the Hong Kong Institute of Certified Public Accountants in 1983. Mr. Tai has extensive accountancy, corporate finance and investment experience in Hong Kong and overseas. Mr. Tai is an executive director of Investec Capital Asia Limited (formerly known as Access Capital Asia Limited), a licensed corporation under the SFO to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities. Mr. Tai is an Independent Non-executive Director of Anhui Conch Cement Company Limited (Stock Code: 0914) which is listed on the Main Board of The Stock Exchange of Hong Kong Limited. Mr. Tai was previously a Non-executive Director of First Credit Finance Group Limited (Stock Code: 8215) which is listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited and also an Independent Non-executive Director of Honghua Group Limited (Stock Code: 0196) which is listed on the Main Board of The Stock Exchange of Hong Kong Limited.

As at the Latest Practicable Date, Mr. Tai did not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Tai is entitled to a director's fee of HK\$300,000 per annum.

Ms. WONG Yu Pok, Marina, JP

Ms. WONG Yu Pok, Marina, JP, aged 65, is an Independent Non-executive Director, a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company. Ms. Wong joined the Company on 20 August 2013. Ms. Wong had been with PricewaterhouseCoopers for over 30 years specializing in the Mainland China tax and business advisory services. Since 1978, she was responsible for the development of the firm's business in Mainland China. Ms. Wong joined Tricor Services Limited as a director from 2004 to 2006 after her retirement as a partner from PricewaterhouseCoopers in 2004. Ms. Wong is the Chairman of The Applied Research Council, a member of Lump Sum Grant Independent Complaints Handling Committee and a member of Advisory Committee on Social Work Training and Manpower Planning. She is also a Fellow Member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants.

Ms. Wong is also an Independent Non-executive Director of Hong Kong Ferry (Holdings) Company Limited (Stock Code: 0050), Kerry Properties Limited (Stock Code: 0683) and Kerry Logistics Network Limited (Stock Code: 0636), which are listed on the Main Board of The Stock Exchange of Hong Kong Limited and an independent director of China World Trade Center Co., Ltd. (a company listed on the Shanghai Stock Exchange).

As at the Latest Practicable Date, Ms. Wong did not have any interest in the Shares within the meaning of Part XV of the SFO. Ms. Wong is entitled to a director's fee of HK250,000 per annum.

**APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS
PROPOSED FOR RE-ELECTION**

Save as disclosed above, each of the retiring directors does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; each of them did not hold any directorships in any other listed public companies in the last three years. In addition, there is no other information which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters that need to be brought to the attention of Shareholders, in respect of the re-election of the retiring Directors.

None of the Directors' service contracts requires the Company to give a period of notice of more than one year or to pay compensation or make other payments equivalent to more than one year's emoluments, other than statutory compensation. Pursuant to the Bye-laws, one-third of the Directors shall retire from office by rotation at each AGM of the Company.

All the abovementioned Directors are subject to retirement by rotation and re-election at the AGM in accordance with the Bye-laws. The fees and other emoluments of Directors are determined by the Remuneration Committee of the Company with reference to their responsibilities, industry norm and the prevailing market conditions.

NOTICE OF ANNUAL GENERAL MEETING



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

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 17/F., Luk Fook Jewellery Centre, No. 239 Temple Street, Jordan, Kowloon, Hong Kong on 20 August 2014 (Wednesday) at 11:30 a.m. for the following purposes:

1. To receive and consider the Audited Consolidated Financial Statement and the Reports of the Directors and Auditors for the year ended 31 March 2014.
2. To declare the final dividend for the year ended 31 March 2014.
3. To re-elect the retiring Directors, to authorise the Board to fix the remuneration of Directors.
4. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the Board to fix their remuneration.
5. As special business, to consider and, if thought fit, to pass with or without modifications the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (d) below) 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 it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above 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;
- (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) above, otherwise than pursuant to a Rights Issue (as defined in paragraph (d) below) or pursuant to an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to executives and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or any script dividend 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 Bye-laws of the Company, shall not exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval to the Directors in paragraph (a) above shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes 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 Bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the Shareholders in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors of the Company to the Shareholders on the register of shareholders of the Company on a fixed record date in proportion to their shareholdings as at that date (subject to such exclusions 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 recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

6. As special business, to consider and, if thought fit, to pass with or without modifications the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and it is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of share capital repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval to the Directors of the Company in paragraph (a) above 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 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 Bye-laws of the Company or any applicable laws to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the Shareholders in general meeting.”
7. As special business, to consider and, if thought fit, to pass with or without modifications the following resolution as an ordinary resolution:

“**THAT** conditional upon Resolutions nos. 5 and 6 above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors of the Company as mentioned in Resolution no. 6 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Resolution no. 5 above, provided that the amount of share capital repurchased by the Company shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution.”

By Order of the Board
CHAN So Kuen
Company Secretary

Hong Kong, 18 July 2014

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Notes:

1. Any member of the Company entitled to attend and vote at the Annual General Meeting of the Company shall be entitled to appoint another person as proxy to attend and vote instead of him. On a poll, votes may be given either personally or by proxy. A proxy needs not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
2. The instrument appointing a proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or the adjourned meeting.
3. The register of members of the Company for the Annual General Meeting will be closed from 18 August 2014 to 20 August 2014, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance at the Annual General Meeting to be held on 20 August 2014, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 15 August 2014.