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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**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

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A notice convening the Annual General Meeting of Luk Fook Holdings (International) Limited (the "Company") to be held at 27/F, Metropole Square, 2 On Yiu Street, Shatin, New Territories, Hong Kong on 18 August 2022 (Thursday) at 11:30 a.m., is set out on pages 15 to 19 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, 17M 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.

**In light of the current situation of the COVID-19 pandemic, the Company will implement the precautionary measures for the Annual General Meeting, details of which are set out on page 1 of this circular.**

18 July 2022

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## CONTENTS

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	<i>Page</i>
<b>Precautionary Measures for the Annual General Meeting</b> .....	1
<b>Definitions</b> .....	2
<b>Letter from the Board</b> .....	4
<b>Appendix I – Explanatory Statement</b> .....	8
<b>Appendix II – Biographical Details of Retiring Directors Proposed for Re-election</b> .....	11
<b>Notice of Annual General Meeting</b> .....	15

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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In light of the continuing risks posed by the COVID-19 pandemic, the Company will implement the following precautionary measures at the AGM to ensure the safety of the shareholders and participants attending the AGM:–

- (i) The number of seats of the AGM venue will be reduced to allow social distancing. As a result, there will be limited capacity for shareholders to attend the AGM.
- (ii) Shareholders who physically attend the AGM (in person or by proxy) will be split into different groups and will be arranged to sit in the main room and other rooms with video and audio link facilities, with not more than the maximum number of persons in each room as allowed by the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation.
- (iii) At the entrance of the AGM venue, a compulsory body temperature check will be conducted on every person (including but not limited to, shareholder or proxy or corporate representative) attending the AGM. Any person with a body temperature of over 37.4 degrees Celsius or who has any flu-like symptoms or is otherwise unwell will not be admitted to the AGM venue.
- (iv) Every attendee (including but not limited to, shareholder or proxy or corporate representative) is required to wear a surgical face mask before entering the AGM venue as well as throughout the course of the AGM.
- (v) No gifts, food or beverages will be provided at the AGM.

Any attendee who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the AGM venue.

Shareholders are requested (a) to consider carefully the risk of attending the AGM, which will be held in an enclosed environment; (b) to follow the guidelines or requirements of the Hong Kong Government relating to COVID-19 in deciding whether or not to attend the AGM; and (c) not to attend the AGM if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

The Company reminds all the shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. The Company strongly encourages shareholders to appoint the chairman of the AGM as his/her proxy to vote on the resolutions and to return his/her proxy form(s) to the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M 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 (i.e. not later than 11:30 a.m. on Tuesday, 16 August 2022), or adjourned meeting (as the case may be), instead of attending the AGM in person.

Subject to the development of COVID-19 pandemic, the Company may implement further precautionary measures for its AGM. The Company will announce relevant changes to any measures prior to the AGM, if necessary.

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## DEFINITIONS

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*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 27/F, Metropole Square, 2 On Yiu Street, Shatin, New Territories, Hong Kong on 18 August 2022 (Thursday) 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”	11 July 2022, 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

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## DEFINITIONS

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“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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers
“%”	Per cent

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## LETTER FROM THE BOARD

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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

*Executive Directors:*

WONG Wai Sheung

*(Chairman & Chief Executive Officer)*

TSE Moon Chuen *(Deputy Chairman)*

WONG Hau Yeung

WONG Lan Sze, Nancy

CHAN So Kuen

*Non-executive Directors:*

WONG Ho Lung, Danny *(Deputy Chairman)*

HUI Chiu Chung, JP

LI Hon Hung, BBS, MH, JP

*Independent Non-executive Directors:*

IP Shu Kwan, Stephen, GBS, JP

MAK Wing Sum, Alvin

WONG Yu Pok, Marina, JP

HUI King Wai

*Registered Office:*

Victoria Place, 5th Floor,

31 Victoria Street,

Hamilton HM 10,

Bermuda

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

15th, 20th, 25th & 27th Floor,

Metropole Square,

2 On Yiu Street,

Shatin, New Territories,

Hong Kong

18 July 2022

*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.

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## **LETTER FROM THE BOARD**

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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 587,107,850. 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 117,421,570.

### **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 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.

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## LETTER FROM THE BOARD

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### 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. TSE Moon Chuen, Mr. WONG Ho Lung, Danny, Mr. MAK Wing Sum, Alvin and Mr. HUI King Wai, shall retire from office by rotation at the AGM. All the retiring directors, being eligible, will offer themselves for re-election at the AGM.

Mr. MAK Wing Sum, Alvin, is an Independent Non-Executive Director who has served the Company for more than 9 years and a separate resolution will be proposed for his re-election at the AGM. Mr. MAK has confirmed that he satisfies all the criteria for independence set out in Rule 3.13 of the Listing Rules. In assessing the independence of Mr. MAK, the Nomination Committee and the Board considers that his duration of service will not interfere with his exercise of independent judgment and he has the required character, integrity to provide an independent, balanced and objective view to the affairs of the Company. The Board also believes that Mr. MAK will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity because of his familiarity with the Group's businesses and affairs.

In addition, Mr. MAK has been holding 5 listed company directorships including as an Independent Non-executive Director of the Company. However, the Board is of the view that Mr. MAK would still be able to devote sufficient time to the Board and has good communication with the management team and other independent non-executive directors to facilitate the decision making process of the Board. During the year ended 31 March 2022, Mr. MAK has attended all the meetings of the Board and the Board Committees. Details of his attendance records are set out in the Corporate Governance Report of the Company. Mr. MAK has remained responsible for his performance functions and discharged his duties to the Company through active participation at the Board by bringing about balance of views as well as knowledge, experience and expertise. Based on the foregoing, the Board believes that Mr. MAK's position outside the Company will not affect him in maintaining his current role in, and his functions and responsibilities for the Company.

The Nomination Committee has reviewed the structure, size and composition of the Board. With reference to the nomination principles and criteria set out in the Company's Nomination Policy and the Board Diversity Policy and taken into account each of the abovementioned directors' contributions to the Board and their commitment to their roles, the Nomination Committee has recommended to the Board the re-appointment of all directors who will retire and offer 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.



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## LETTER FROM THE BOARD

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### V. NOTICE OF ANNUAL GENERAL MEETING

Notice of the AGM is set out on pages 15 to 19 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](http://www.hkexnews.hk)) and the Company ([lukfook.com](http://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, at 17M 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](http://www.hkexnews.hk)) and the Company ([lukfook.com](http://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.

### 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

**Luk Fook Holdings (International) Limited**

**WONG Wai Sheung**

*Chairman & Chief Executive Officer*

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 587,107,850 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 58,710,785 Shares, being 10% 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 2022. 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 repurchases 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, Mr. WONG Wai Sheung, the Chairman, Chief Executive Officer, Executive Director, and a substantial shareholder of the Company, together with parties presumed to be acting in concert with him under the Takeovers Code ("WWS Concert Group") were interested in 256,328,787 Shares in aggregate, representing approximately 43.66% of the issued share capital of the Company.

In the event that the Repurchase Mandate is exercised in full, the interest of the WWS Concert Group in the issued share capital of the Company would be increased from approximately 43.66% to approximately 48.51% and the WWS Concert Group 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 the WWS Concert Group 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 REPURCHASE MADE BY THE COMPANY**

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the 6 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>
<b>2021</b>		
July	28.20	24.15
August	25.50	20.90
September	22.80	19.56
October	23.85	19.70
November	25.80	21.25
December	23.95	20.75
<b>2022</b>		
January	21.50	18.90
February	22.35	20.05
March	21.05	17.70
April	20.20	17.32
May	18.42	16.80
June	20.50	15.98
July (up to the Latest Practicable Date)	21.00	19.20

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

**Mr. TSE Moon Chuen**

Mr. TSE Moon Chuen, aged 71, is the co-founder of the Group. Presently, he is the Deputy Chairman, Executive Director and Deputy General Manager of the Group. He is also a member of the Nomination Committee. Mr. TSE has over 49 years of experience in jewellery retailing business and is responsible for the merchandising and production functions of the Group. Mr. TSE is an Executive Committee Member of the Diamond Federation of Hong Kong, China Limited, a Vice President of The Chinese Gold & Silver Exchange Society, the Vice Chairman of The Kowloon Pearls, Precious Stones, Jade, Gold and Silver Ornament Merchants Association, the President of The Tsuen Wan Festival Lightings Organizing Committee, a Member of the Kwun Tong District Junior Police Call (JPC) Honorary President Council, a Vice Chairman of Macau Goldsmith's Guild, a Director of Hong Kong, Guangzhou, Foshan and Zhaoqing Friendship Association, an Honorary President of Tsuen Wan Committee for Celebration of Reunification of Hong Kong with China, an Honorary President of Tsuen Wan Preparatory Community of National Day, a Vice President of Zhaoqing Overseas Friendship Association, an Executive Committee Member and Vice Director of Finance of Hong Kong Jewellers' & Goldsmiths' Association, a Vice Chairperson of Tsuen Wan District Fire Safety Ambassador Honorary Presidents' Association, an Honorary President of H.K. Gold & Silver Ornament Workers & Merchants General Union, the 20th Term Honorary Consultant of Hong Kong Precious Metals Traders Association Limited, an Honorary Consultant of Tsuen Wan Kwai Ching District Women's Association, the 9th Term Honorary President of Tsuen Wan District Elderly Welfare Association, an Honorary Chairman of Hong Kong Gemstone Manufacturers' Association and an Honorary President of Tsuen Wan New Town 60th Anniversary Celebration Organising Committee. Moreover, Mr. TSE was awarded the "Chief Executive's Commendation for Community Service" by the Government of the Hong Kong SAR.

As at the Latest Practical Date, Mr. TSE had interests in 453,344 Shares within the meaning of Part XV of the SFO. For the year ended 31 March 2022, his total emoluments amounted to HK\$3,455,841, including director's fee and discretionary bonus on performance, of which HK\$55,000 being the entitled annual director's fee.

**Mr. WONG Ho Lung, Danny**

Mr. WONG Ho Lung, Danny, aged 45, is the Deputy Chairman and Non-executive Director of the Group. He is also the Chief Executive Officer and Director of CGS. He joined the Group as an Operations Manager in 2002. Mr. Danny WONG is an active participant in the community and is currently a Permanent President of Sze Wui and Kwong Ning Clansman's Association (Hong Kong) Limited, the President of Sihui Dasha Town Clansman's Association (Hong Kong), an Executive Committee Member of Diamond Federation of Hong Kong, China Limited., a Supervisory Committee Member of Hong Kong Jewellers' & Goldsmiths' Association, an Executive Committee Member of The Kowloon Pearls, Precious Stones, Jade, Gold and Silver Ornament Merchants Association and a Member of Lions Club of Sham Shui Po Hong Kong. In December 2008, Mr. Danny WONG received the GIA Diamond Graduate title, and awarded the "CEO of the Year" by Capital CEO in 2017. He is the son of Mr. WONG Wai Sheung, the Group's Chairman, Chief Executive Officer and Executive Director and the elder brother of Ms. WONG Lan Sze, Nancy, Executive Director and Deputy Chief Executive Officer of the Group.

As at the Latest Practical Date, Mr. WONG had interests in 238,549,722 Shares within the meaning of Part XV of the SFO. For the year ended 31 March 2022, his total emoluments amounted to HK\$290,000, including director's fee and discretionary bonus on performance, of which HK\$110,000 being the entitled annual director's fee.

**Mr. MAK Wing Sum, Alvin**

Mr. MAK Wing Sum, Alvin, aged 69, was appointed as an Independent Non-executive Director of the Company in 2012 and is the Chairman of the Nomination Committee and Audit Committee and a member of the Remuneration Committee of the Company. Mr. MAK graduated from the University of Toronto with a Bachelor of Commerce degree in 1976. He is a member of the Canadian Institute of Chartered Accountants and the Hong Kong Institute of Certified Public Accountants. After working in Citibank for over 26 years, Mr. MAK retired on 1 May 2012. He last served as the Head of Markets and Banking for Citibank Hong Kong, being the country business manager for corporate and investment banking business. Mr. MAK had also held various other senior positions in Citibank including Head of Global Banking responsible for managing all the client relationship managers. Prior to that, he also managed the bank's Hong Kong corporate finance business, regional asset management business and was the Chief Financial Officer of North Asia. Before joining Citibank in 1985, Mr. MAK was an audit group manager at Coopers & Lybrand (now known as PricewaterhouseCoopers). He worked for Coopers & Lybrand for 8 years, 5 of which was in Toronto, Canada.

Mr. MAK is an Independent Non-executive Director of Lai Fung Holdings Limited (Stock Code: 1125), Hong Kong Technology Venture Company Limited (Stock Code: 1137), Goldpac Group Limited (Stock Code: 3315) and Crystal International Group Limited (Stock Code: 2232) which are listed on the Main Board of The Stock Exchange of Hong Kong Limited. He was formerly an Independent Non-executive Director of I.T Limited (Stock Code: 0999). Mr. MAK was admitted as a member of Hong Kong Housing Society in May 2015 and is currently a member of its Supervisory Board, Human Resources Committee and Task Force on Financing.

As at the Latest Practicable Date, Mr. MAK did not have any interest in the Shares within the meaning of Part XV of the SFO. For the year ended 31 March 2022, Mr. MAK was entitled to a director's fee of HK\$300,000.

**Mr. HUI King Wai**

Mr. HUI King Wai, aged 72, was appointed as an Independent Non-executive Director of the Company in 2015 and is a member of each of the Audit Committee, Nomination Committee and Remuneration Committee of the Company. He is a solicitor practising in Hong Kong. Mr. HUI is currently a consultant of Holman Fenwick Willan. Mr. HUI was a Non-executive Director of the Group during the period from 1999 to 2013.

As at the Latest Practicable Date, Mr. HUI did not have any interest in the Shares within the meaning of Part XV of the SFO. For the year ended 31 March 2022, Mr. HUI was entitled to a director's fee of HK\$250,000.

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 above mentioned 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.



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## NOTICE OF ANNUAL GENERAL MEETING

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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

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at 27/F, Metropole Square, 2 On Yiu Street, Shatin, New Territories, Hong Kong on 18 August 2022 (Thursday) at 11:30 a.m. for the following purposes:

1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and Independent Auditor for the year ended 31 March 2022.
2. To declare the final dividend for the year ended 31 March 2022.
3. To re-elect the retiring Directors and to authorise the Board to fix the remuneration of Directors.
4. To re-appoint PricewaterhouseCoopers as auditor 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 scrip 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
- (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 members 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 recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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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 recognised 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;
- (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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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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  
**Luk Fook Holdings (International) Limited**  
**CHAN So Kuen**  
*Company Secretary*

Hong Kong, 18 July 2022

*Notes:*

1. Any Shareholder 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/her. On a poll, votes may be given either personally or by proxy. A proxy needs not be a shareholder of the Company. A shareholder may appoint more than one proxy to attend on the same occasion. In light of the current situation of the COVID-19 pandemic, shareholders are strongly encouraged to appoint the chairman of the Annual General Meeting as their proxy to vote on the resolutions, instead of attending the Annual General Meeting in person.
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, at 17M 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 15 August 2022 to 18 August 2022, 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 18 August 2022, 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, at 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 12 August 2022.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. In the event that in the morning on Thursday, 18 August 2022 if Typhoon Signal No. 8 (or above) or a Black Rainstorm Warning Signal is hoisted:
- i.) but lowered at or before 9:00 a.m., the Annual General Meeting will be held as scheduled at 11:30 a.m. on the same day at the same venue; or
  - ii.) but lowered after 9:00 a.m. and at or before 2:00 p.m., the Annual General Meeting will be adjourned to 5:00 p.m. on the same day at the same venue; or
  - iii.) but lowered after 2:00 p.m., the Annual General Meeting will be adjourned to 11:30 a.m. on Friday, 19 August 2022 at the same venue.

If the Annual General Meeting is adjourned, the Company will post an announcement on the websites of the Company and the Stock Exchange to notify shareholders of the details of the rescheduled meeting.

The Annual General Meeting will be held as scheduled when a Typhoon Signal No. 3 or below or an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should make their own decision as to whether they would attend the Annual General Meeting under bad weather conditions bearing in mind their own situation.

5. Subject to the development of the COVID-19 pandemic, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the websites of the Company and the Stock Exchange for future announcements and updates on the Annual General Meeting arrangements.