

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



king fook holdings limited 景福集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 280)

RESULTS OF EXTRAORDINARY GENERAL MEETING

DESPATCH OF RIGHTS ISSUE DOCUMENTS AND UPDATE ON THE EXPECTED TIMETABLE

Reference is made to (i) the announcements of King Fook Holdings Limited (the “Company”) dated 25 April 2013, 30 April 2013 and 2 May 2013; and (ii) the circular of the Company dated 13 May 2013 (the “Circular”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

RESULTS OF THE EGM

The Board is pleased to announce that at the EGM held on 29 May 2013 the ordinary resolution approving the Increase in Authorised Share Capital, the Rights Issue, the Underwriting Agreement and the Whitewash Waiver (the “Resolution”) was duly passed by the Independent Shareholders by way of poll. As at the date of the EGM, there were 435,071,650 Shares in issue.

The Concert Group and those who are involved in, or interested in, the Rights Issue, the Underwriting Agreement and/or the Whitewash Waiver were required to abstain from voting on the Resolution. YCSEL and Madam Kwok Yan Chee, a director of YCSEL, who are interested in 204,345,055 Shares and 3,374,000 Shares, representing approximately 46.97% and 0.77% of the total issued share capital of the Company, respectively as at the date of the EGM have abstained from voting on the Resolution at the EGM. Save for the Concert Group, no Shareholder is involved in or interested in the Rights Issue, the Underwriting Agreement and/or the Whitewash Waiver and was required to abstain from voting in respect of the Resolution at the EGM.

The total number of Shares entitling the Independent Shareholders to attend the EGM and vote for or against the Resolution was 227,352,595 Shares. There was no Share entitling the holder to attend and abstain from voting in favour of the Resolution as set out in Rule 13.40 of the Listing Rules. The Share Registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote taking.

The poll results for the Resolution was as follows:

	Number of Shares represented by votes (approximately %)		Total number of Shares voted
	For	Against	
The Resolution (Note)	37,119,200 (92.56%)	2,983,000 (7.44%)	40,102,200 (100.00%)

Note: Please refer to the notice of the EGM in the Circular for the full text of the Resolution.

CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below are the shareholding structures of the Company (i) as at the date of this announcement; and (ii) immediately after completion of the Rights Issue under various scenarios:

	(i) As at the date of this announcement		(ii) Immediately upon completion of the Rights Issue			
	No. of Shares	%	(a) assuming full acceptance by all Qualifying Shareholders under the Rights Issue		(b) assuming full acceptance by YCSEL but nil acceptance by other Qualifying Shareholders under the Rights Issue	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Concert Group (Note 1)	207,719,055	47.74	311,578,582	47.74	367,573,232	56.32
Tang Yat Sun, Richard (Note 2)	18,619,000	4.28	27,928,500	4.28	18,619,000	2.85
Cheng Ka On, Dominic (Note 2)	1,748,000	0.40	2,622,000	0.40	1,748,000	0.27
Ho Hau Hay, Hamilton (Note 2)	3,170,000	0.73	4,755,000	0.73	3,170,000	0.49
Somerley	-	-	-	-	28,840,824	4.42
China Everbright	-	-	-	-	28,840,824	4.42
Public Shareholders	<u>203,815,595</u>	<u>46.85</u>	<u>305,723,393</u>	<u>46.85</u>	<u>203,815,595</u>	<u>31.23</u>
Total	<u>435,071,650</u>	<u>100.00</u>	<u>652,607,475</u>	<u>100.00</u>	<u>652,607,475</u>	<u>100.00</u>

Notes:

1. These comprise 198,185,035 Shares beneficially owned by YCSEL, 6,160,020 Shares owned by its wholly owned subsidiary, Hilmanway Enterprises Limited, and 3,374,000 Shares in which Madam Kwok Yan Chee, a director of YCSEL, has interest. Please refer to the sub-section headed "Information on YCSEL and the Concert Group" in the Circular.
2. Messrs. Tang Yat Sun, Richard, Cheng Ka On, Dominic and Ho Hau Hay, Hamilton are Directors.

Shareholders and public investors should note that the above shareholding changes are for illustration purposes only and the actual changes in the shareholding structure of the Company upon completion of the Rights Issue are subject to various factors, including the results of acceptance of the Rights Issue. Further announcement will be made by the Company upon completion of the Rights Issue setting out the then shareholding structure of the Company, including the shareholding of the Concert Group.

DESPATCH OF RIGHTS ISSUE DOCUMENTS

Subject to the registration of the Rights Issue Documents with the Registrar of Companies in Hong Kong, it is expected that (i) the Rights Issue Documents will be despatched to the Qualifying Shareholders on 6 June 2013, and (ii) the Prospectus will be despatched to the Excluded Shareholders, for their information only, on the same day.

UPDATE ON THE EXPECTED TIMETABLE

The expected timetable for the Rights Issue is updated as set out below:

Last day of dealing in Shares on a cum-rights basis	: Thursday, 30 May 2013
First day of dealing in Shares on an ex-rights basis	: Friday, 31 May 2013
Latest time for lodging transfer of Shares in order to qualify for the Rights Issue	: 4:30 p.m. on Monday, 3 June 2013
Register of members of the Company closes	: Tuesday, 4 June 2013
Record Date	: Tuesday, 4 June 2013
Register of members of the Company re-opens	: Wednesday, 5 June 2013
Despatch of the Rights Issue Documents	: Thursday, 6 June 2013
First day of dealings in nil-paid Rights Shares	: Monday, 10 June 2013
Latest time for splitting of nil-paid Rights Shares	: 4:30 p.m. on Thursday, 13 June 2013
Last day of dealings in nil-paid Rights Shares	: Tuesday, 18 June 2013

Latest time for acceptance of, and payment for the Rights Shares and for application and payment for excess Rights Shares	: 4:30 p.m. on Friday, 21 June 2013
Latest time for the Rights Issue to become unconditional	: 5:00 p.m. on Wednesday, 26 June 2013
Announcement of results of acceptance of and excess applications for the Rights Issue	: Friday, 28 June 2013
Despatch of refund cheques in respect of unsuccessful or partially unsuccessful excess applications for excess Rights Shares on or before	: Tuesday, 2 July 2013
Despatch of certificates for fully-paid Rights Shares on or before	: Tuesday, 2 July 2013
Commencement of dealings in fully-paid Rights Shares	: Wednesday, 3 July 2013

Notes:

1. All times in the expected timetable above refer to Hong Kong times.
2. The latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will not take place at the time stated above if there is a tropical cyclone warning signal no. 8 or above, or a "black" rainstorm warning:
 - (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the Final Acceptance Date. In such event, the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
 - (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the Final Acceptance Date. In such event, the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares does not take place on the Final Acceptance Date, the dates mentioned in the expected timetable above may be affected. The Company will notify the Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

WARNING OF THE RISKS OF DEALINGS IN THE SHARES AND RIGHTS SHARES IN NIL-PAID FORM

The Rights Issue is conditional on the Underwriting Agreement having become unconditional and not having been terminated (see the sub-section headed "Termination of the Underwriting Agreement" in the letter from the Board set out in the Circular). The conditions to the Underwriting Agreement are set out in the sub-section headed "Conditions of the Underwriting Agreement" in the letter from the Board set out in the Circular. It is expected that Shares will be dealt with on an ex-rights basis from Friday, 31 May 2013 and Rights Shares will be dealt with in their nil-paid form from Monday, 10 June 2013 to Tuesday, 18 June 2013. If the Manager and China Everbright (for themselves and on behalf of the Underwriters) terminate the Underwriting Agreement, the Rights Issue will not proceed.

Any buying or selling of Shares or Rights Shares between the date of this announcement and the date the Rights Issue becomes unconditional is at an investor's own risk.

Shareholders and potential investors of the Company are advised to exercise extreme caution when dealing in Shares and nil-paid Rights Shares, and if they are in any doubt about their position, they should consult their professional advisers.

By Order of the Board of
King Fook Holdings Limited
Yeung Ping Leung, Howard
Chairman

Hong Kong, 29 May 2013

As at the date of this announcement, the executive Directors 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 Director is Mr. Wong Wei Ping, Martin; 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, Mr. Sin Nga Yan, Benedict and Mr. Cheng Kwok Shing, Anthony.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.