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# king fook holdings limited 景福集團有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 280)**

## **RESULTS OF EXTRAORDINARY GENERAL MEETING AND DESPATCH OF RIGHTS ISSUE DOCUMENTS**

Reference is made to (i) the announcements of King Fook Holdings Limited (the “**Company**”) dated 8 July 2015 and 24 July 2015; and (ii) the circular of the Company dated 24 July 2015 (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 11 August 2015, the ordinary resolution approving 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 652,607,475 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 the estate of Madam Kwok Yan Chee controlled the voting rights in respect of 313,127,784 Shares and 5,061,000 Shares, representing approximately 47.98% and 0.78% of the total issued share capital of the Company, respectively as at the date of the EGM, had 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 334,418,691 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 ( <i>Note</i> )	33,129,927 (99.96%)	12,796 (0.04%)	33,142,723 (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			
	<i>No. of Shares</i>	<i>Approx. %</i>	(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	
<i>No. of Shares</i>			<i>Approx. %</i>	<i>No. of Shares</i>	<i>Approx. %</i>	
YCSEL ( <i>Note 1</i> )	313,127,784	47.98	438,378,896	47.98	574,170,774	62.84
Estate of Madam Kwok Yan Chee	5,061,000	0.78	7,085,400	0.78	5,061,000	0.55
<b>Sub-total of the Concert Group</b>	<b>318,188,784</b>	<b>48.76</b>	<b>445,464,296</b>	<b>48.76</b>	<b>579,231,774</b>	<b>63.39</b>
Tang Yat Sun, Richard ( <i>Note 2</i> )	27,928,500	4.28	39,099,900	4.28	27,928,500	3.06
Ho Hau Hay, Hamilton ( <i>Note 2</i> )	4,755,000	0.73	6,657,000	0.73	4,755,000	0.52
Cheng Ka On, Dominic ( <i>Note 2</i> )	2,622,000	0.40	3,670,800	0.40	2,622,000	0.29
Public Shareholders	299,113,191	45.83	418,758,469	45.83	299,113,191	32.74
<b>Total</b>	<b><u>652,607,475</u></b>	<b>100.00</b>	<b><u>913,650,465</u></b>	<b>100.00</b>	<b><u>913,650,465</u></b>	<b>100.00</b>

*Notes:*

- 303,887,754 Shares are beneficially owned by YCSEL while 9,240,030 Shares are owned by its wholly owned subsidiary, Hilmanway Enterprises Limited.
- Messrs. Tang Yat Sun, Richard, Cheng Ka On, Dominic and Ho Hau Hay, Hamilton are Directors. They are Independent Shareholders as none of them is a party acting in concert with YCSEL nor is involved in or interested in the Rights Issue, the Underwriting Agreement and/or the Whitewash Waiver.

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 19 August 2015, and (ii) the Prospectus will be despatched to the Excluded Shareholders, for their information only, on the same day.

## **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 becoming 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 section headed “Conditions of the Underwriting Agreement” in the letter from the Board set out in the Circular (the condition of granting of the Whitewash waiver to YCSEL by the SFC was satisfied on 10 August 2015). It is expected that Shares will be dealt with on an ex-rights basis from Thursday, 13 August 2015. The Rights Shares will be dealt with in their nil-paid form from Friday, 21 August 2015 to Friday, 28 August 2015. If the Underwriter terminates the Underwriting Agreement, the Rights Issue will not proceed.**

**Any buying or selling of Shares or nil-paid 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, 11 August 2015

*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 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. 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.*