
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 17 August 2016 (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, 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.

15 July 2016

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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 17 August 2016 (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”	7 July 2016, 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, a substantial shareholder of the Company under the Listing Rules
“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

DEFINITIONS

“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

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
CHAN So Kuen

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
MAK Wing Sum, Alvin
WONG Yu Pok, Marina, JP
HUI King Wai

Registered Office:

Canon's Court,
22 Victoria Street,
Hamilton HM 12,
Bermuda

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

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

15 July 2016

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 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 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. TSE Moon Chuen, Mr. WONG Ho Lung, Danny and Mr. MAK Wing Sum, Alvin, shall retire from office by rotation at the AGM. Pursuant to Bye-law 102(B) of the Bye-laws, Dr. CHAN So Kuen who was appointed as an Executive Director of the Company on 21 August 2015 and Mr. HUI King Wai who was appointed as an Independent Non-executive Director of the Company on 21 August 2015 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, 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) 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 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 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 2016. 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 a substantial shareholder of the Company, was interested in 234,185,672 Shares, representing approximately 39.89% 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 39.89% to approximately 44.32% 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

The Company has repurchased a total of 1,000,000 Shares on the Stock Exchange during the six months immediately preceding the Latest Practicable Date, details of which are as follows:

Date of repurchase	Number of Shares repurchased	Price paid per Share	
		Highest HK\$	Lowest HK\$
18 January 2016	240,000	12.98	12.88
19 January 2016	52,000	13.20	12.88
20 January 2016	336,000	13.18	12.84
21 January 2016	272,000	12.96	12.84
22 January 2016	<u>100,000</u>	13.22	13.18
	<u>1,000,000</u>		

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 HK\$	Lowest HK\$
2015		
July	22.98	20.12
August	22.54	18.40
September	20.52	18.09
October	21.35	19.04
November	21.01	17.32
December	17.75	15.86
2016		
January	16.50	12.78
February	15.90	13.58
March	18.00	15.50
April	18.50	16.10
May	17.68	16.02
June	19.40	16.80
July (up to the Latest Practicable Date)	19.82	17.20

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 (“Mr. TSE”), aged 65, 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 43 years of experience in jewellery retailing business and is responsible for the merchandising and production functions of the Group. He is an Executive Committee member of the Diamond Federation of Hong Kong, China Ltd., 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, a Life Honorary Chairman of Hong Kong Tsuen Wan Industries and Commerce Association Limited, 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, a Honorary President of Tsuen Wan Committee for Celebration of Reunification of Hong Kong with China, a Honorary President of Tsuen Wan Preparatory Community of National Day, a Vice President of Zhaoqing Overseas Friendship Association, a Honorary Consultant of Shatin Friends Society, a Vice Director of Finance of Hong Kong Jewellers’ & Goldsmiths’ Association, a Vice-chairperson of Tsuen Wan District Fire Safety Ambassador Honorary Presidents’ Association, a Honorary President of H.K. Gold & Silver Ornament Workers & Merchants General Union, a Honorary President of The Residents Association of Tsuen Wan Hoi Bun District, a Honorary President of Hong Kong New Territories District Adviser Alumni Association and a 12th Term Executive Director of Guangzhou Panyu Jewelry Manufacturers Association. 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 Practicable Date, Mr. TSE had interests in 241,290,520 Shares within the meaning of Part XV of the SFO. For the year ended 31 March 2016, his total emoluments amounted to HK\$3,362,000, including director’s fee and discretionary bonus on performance, of which HK\$55,000 being the entitled annual director’s fee.

Dr. CHAN So Kuen

Dr. CHAN So Kuen (“Dr. CHAN”), aged 56, has been appointed as the Chief Financial Officer and Company Secretary of the Group since September 2012 and the Executive Director of the Group since 21 August 2015. Dr. CHAN graduated from The Hong Kong Polytechnic University and Oklahoma City University (the United States of America), with a doctorate degree and a master’s degree in Business Administration, respectively. She is also a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Dr. CHAN had been the Director of Finance & Company Secretary and the Deputy Chairman of the Board of Directors & Chief Executive Officer of Bossini International Holdings Limited (Stock Code: 0592) for approximately 3 and 4 years respectively during the period from 2003 to 2010. Dr. CHAN has substantial financial and management experiences in vast varieties of businesses for more than 30 years. Dr. CHAN is currently responsible for the overall financial management, corporate finance, information technology, investor relations and company secretarial matters of the Group.

As at the Latest Practicable Date, Dr. CHAN held 85,000 Shares within the meaning of Part XV of the SFO. For the year ended 31 March 2016, her total emoluments since her appointment as a Director of the Company amounted to HK\$4,000,000, including director’s fee and discretionary bonus on performance, of which HK\$34,000 being the entitled annual director’s fee (pro-rated of HK\$55,000 per annum).

Mr. WONG Ho Lung, Danny

Mr. WONG Ho Lung, Danny (“Mr. WONG”), aged 39, is the Deputy Chairman and Non-executive Director of the Group. He is also the Chief Executive Officer and Director of China Gold Silver Company Limited, an associate of the Company which conducts jewellery retail and franchise business under the brandname of “3D-GOLD” in Hong Kong, Macau and Mainland China. He joined the Group as an Operations Manager in 2002. Mr. WONG is an active participant in the community and is currently a Standing Committee member of Sihui Municipal Committee of the Chinese People’s Political Consultative Conference, 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, an Executive Committee member of Hong Kong Jewellers’ & Goldsmiths’ Association, a Supervisory Committee member of The Kowloon Pearls, Precious Stones, Jade, Gold and Silver Ornament Merchants Association, a Vice President of Executive Committee of Shamshuipo Council For the Promotion of Cultural & Recreational Services Ltd., a member of Lions Club of Sham Shui Po Hong Kong and a member of The Association of the Hong Kong Members of Guangdong’s Chinese People’s Political Consultative Conference Committees Limited. In December 2008, Mr. 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, an Executive Director and Deputy Business Director of the Company.

As at the Latest Practicable Date, Mr. WONG had interests in 1,881,050 Shares within the meaning of Part XV of the SFO. For the year ended 31 March 2016, his total emoluments amounted to HK\$170,000, of which HK\$110,000 being the entitled annual director's fee.

Mr. MAK Wing Sum, Alvin

Mr. MAK Wing Sum, Alvin ("Mr. MAK"), aged 63, is an Independent Non-executive Director of the Company and is the Chairman of the Nomination Committee and a member of the Audit Committee and 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 coverage bankers. 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 I.T Limited (Stock Code: 0999), Lai Fung Holdings Limited (Stock Code: 1125), Hong Kong Television Network Limited (Stock Code: 1137) and Goldpac Group Limited (Stock Code: 3315) which are listed on the Main Board of The Stock Exchange of Hong Kong Limited. Mr. MAK was admitted as a member of Hong Kong Housing Society in May 2015 and is currently a member of its Audit Committee and Special Committee on Investment.

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 2016, Mr. MAK was entitled to a director's fee of HK\$289,000 (pro-rated of HK\$300,000 per annum).

Mr. HUI King Wai

Mr. HUI King Wai ("Mr. HUI"), aged 66, was appointed as an Independent Non-executive Director and a member of each of the Audit Committee, Nomination Committee and Remuneration Committee of the Company with effect from 21 August 2015. He is a solicitor practising in Hong Kong. Mr. HUI is currently an Of Counsel of Locke Lord LLP. Mr. HUI was admitted the solicitor of the Supreme Court of England and Wales and of the Supreme Court of Hong Kong in 1981 and 1982 respectively. 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 2016, Mr. HUI was entitled to a director's fee of HK\$153,000 (pro-rated of HK\$250,000 per annum).

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 17 August 2016 (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 2016.
2. To declare the final and special dividends for the year ended 31 March 2016.
3. To re-elect the retiring Directors and 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

NOTICE OF ANNUAL GENERAL MEETING

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 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, 15 July 2016

NOTICE OF ANNUAL GENERAL MEETING

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, 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 2016 to 17 August 2016, 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 17 August 2016, 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, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 12 August 2016.