

**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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

---



**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 : 590

**GENERAL MANDATES TO ISSUE SHARES  
AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS**

---

**NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Luk Fook Holdings (International) Limited to be held at 4/F., Luk Fook Jewellery Centre, No. 239 Temple Street, Jordan, Kowloon, Hong Kong on 29th August, 2011 (Monday) at 11:30 a.m., at which the captioned proposals will be considered, is attached this circular. Whether or not you are able to attend the Annual General Meeting, you are advised to read the notice and to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon, as soon as possible and in any event no less than 48 hours before the time of the Annual General Meeting. Completion of the form of proxy shall not preclude you from attending and voting at the Annual General Meeting should you so wish.

29th July 2011

## DEFINITIONS

*In this circular, unless otherwise specified, the following words and expressions shall have the same meanings set out below:*

“AGM”	The annual general meeting of the Company to be held at 4/F., Luk Fook Jewellery Centre, No. 239 Temple Street, Jordan, Kowloon, Hong Kong on 29th August 2011 (Monday) 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 and the shares of which are listed on the Stock Exchange
“Directors”	The directors of the Company
“Group”	The Company and its subsidiaries
“Latest Practicable Date”	21st July 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion herein
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Luk Fook (Control)”	Luk Fook (Control) Limited, a company incorporated in British Virgin Islands, the ultimate holding company of the Company
“SFO”	Securities and Futures Ordinance
“Share(s)”	Fully paid ordinary share(s) of HK\$0.10 each in the capital of the Company
“Share Issue Mandate”	The general mandate to be granted to the Directors to exercise the power of the Company to issue Shares
“Share 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
“Shareholders”	The shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers



# 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 : 590

*Executive Directors:*

Mr. WONG Wai Sheung (*Chief Executive*)  
Mr. TSE Moon Chuen  
Mr. LAW Tim Fuk, Paul  
Mr. LAU Kwok Sum  
Mr. WONG Ho Lung, Danny  
Miss WONG Lan Sze, Nancy

*Non-Executive Directors:*

Mr. WONG Koon Cheung  
Mr. CHAN Wai  
Mr. LEE Shu Kuan (deceased on 14 July 2011)  
Miss YEUNG Po Ling, Pauline  
Mr. HUI King Wai

*Independent Non-Executive Directors:*

Mr. HUI Chiu Chung, JP  
Mr. LO Mun Lam, Raymond (*Chairman*)  
Mr. TAI Kwok Leung, Alexander

*Registered office:*

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Principal Place of Business:*

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

29th July 2011

*To the Shareholders*

Dear Sir or Madam,

## GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS

### I. INTRODUCTION

The purpose of this letter is to provide Shareholders with details of the Share Issue Mandate and Repurchase Mandate and Re-election of Directors to be dealt with at the forthcoming AGM. The Directors propose to seek the approval of the Shareholders at the AGM for the following:

1. Share 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. Share 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

## LETTER FROM THE BOARD

3. the Share 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 a Share 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 Share Issue Mandate of any Shares repurchased by the Company under the authority of the Share Repurchase Mandate as at the date of passing such resolution. The Directors have no present intention to issues any new Shares. As at the Latest Practicable Date, the number of Shares in issue was 542,507,850. 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 authorized to issue Shares up to a maximum of 108,501,570.

### III. GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be given 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 6 (the "Resolution") 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.

#### 1. Exercise of the Repurchase Mandate

It is proposed that the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 10 per cent of the issued share capital of the Company as at the date of passing of the relevant resolution. Based on 542,507,850 Shares in issue as at the Latest Practicable Date, and assuming that no shares are issued and repurchased by the Company prior to the AGM, exercise in

## LETTER FROM THE BOARD

full of the Repurchase Mandate will result in up to 54,250,785 Shares being repurchased by the Company during the Relevant Period.

### **2. Reasons for Repurchases**

Whilst the Directors do not presently intend to repurchase any Shares they believe that the flexibility afforded by the Repurchase Mandate granted to them, if resolution 6 set out in the notice of the AGM is passed, would be beneficial to the Company. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per share. Repurchases of shares will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders.

### **3. Funding of Repurchases**

Repurchases of shares must be funded out of funds legally available for the purpose in accordance with the Memorandum of Association of the Company, its 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.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts for the year ended 31st March 2011), in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as to in the circumstances have a material adverse effect on the working capital requirements or the gearing levels of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

### **4. Disclosure of Interests**

None of the Directors and, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, none of their associates has present intention, if the Repurchase Mandate is approved by shareholders, to sell any Shares to the Company.

No connected persons of the Company, as defined in the Listing Rules, have notified the Company that they have a present intention to sell any Shares to the Company nor have any connected persons (as so defined) undertaken not to do so if the Company is authorised to make purchases of Shares.

## LETTER FROM THE BOARD

### **5. Directors' Undertaking**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and all applicable laws of Bermuda and in accordance with the regulations set out in the Memorandum of Association of the Company and its Bye-laws.

### **6. Shares Repurchases made by the Company**

No repurchases of Shares (whether on the Stock Exchange or otherwise) have been made by the Company during the six months prior to the date of this circular.

### **7. 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 for the purposes of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert, 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 Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Luk Fook (Control), being the controlling shareholder of the Company and the person directly interested in 10 per cent or more of the Shares in issue, was interested in 234,185,672 Shares being approximately 43.17 per cent of the issued share capital of the Company. Certain directors of the Company, namely, Mr. WONG Wai Sheung, Mr. TSE Moon Chuen, Mr. CHAN Wai and Mr. WONG Koon Cheung are also directors, and together with their associates collectively control 54,991,496 shares representing 54.99 per cent of the issued share capital, of Luk Fook (Control). These directors were deemed to be interested in the same shares for the purpose of the SFO.

In the event that the Repurchase Mandate is exercised in full, Luk Fook (Control) would be interested in up to approximately 47.97 per cent of the issued Shares. This would oblige Luk Fook (Control) to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. However, the Directors would not exercise the mandate to such an extent.

## LETTER FROM THE BOARD

### 8. Market Prices

During each of the previous twelve months, the highest and lowest traded prices for Shares recorded on the Stock Exchange were as follows:

Month	Traded Market Price	
	Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
<b>2010</b>		
July	13.720	8.920
August	15.700	12.040
September	17.360	15.020
October	21.000	16.100
November	28.250	19.000
December	27.850	23.200
<b>2011</b>		
January	29.050	24.100
February	25.600	19.400
March	24.500	20.050
April	30.200	22.700
May	33.500	27.300
June	38.650	30.250
July (up to the Latest Practicable Date)	39.900	36.600

### IV. RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 99 of the Bye-laws, one-third of the Directors shall retire from office by rotation at each annual general meeting of the Company. Accordingly, Mr. LAW Tim Fuk, Paul, Mr. LAU Kwok Sum, Mr. WONG Ho Lung, Danny, Mr. HUI Chiu Chung and Mr. TAI Kwok Leung, Alexander shall retire by rotation at the AGM. All retiring Directors are eligible for re-election. Details of the Directors proposed to be re-elected are as follows:

#### **Mr. LAW Tim Fuk, Paul (Executive Director)**

Mr. LAW Tim Fuk, Paul, aged 58, joined the Group in 1996. Presently, he is a Director, Company Secretary and Financial Controller of the Group. He is a member of the Association of Chartered Certified Accountants, the Chartered Institute of Management Accountants, the Hong Kong Institute of Certified Public Accountants, Certified General Accountants Association of Canada and the Institute of Chartered Secretaries and Administrators. Mr. Law holds a Bachelor's Degree with honours in Accountancy. He has over 16 years of accounting and auditing experience and over 20 years of experience in commerce. He is mainly responsible for the accounting and finance of the Group. He also handles communication with institutional investors

## LETTER FROM THE BOARD

and financial reporters. As at the Latest Practicable Date, Mr. Law did not have any interests in the Shares within the meaning of Part XV of the SFO. For the year ended 31st March 2011, his emoluments amounted to HK\$6,369,511 including a discretionary bonus on performance. He is also entitled to a director's fee of HK\$55,000 per annum.

### **Mr. LAU Kwok Sum (Executive Director)**

Mr. LAU Kwok Sum, aged 69, joined the Group as a Branch Manager in 1995. Presently, he is a Director & Zone Manager (Yau Tsim Mong District). Prior to joining the Group, Mr. Lau worked as a regional manager in a listed jewellery company in Hong Kong. Mr. Lau has more than 41 years of experience in retailing, purchasing and wholesaling of jewellery products. As at the Latest Practicable Date, Mr. Lau did not have any interests in the Shares within the meaning of Part XV of the SFO. For the year ended 31st March 2011, his emoluments amounted to HK\$2,877,195 including a discretionary bonus on performance. He is also entitled to a director's fee of HK\$55,000 per annum.

### **Mr. WONG Ho Lung, Danny (Executive Director)**

Mr. WONG Ho Lung, Danny, aged 34, is the Director and Operations Manager of the Group. He joined the Group in 2002 and is responsible for the execution and implementation of the Group's operation directions and strategies and actively participates in management information systems including hardware integration and software development. He is also in charge of the Group's image rebranding and the design of its retail outlets. With rich overseas experiences and background, Mr. Wong is principally responsible for the design and establishment of the Group's branches in China, Hong Kong, Macau, Singapore, USA and Canada. Mr. Wong is also an active participant in the community and is currently a member of the Sihui Municipal Committee of the Chinese People's Political Consultative Conference; Permanent President of Sze Wui and Kwong Ning Clansman's Association (Hong Kong) Limited; Honorary President of Junior Police Call of Kwai Tsing District; Honorary President of Kwai Tsing Fire Safety Ambassador; Vice-president of the Executive Committee of Sham Shui Po Council For the Promotion of Cultural & Recreational Services Ltd; Member of Sham Shui Po East Area Committee of Sham Shui Po District Office; and Member of Sham Shui Po Commercial & Industrial Liaison Committee. In 2009, Mr. Wong received the GIA Diamonds Graduate title. He is the son of Mr. Wong Wai Sheung, the Group's Chief Executive and the brother of Miss Wong Lan Sze, Nancy, Director of the Company. As at the Latest Practicable Date, Mr. Wong had 1,891,050 Shares within the meaning of Part XV of the SFO. For the year ended 31st March 2011, his emoluments amounted to HK\$1,641,838 including a discretionary bonus on performance. He is also entitled to a director's fee of HK\$55,000 per annum.

### **Mr. HUI Chiu Chung (Independent Non-Executive Director)**

Mr. HUI Chiu-Chung, JP, aged 64, joined the Group in 1997 and is the Chairman of Remuneration Committee and a member of the Audit Committee. He is



## LETTER FROM THE BOARD

also the Vice Chairman of OSK Holdings Hong Kong Limited and has 40 years of experience in the securities and investment industry. Mr. Hui had for years been serving as a Council Member and Vice Chairman of The Stock Exchange of Hong Kong, member of the Advisory Committee of the Hong Kong Securities and Futures Commission, Director of the Hong Kong Securities Clearing Company Limited, a member of the Listing Committee of the Hong Kong Exchanges and Clearing Limited, an appointed member of the Securities and Futures Appeal Tribunal, a member of Standing Committee on Company Law Reform, a member of the Committee on Real Estate Investment Trusts of the Hong Kong Securities and Futures Commission and also an appointed member of the Hong Kong Institute of Certified Public Accountants Investigation Panel A. Mr. Hui was appointed by the Government of the HKSAR a Justice of the Peace in 2004 and was also appointed a member of the Zhuhai Municipal Committee of the Chinese People's Political Consultative Conference in 2006. He is at present a member of Government "Appointees" (independent member) of Appeal Panel of the Travel Industry Council of Hong Kong. Mr. Hui also serves as independent non-executive director of Hong Kong Exchanges and Clearing Limited, Chun Wo Development Holdings Limited, Jiuzhou Development Company Limited, Lifestyle International Holdings Limited, Frasers Property (China) Limited and China South City Holding Limited whose shares are listed on the Stock Exchange. As at the Latest Practicable Date, Mr. Hui did not have any interests in the Shares within the meaning of Part XV of the SFO. He was re-appointed as a non-executive director for two years up to 31st March 2013 but subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's Bye-laws. Mr. Hui is entitled to a director's fee of HK\$210,000 per annum.

### **Mr. TAI Kwok Leung, Alexander (Independent Non-Executive Director)**

Mr. TAI Kwok Leung, Alexander aged 53, has been appointed as an independent non-executive director, and a member of both the Audit Committee and the Remuneration Committee, of the Company with effect from 24th July 2008. Mr. Tai graduated from Victoria University of Wellington in New Zealand with a degree in Bachelor of Commerce and Administration in 1982 and became an associate member of the Hong Kong Institute of Certified Public Accountants in 1983. Mr. Tai has extensive accountancy, corporate finance and investment experience in Hong Kong and overseas. Mr. Tai is an executive director of Investec Capital Asia Limited (formerly known as Access Capital Limited), a licensed corporation under the SFO to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities. Mr. Tai is also an independent non-executive director of Honghua Group Limited (Stock Code: 196) listed in Hong Kong. As at the Latest Practicable Date, Mr. Tai did not have any interests in the Shares within the meaning of Part XV of the SFO. He was re-appointed as a non-executive director for two years up to 31st March 2013 but subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's Bye-laws. Mr. Tai is entitled to a director's fee of HK\$210,000 per annum.

## LETTER FROM THE BOARD

Save as the aforesaid, 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 annual general meeting of the Company.

The fees and other emoluments of Directors are determined by reference to industry norm and market conditions.

### VI. ANNUAL GENERAL MEETING

A notice of the AGM is attached to this circular, which also outlines the proposed Ordinary Resolutions to grant the Share Issue Mandate and Share Repurchase Mandate to the Directors, the extension of the Share Issue Mandate and the re-election of Directors.

A proxy form for use at the AGM is enclosed with the Annual Report. Whether or not you are able to attend the meeting, you are advised to complete the proxy form in accordance with the instructions printed thereon and deposit it at the Company's principal place of business in Hong Kong at 4/F., Luk Fook Jewellery Centre, No. 239 Temple Street, Jordan, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or the adjourned meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting if you so wish.

Pursuant to Bye-law 70 of the Bye-laws, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded:

- (i) by the Chairman of the meeting; or
- (ii) by at least three Shareholders present in person or by a duly authorized corporate representative or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any Shareholder or Shareholders present in person or by a duly authorized corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or

## LETTER FROM THE BOARD

- (iv) by any Shareholder or Shareholders present in person or by a duly authorized corporate representative or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right; or
- (v) if required by the Listing Rules, by the Chairman of the meeting and/or directors who, individually or collectively, hold proxies in respect of shares representing 5% or more of the total voting rights at a particular meeting in certain circumstances where, on a show of hands, a meeting votes in the opposite manner to that instructed in those proxies.

Rule 13.39 (4) of the Listing Rules provides that any vote of Shareholders at a general meeting must be taken by poll and the Company must announce the results of the poll in the manner prescribed under Rule 13.39(5). Therefore, the Chairman of the meeting will exercise his right to demand a poll on each of the resolutions to be proposed at the AGM, and then the results of the poll will be announced in accordance with the Listing Rules.

### VII. RECOMMENDATION

The Directors believe that the granting of the Share Issue Mandate and the Share Repurchase Mandate, the extension of the Share Issue Mandate, and the Re-election of Directors are in the best interests of the Company as well as its shareholders. 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**  
*Chief Executive*

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 : 590

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at 4/F., Luk Fook Jewellery Centre, No. 239 Temple Street, Jordan, Kowloon, Hong Kong on 29th August 2011 (Monday) at 11:30 a.m. for the following purposes:

1. To receive and consider the Audited Consolidated Accounts and the Reports of the Directors and Auditors for the year ended 31st March 2011.
2. To declare the final dividend for the year ended 31st March 2011.
3. To re-elect the retiring Directors, to authorise the Board to fix the remuneration of Directors and to appoint additional Directors.
4. To re-appoint Auditors 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

## NOTICE OF ANNUAL GENERAL MEETING

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 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.”

8. To transact any other business.

By Order of the Board  
**Law Tim Fuk, Paul**  
*Company Secretary*

Hong Kong, 29th July, 2011

## 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 need 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 principal place of the Company in Hong Kong at 4/F, Luk Fook Jewellery Centre, No. 239 Temple Street, Jordan, Kowloon, 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 24th August 2011 to 29th August 2011, 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 29th August 2011, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 23rd August 2011.