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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

**GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES,
AMENDMENTS TO BYE-LAWS,
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 22nd August, 2012 (Wednesday) at 11:30 a.m., at which the captioned proposals will be considered, is attached to 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.

19th July 2012

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 22nd August 2012 (Wednesday) 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”	12th July 2012, 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.
“Shareholders”	The shareholders 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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers

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 (*Chief Executive*)
TSE Moon Chuen
LAW Tim Fuk, Paul
WONG Ho Lung, Danny
WONG Lan Sze, Nancy
WONG Hau Yeung
CHUNG Vai Ping

Non-Executive Directors:

WONG Koon Cheung
CHAN Wai
YEUNG Po Ling, Pauline
HUI King Wai
HUI Chiu Chung, JP
LI Hon Hung, MH, JP

Independent Non-Executive Directors:

LO Mun Lam, Raymond (*Chairman*)
TAI Kwok Leung, Alexander
IP Shu Kwan, Stephen, GBS, JP

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

19th July 2012

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES,
AMENDMENTS TO BYE-LAWS,
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 the proposals for Amendments to Bye-laws and Re-election of Directors to be

LETTER FROM THE BOARD

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
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 589,107,850. 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 authorized to issue Shares up to a maximum of 117,821,570.

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.

LETTER FROM THE BOARD

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 589,107,850 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 full of the Repurchase Mandate will result in up to 58,910,785 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 2012), 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 39.75 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 57,042,085 shares representing 57.04 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 44.17 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 HK\$	Lowest HK\$
2011		
July	42.900	36.600
August	46.150	35.000
September	42.700	22.150
October	35.850	19.200
November	36.950	26.050
December	34.300	25.600
2012		
January	33.200	27.000
February	29.650	26.350
March	29.450	22.800
April	23.800	20.150
May	22.500	16.000
June	17.320	14.700
July (up to the Latest Practicable Date)	18.460	16.180

IV. AMENDMENTS TO BYE-LAWS

In order to align the Bye-laws with the revised Listing Rules, the Directors propose that the Bye-laws be amended in the manner as set out in the Proposed Special Resolutions. In particular, the amendments will cater for the following provisions of the Listing Rules:

Rule 13.39(4) of the Listing Rules provides, among other things, that any vote of shareholders at a general meeting of the Company must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

Rule 13.44 of the Listing Rules provides that, subject to certain exceptions, a director of the Company shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest nor shall he be counted in the quorum present at the meeting.

LETTER FROM THE BOARD

V. 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. WONG Wai Sheung, Miss WONG Lan Sze, Nancy, Mr. WONG Koon Cheung and Mr. CHAN Wai shall retire by rotation at the AGM. Pursuant to By-law 102(B) of the Bye-laws, Miss WONG Hau Yeung, Miss CHUNG Vai Ping, Mr. LI Hon Hung and Mr. IP Shu Kwan, Stephen who were appointed as Directors of the Company on 1st October 2011 shall hold office only until the AGM. All retiring Directors are eligible and offer themselves for re-election, except Mr. WONG Koon Cheung and Mr. CHAN Wai who do not offer themselves for re-election owing to personal reasons. Both retiring Mr. WONG and Mr. CHAN confirmed that they have no disagreement with the Board and there are no matters relating to their retirement that need to be brought to the attention of the shareholders of the Company. The Board would like to express its sincere gratitude to Mr. WONG and Mr. CHAN for their valuable efforts and contributions to the Board during the tenure of their office. Details of the Directors proposed to be re-elected are as follows:

Mr. WONG Wai Sheung (Executive Director)

Mr. WONG Wai Sheung, aged 62, is the founder and Chief Executive of the Group. He is also a member of the Remuneration Committee and Nomination Committee. He has over 45 years of experience in the jewellery industry and is responsible for the overall strategic planning and management of the Group. Mr. Wong is a member of the Guangzhou Huadu District Municipal Committee of the Chinese People's Political Consultative Conference, the Associate Director of The Kowloon Gold Silver and Jewel Merchant's Staff Association, the Honorary Permanent Chairman of Hong Kong Jade Association, Chairman of Supervisory Committee of The Kowloon Pearls, Precious Stones, Jade, Gold and Silver Ornament Merchants Association, the Honorary Chairman of Macau Goldsmith's Guild, the Honorary Chairman of the First General Committee of Guangdong Golden Jewelry and Jade Industry's Association, the Honorary Vice-president of the Gems & Jewelry Trade Association of China, the Honorary Chairman of the Hong Kong Small and Medium Enterprises Association, the Honorary Chairman of Hong Kong Gemstone Manufacturers' Association. He is also the elected member of General Committee of Hong Kong Brand Development Council and the QTSA Governing Council (Retailer Category) as well as the member of QTSA Better Business Environment Committee. He is the father of Mr. Wong Ho Lung, Danny and Miss Wong Lan Sze, Nancy, Directors of the Company. As at the Latest Practicable Date, Mr. WONG had 249,914,787 Shares within the meaning of Part XV of the SFO. For the year ended 31st March 2012, his emoluments amounted to HK\$80,944,513 including a discretionary bonus on performance. He is also entitled to a director's fee of HK\$55,000 per annum.

Miss WONG Lan Sze, Nancy (Executive Director)

Miss WONG Lan Sze, Nancy, aged 32, is the Business Manager of the Group. She joined the Group in 2006 and assists in formulating and implementing the Group's overall business strategies. She is also responsible for the execution of the Group's marketing policies. Miss Wong holds a Bachelor's Degree in Commerce from the University of Toronto, Canada, and is a Certified Public Accountant of the United States of America. Prior to joining the Group, Miss Wong worked for an international professional accounting firm in Hong Kong, where she performed auditing and accounting assignments for a variety of business organizations including listed companies. She received the GIA Diamonds Graduate title in 2007. She is the daughter of Mr. Wong Wai Sheung, the Company Director and Chief Executive and the sister of Mr. Wong Ho Lung, Danny, Director of the Company. As at the Latest Practicable Date, Miss Wong held 1,766,050 shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance. For the year ended 31st March 2012, her director emoluments amounted to HK\$2,653,433 including a discretionary bonus on performance. She is also entitled to a director's fee of HK\$55,000 per annum.

LETTER FROM THE BOARD

Miss WONG Hau Yeung (Executive Director)

Miss WONG Hau Yeung, Shirley, aged 40, was appointed as Executive Director of the Company on 1st October 2011. Miss Wong is the Deputy General Manager of the Group. She initially joined the Group in 1994 and had served various departments including the operations department for about 7 years up to 2002. Miss Wong rejoined the Group in 2004 to serve the Administration & Human Resources Department and is responsible for the development and operations management for the business in Mainland China and co-ordinates human resources management and training. She received a Master's Degree in Business Administration from University of Southern Queensland. Besides, Miss Wong is a member of the Jewellery Industry Training Advisory Committee, the Chartered Human Resources Consultant of Chartered Association of Business Administrators and Hong Kong Institute of Human Resource Management. She has over 18 years of experience in the jewellery industry in Hong Kong. As at the Latest Practicable Date, Miss Wong held 120,000 shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance. For the six months ended 31st March 2012, her director emoluments amounted to HK\$1,541,833 including a discretionary bonus on performance. She is also entitled to a director's fee of HK\$55,000 per annum.

Miss CHUNG Vai Ping (Executive Director)

Miss CHUNG Vai Ping, aged 42, was appointed as Executive Director of the Company on 1st October 2011. Miss Chung is the Senior Product Development Manager of the Group and has over 24 years experience in the jewellery industry. She joined the Group in 1990 and is mainly responsible for product development, jewellery purchasing, wholesaling and retailing business of the Group. Miss Chung frequently visits jewellery exhibitions worldwide for product discovery and sourcing the finest jewellery and jewellery parts for the Group. In 2001, Miss Chung won the Best of Show Award with her design "Flashing" in the 2nd Hong Kong Jewellery Design Competition. She received the GIA Diamonds Graduate title in 2004. As at the date of this announcement, Miss Chung held 309,865 shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance. For the six months ended 31st March 2012, her director emoluments amounted to HK\$824,334 including a discretionary bonus on performance. She is also entitled to a director's fee of HK\$55,000 per annum.

Mr. LI Hon Hung MH, JP (Non-Executive Director)

Mr. LI Hon Hung, MH, JP, aged 56, was appointed as Non-Executive Director of the Company on 1st October 2011. Mr. Li holds a Diploma of Architectural Design from Humber College of Toronto, Canada in 1981 and a Bachelor's of Architecture from New York Institute of Technology. Mr. Li was awarded the Certificate of Registration Authorized Person (List of Architects) by the Government of the HKSAR in 1989. On professional qualification aspect, Mr. Li is a Fellow of Hong Kong Institute of Architects and a Member of Architect Registration Board and Royal Institute of British Architects. He also got the PRC Class 1 Registered Architect Qualification. Mr. Li has extensive architecture experience, he is a Director of Li & Siu Associates Ltd and A. Li & Associates Architects Ltd. In addition, he is a Director of Keen Mind Kindergarten. Mr. Li was appointed as a District Council Member of Sham Shui Po District from 2000 to 2007 and awarded the Chief Executive's Commendation For Community Service and Medal of Honor. He was also appointed by the Government of the HKSAR a Justice for the Peace in 2008. Mr. Li has been appointed to various positions over the years including: Chairman of Sham Shui Po District Office (East Liaison Team), Chairman of Sham Shui Po District Fire Safety

LETTER FROM THE BOARD

Committee, Chairman of Sham Shui Po Council for the Promotion of Cultural and Recreation Service Limited, Honorary Consultant of Joint Office of Sham Shui Po District Councilor, Vice-chairman of Sham Shui Po District Fight Crime Committee, Chairman of Sham Shui Po District Junior Police Call, Honorary President of Kowloon City District Junior Police Call, Chairman of Yau Yat Chuen Residents Association Ltd, Member of Appeal Board Panel (Building), Member of Appeal Board Panel (Hotel and Guest House Accommodation & Bedspace Apartments), District Member of Urban Renewal Authority, President of Police Dragon Boat Club, Member of Independent Police Complaints Council, Vice President of HK General Tai Shan Clansmen Association Limited and Chartered President of Lions Club of Sham Shui Po Hong Kong. As at the Latest Practicable Date, Mr. Li held 682,437 shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Li is entitled to a director's fee of HK\$110,000 per annum. Mr. Li also provides general consultancy services to the Company at the annual fee of HK\$60,000.

Mr. IP Shu Kwan, Stephen GBS, JP (Independent Non-Executive Director)

Mr. IP Shu Kwan, Stephen, GBS, JP, aged 61, was appointed as Independent Non-Executive Director, Chairman of the Remuneration Committee and member of the Audit Committee of the Company on 1st October 2011. Mr. Ip graduated from the University of Hong Kong with a degree in Social Sciences in 1973. He subsequently pursued further studies in Oxford University and Harvard Business School. Mr. Ip joined the Hong Kong Government in November 1973 and was promoted to the rank of Director of Bureau in April 1997. He worked in the Hong Kong Special Administrative Region Government as a Principal Official from July 1997 to June 2007. Senior positions held by Mr. Ip in the past include Commissioner of Insurance, Commissioner for Labour, Secretary for Economic Services and Secretary for Financial Services. Mr. Ip took up the position of Secretary for Economic Development and Labour on 1st July 2002. His portfolio in respect of economic development covered air and sea transport, logistics development, tourism, energy, postal services, meteorological services, competition and consumer protection. He was also responsible for labour policies including matters relating to employment services, labour relations and employees' rights. In his capacity as Secretary for Economic Development and Labour, Mr. Ip was a member of the Hong Kong Airport Authority Board, the Mandatory Provident Fund Authority Board, the Hong Kong International Theme Parks Company Board as well as the Chairman of the Logistics Development Council, Port Development Board, Maritime Industry Council and Aviation Development Advisory Committee. Mr. Ip retired from the Hong Kong Government in July 2007. Mr. Ip received the Gold Bauhinia Star award from the Hong Kong Government in 2001, and is an unofficial Justice of the Peace. Mr. Ip is also an Independent Non-Executive Director of Yangtze China Investment Limited (AIM: YCI) listed in London, United Kingdom, China Resources Cement Holdings Limited (Stock Code: 1313), Synergis Holdings Limited (Stock Code: 2340), Lai Sun Development Company Limited (Stock Code: 0488), Viva China Holdings Limited (Stock Code: 8032), Goldpoly New Energy Holdings Limited (Stock Code: 0686), Milan Station Holdings Limited (Stock Code: 1150) and Kingboard Laminates Holdings Limited (Stock Code: 1888) which are listed in Hong Kong. Mr. Ip was an Independent Non-Executive Director of PICC Property and Casualty Company Limited (Stock Code: 2328) from 17th January 2011 to 1st November 2011. As at the Latest Practicable Date, Mr. Ip did not have any interests in the Company's shares within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Ip is entitled to a director's fee of HK\$300,000 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 Resolutions to grant the Share Issue Mandate and Share Repurchase Mandate to the Directors, the extension of the Share Issue Mandate, the Amendments to Bye-laws 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
- (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

LETTER FROM THE BOARD

- (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, the Amendments to Bye-laws 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 : 0590

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 22nd August 2012 (Wednesday) 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 2012.
2. To declare the final dividend for the year ended 31st March 2012.
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 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

NOTICE OF ANNUAL GENERAL MEETING

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;
- (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

NOTICE OF ANNUAL GENERAL MEETING

(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. As special business, to consider and, if thought fit, to pass with or without modifications the following resolution as a special resolution:

“**THAT** the existing Bye-laws of the Company be and are hereby amended in the following manner, namely:

(A) Bye-law 5(A)

THAT the existing Bye-law 5(A) be deleted and substituted by the following:

“For the purposes of Section 47 of the Companies Act, if at any time the capital is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of these Bye-Laws relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be not less than two persons holding or representing by proxy one-third in nominal value of the issued shares of that class.”

NOTICE OF ANNUAL GENERAL MEETING

(B) Bye-law 70

THAT the existing Bye-law 70 be deleted and substituted by the following:

“70. At any general meeting, a resolution put to the vote of the meeting shall be decided by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. In the absence of a poll, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.”

(C) Bye-law 71

THAT the existing Bye-law 71 be deleted and substituted by the following:

“71. A poll shall (subject as provided in Bye-law 72) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than thirty days from the date of the meeting or adjourned meeting, as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting in respect of which the poll was taken.”

(D) Bye-law 72

THAT the words “duly demanded” be deleted from the existing Bye-law 72.

(E) Bye-law 74

THAT the existing Bye-law 74 be deleted and substituted by the following:

“74. This Bye-law is intentionally deleted.”

(F) Bye-law 83

THAT the existing Bye-law 83 be deleted and substituted by the following:

“The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than forty-eight hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting or on a poll at a meeting or an adjourned meeting in a case where

NOTICE OF ANNUAL GENERAL MEETING

the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.”

(G) Bye-law 85

THAT the existing Bye-law 85 be deleted and substituted by the following:

“The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit. Provided that any form issued to a shareholder for use by him for appointing a proxy to attend and vote at a special general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the shareholder, according to his intentions, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business; and (ii) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.”

(H) Bye-law 98(H)

THAT Clause (iii) of the existing Bye-law 98(H) be deleted and substituted by the following:

“(iii) This Bye-law is intentionally deleted.”

(I) Bye-law 98(I)

THAT Bye-law 98(I) be deleted and substituted by the following:

“(I) This Bye-law is intentionally deleted.”

9. To transact any other business.

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

Hong Kong, 19th July, 2012

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 Bye-laws of the Company is written in English. The Chinese version is purely a translation only. Therefore, the Chinese version of the Special Resolution as set out in item 8 above on amendments to the Bye-laws in respect of reference only. Should there be any discrepancies, the English version shall prevail. The purpose of the amendments is included in the attached circular to members of the Company dispatched to members with the Company's Annual Report 2012.
4. The Register of Members of the Company for the Annual General Meeting will be closed from 20th August 2012 to 22nd August 2012, 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 22nd August 2012, 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 17th August 2012.