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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,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Luk Fook Holdings (International) Limited to be held at 17/F., Luk Fook Jewellery Centre, No. 239 Temple Street, Jordan, Kowloon, Hong Kong on 20 August 2013 (Tuesday) 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.

19 July 2013

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 17/F., Luk Fook Jewellery Centre, No. 239 Temple Street, Jordan, Kowloon, Hong Kong on 20 August 2013 (Tuesday) 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
“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”	11 July 2013, 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
“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
“Share(s)”	Fully paid ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	The shareholder(s) of the Company

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The 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 (*Chairman & Chief Executive*)
TSE Moon Chuen (*Deputy Chairman*)
WONG Ho Lung, Danny (*Deputy Chairman*)
WONG Lan Sze, Nancy
WONG Hau Yeung
CHUNG Vai Ping

Non-executive Directors:

YEUNG Po Ling, Pauline
HUI King Wai
HUI Chiu Chung, JP
LI Hon Hung, MH, JP

Independent Non-executive Directors:

LO Mun Lam, Raymond
TAI Kwok Leung, Alexander
IP Shu Kwan, Stephen, GBS, JP
FOK Kwong Man
MAK Wing Sum, Alvin

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

19 July 2013

To the Shareholders

Dear Sir or Madam,

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

I. INTRODUCTION

The purpose of this letter is to provide Shareholders with details of the Issue Mandate and Repurchase Mandate and Re-election of 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 a 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 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

The following is an Explanatory Statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the Repurchase Mandate:

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.

The exercise of the Repurchase Mandate in full might have a material adverse impact on the working capital and/or gearing level of the Company as compared with the position disclosed in the Company's annual report for the year ended 31 March 2013. 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 level 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 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.

LETTER FROM THE BOARD

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.

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 of voting rights for the purposes of the Takeovers Code. As a result, 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 Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Luk Fook (Control), being the controlling shareholder of the Company, was interested in 234,185,672 Shares, representing approximately 39.75 per cent 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 39.75 per cent to approximately 44.17 per cent 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.

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 <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
July	19.180	16.160
August	22.400	17.500
September	27.200	19.720
October	26.050	19.360
November	23.450	19.300
December	24.700	22.650
2013		
January	30.050	24.300
February	28.600	24.050
March	26.100	22.300
April	25.750	20.000
May	22.450	19.520
June	20.250	16.880
July (up to the Latest Practicable Date)	20.500	17.360

LETTER FROM THE BOARD

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. TSE Moon Chuen, Miss YEUNG Po Ling, Pauline, Mr. HUI King Wai, Mr. HUI Chiu Chung and Mr. LO Mun Lam, Raymond shall retire by rotation at the AGM. Pursuant to By-law 102(B) of the Bye-laws, Mr. FOK Kwong Man and Mr. MAK Wing Sum, Alvin who were appointed as Directors of the Company on 31 December 2012 shall hold office only until the AGM. All retiring Directors are eligible and offer themselves for re-election, except Mr. HUI King Wai and Mr. LO Mun Lam, Raymond who do not offer themselves for re-election owing to personal reasons. Both retiring Mr. HUI King Wai and Mr. LO Mun Lam, Raymond 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. HUI King Wai and Mr. LO Mun Lam, Raymond 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. TSE Moon Chuen

Mr. TSE Moon Chuen, aged 62, is the co-founder of the Group. Presently, he is the Executive Director and Deputy General Manager of the Group. He is also a member of the Remuneration Committee and Nomination Committee. He has over 40 years of experience in jewellery retailing business and is responsible for the sales operations and administration of the Group's retail shops. Mr. Tse is an executive committee member of the Diamond Federation of Hong Kong, China Ltd., a supervisory committee member of the Chinese Gold & Silver Exchange Society, the Vice-Chairman of The Kowloon Pearls, Precious Stones, Jade, Gold and Silver Ornament Merchants Association, the Life Honorary Chairman of Hong Kong Tsuen Wan Industries and Commerce Association Limited, the Vice President of the Tsuen Wan Festival Lightings Organizing Committee, the Honorary President of the 32nd session of Hong Kong Kwun Tong Junior Police Call, a Vice Chairman of Macau Goldsmith's Guild, the Honorary President of the Cheung Ching Friends Association, the Director of Hong Kong, Guangzhou, Foshan and Zhaoqing Friendship Association, a member of Hong Kong Trade Development Council Jewellery Advisory Committee, the Honorary President of Tsuen Wan Community Committee for Celebration of Reunification of Hong Kong with China, the Vice President of Zhaoqing Overseas Friendship Association and Honorary consultant of Shatin Friends Society and Executive Committee Member of Hong Kong Jewellers' & Goldsmiths' Association. Moreover, Mr. Tse was awarded the "Chief Executive's Commendation for Community Service" by the Government of the Hong Kong SAR.

Miss YEUNG Po Ling, Pauline

Miss YEUNG Po Ling, Pauline, aged 46, is the co-founder of the Group. Miss Yeung has over 25 years of experience in public relations. Miss Yeung was the winner of Miss Hong Kong and Miss International of Goodwill in 1987, and also the 4th Runner-up of Miss Universe and Queen of Asia in 1988. Miss Yeung was also the President of the Wai Yin Association for the year 1995-1996. She received the GIA Diamonds Graduate title in 2005.

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Mr. HUI Chiu Chung, Stephen

Mr. HUI Chiu Chung, Stephen, JP, aged 66, joined the Group in 1997. He has been re-designated from Independent Non-executive Director to Non-executive Director of the Company on 1 October 2011, owing to changes in factors concerning his independence. Mr. Hui was then resigned both as Chairman of the Remuneration Committee and member of the Audit Committee of the Company. Mr. Hui has 42 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 Limited, 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 (Stock Code: 0388), Chun Wo Development Holdings Limited (Stock Code: 0711), Zhuhai Holdings Investment Group Limited (Stock Code: 0908), Lifestyle International Holdings Limited (Stock Code: 1212), Gemdale Properties and Investment Corporation Limited (Stock Code: 0535), China South City Holding Limited (Stock Code: 1668) and SINOPEC Engineering (Group) Co., Ltd. (Stock Code: 2386) whose shares are listed on the Stock Exchange.

Mr. FOK Kwong Man

Mr. FOK Kwong Man, aged 63, has been appointed as an Independent Non-executive Director, a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company since 31 December 2012.

Mr. Fok obtained a Bachelor of Science degree in Engineering from The University of Hong Kong, a Master of Business Administration degree from Columbia University, U.S.A. and Master of Arts (Economics) degree and Master of Science (Statistics) degree from Stanford University, U.S.A.

Mr. Fok has 26 years of experience with exchange operator and securities regulatory bodies in Hong Kong and over 10 years in other financial services and China trade work. He last served as the Chief Marketing Officer of Hong Kong Exchanges & Clearing Limited and retired in August 2012. Mr. Fok had held various other senior positions in Hong Kong Exchanges & Clearing Limited including Head of Issuer Marketing Division, Head of Business Development Division, Head of Business Development and Investor Services Division and Deputy Chief Operating Officer. He was the Chief Executive of the Stock Exchange from 2000 to 2004 and had held other positions including Senior

LETTER FROM THE BOARD

Executive Director of Regulatory Affairs Group and Executive Director of Listing Division before then. Mr. Fok was Assistant Director of Corporate Finance of Securities & Futures Commission from 1989 to 1992. Mr. Fok is also an Independent Non-executive Director of Nine Dragons Paper (Holdings) Limited (Stock Code: 2689) and China Pacific Insurance (Group) Co., Ltd., (Stock Code: 2601) which are listed on the Main Board of the Stock Exchange.

Mr. MAK Wing Sum, Alvin

Mr. MAK Wing Sum, Alvin, aged 60, has been appointed as an Independent Non-executive Director, a member of the Audit Committee, Remuneration Committee and the Nomination Committee of the Company since 31 December 2012.

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 eight years, five of which was in Toronto, Canada.

Mr. Mak is also an Independent Non-executive Director of I.T Limited (Stock Code: 999) and Lai Fung Holdings Limited (Stock Code: 1125) which are listed on the Main Board of the Stock Exchange.

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.

LETTER FROM THE BOARD

V. ANNUAL GENERAL MEETING

A notice of the AGM is attached to this circular, which also outlines the proposed Resolutions to grant the Issue Mandate and Repurchase Mandate to the Directors, the extension of the 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 head office of business in Hong Kong at 10/F., Luk Fook Jewellery Centre, No. 239 Temple Street, Jordan, Kowloon, Hong Kong for attention of the Company Secretarial Department 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.

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 demand that all resolutions set out in the Notice of the AGM be decided by poll in accordance with the Listing Rules and the Bye-laws.

VI. RECOMMENDATION

The Directors believe that the granting of the Issue Mandate and the Repurchase Mandate, the extension of the 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
Chairman & 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 17/F., Luk Fook Jewellery Centre, No. 239 Temple Street, Jordan, Kowloon, Hong Kong on 20 August 2013 (Tuesday) 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 2013.
2. To declare the final dividend for the year ended 31 March 2013.
3. To re-elect the retiring Directors, 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

NOTICE OF ANNUAL GENERAL MEETING

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.”

By Order of the Board
CHAN So Kuen
Company Secretary

Hong Kong, 19 July 2013

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 head office of the Company in Hong Kong at **10/F., Luk Fook Jewellery Centre, No. 239 Temple Street, Jordan, Kowloon, Hong Kong** for attention of the Company Secretarial Department 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 16 August 2013 to 20 August 2013, 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 20 August 2013, 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, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 15 August 2013.