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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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

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

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A notice convening the Annual General Meeting of Luk Fook Holdings (International) Limited (the "Company") to be held at 17/F., Luk Fook Jewellery Centre, No. 239 Temple Street, Jordan, Kowloon, Hong Kong on 19 August 2015 (Wednesday) at 11:30 a.m., is set out on pages 14 to 17 of this circular. Whether or not you are able to attend the Annual General Meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

17 July 2015

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## DEFINITIONS

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*In this circular, unless the context requires otherwise, the following expressions have the following meanings:*

“AGM”	The Annual General Meeting of the Company to be held at 17/F., Luk Fook Jewellery Centre, No. 239 Temple Street, Jordan, Kowloon, Hong Kong on 19 August 2015 (Wednesday) at 11:30 a.m. or any adjournment thereof
“Board”	The board of directors of the Company
“Bye-laws”	The Bye-laws of the Company
“Company”	Luk Fook Holdings (International) Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange
“Director(s)”	The director(s) of the Company
“Group”	The Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	The general mandate to be granted to the Directors to exercise the power of the Company to issue Shares
“Latest Practicable Date”	9 July 2015, 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 (Chapter 571 of the Laws of Hong Kong)

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## DEFINITIONS

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“Share(s)”	Fully paid ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	The registered holder(s) of the Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers
“%”	Per cent

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LETTER FROM THE BOARD

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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

*Executive Directors:*

WONG Wai Sheung (*Chairman & Chief Executive*)  
TSE Moon Chuen (*Deputy Chairman*)  
WONG Hau Yeung  
WONG Lan Sze, Nancy  
CHUNG Vai Ping

*Non-executive Directors:*

WONG Ho Lung, Danny (*Deputy Chairman*)  
YEUNG Po Ling, Pauline  
HUI Chiu Chung, JP  
LI Hon Hung, MH, JP

*Independent Non-executive Directors:*

TAI Kwok Leung, Alexander  
IP Shu Kwan, Stephen, GBS, JP  
MAK Wing Sum, Alvin  
WONG Yu Pok, Marina, JP

*Registered Office:*

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

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

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

17 July 2015

*To the Shareholders*

Dear Sir or Madam,

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

**I. INTRODUCTION**

The purpose of this circular is to provide you with details of the Issue Mandate, the Repurchase Mandate and the re-election of the retiring Directors to be dealt with at the forthcoming AGM.

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## LETTER FROM THE BOARD

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The Directors propose to seek the approval of the Shareholders at the AGM for the following:

1. Issue Mandate to issue Shares up to a maximum of 20% of the Shares in issue as at the date of passing the relevant resolution;
2. Repurchase Mandate to repurchase Shares up to a maximum of 10% of the Shares in issue as at the date of passing the relevant resolution; and
3. the Issue Mandate shall be extended to the Shares that are allowed to be repurchased by the Company pursuant to the Repurchase Mandate.

### II. GENERAL MANDATE TO ISSUE SHARES

Ordinary resolutions will be proposed at the AGM: (i) to grant an Issue Mandate to the Directors to issue and otherwise deal with Shares up to a maximum of 20% of the issued share capital of the Company as at the date of passing such resolution; and (ii) to approve the addition to the Issue Mandate of any Shares repurchased by the Company under the authority of the Repurchase Mandate as at the date of passing such resolution. The Directors have no present intention to issue any new Shares. As at the Latest Practicable Date, the number of Shares in issue was 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 authorised 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 granted a general and unconditional mandate to exercise all the powers of the Company to repurchase Shares subject to the criteria set out in this letter. The Shareholders should note that the authority relates only to purchase made on the Stock Exchange and otherwise in accordance with the Listing Rules. All repurchases of shares must be approved in advance by an ordinary resolution, which may be by way of general mandate, or by specific approval in relation to specific transactions.

In addition, the general mandate will continue in force during the Relevant Period (as referred to in paragraph (c) of resolution (the "Resolution") no. 6 set out in the notice of the AGM of the Company), which means the period from the passing of the Resolution until whichever is the earlier of:

- (i) the conclusion of the next AGM of the Company;
- (ii) the expiration of the period within which the next AGM of the Company is required by the Bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under the Resolution by ordinary resolution of the Shareholders in general meeting.

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## LETTER FROM THE BOARD

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### IV. RE-ELECTION OF RETIRING DIRECTORS

In relation to the Resolution no. 3 set out in the notice of the AGM, pursuant to Bye-law 99 of the Bye-laws, Ms. WONG Lan Sze, Nancy, Ms. CHUNG Vai Ping, Ms. YEUNG Po Ling, Pauline, Mr. HUI Chiu Chung and Mr. IP Shu Kwan, Stephen shall retire from office by rotation at the AGM. All the retiring directors, being eligible, will offer themselves for re-election at the AGM.

Biographical details of the retiring Directors proposed for re-election are set out in Appendix II to this circular.

### V. NOTICE OF ANNUAL GENERAL MEETING

Notice of the AGM is set out on pages 14 to 17 of this circular. A form of proxy for appointing proxy is despatched with this circular and published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([lukfook.com](http://lukfook.com)) respectively. Whether or not you intend to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions stated thereon and return it to the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at general meetings must be taken by poll. The chairman of the AGM will demand a poll for every resolution put to the vote at the AGM pursuant to the Bye-laws. An announcement on the poll voting results will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([lukfook.com](http://lukfook.com)) respectively after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### VI. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### VII. RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company as well as its Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of all relevant resolutions set out in the notice of the AGM.

Yours faithfully,  
For and on behalf of the Board  
**WONG Wai Sheung**  
*Chairman & Chief Executive*



This Appendix serves as an Explanatory Statement as required by the Listing Rules, to provide certain information to you for your consideration of the Repurchase Mandate.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, there was a total of 589,107,850 Shares in issue.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase up to a maximum of 58,910,785 Shares, being 10% of the issued share capital of the Company as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

## **2. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange, or on any other stock exchange on which the Shares may be listed. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

## **3. FUNDING OF REPURCHASES**

Repurchases of shares would be funded out of funds legally available for the purpose in accordance with the Memorandum of Association of the Company, the Bye-laws and the applicable laws of Bermuda. Repurchases of shares pursuant to the Repurchase Mandate would be financed entirely from the Company's paid up share capital plus funds available for dividends or distribution to Shareholders and the share premium account.

The exercise of the Repurchase Mandate in full might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the Company's annual report for the year ended 31 March 2015. However, the Directors do not intend to exercise the Repurchase Mandate to such extent that, in the circumstances, would have a material adverse impact on the working capital or gearing position of the Company unless the Directors consider that such purchases are in the best interests of the Company.

## **4. DISCLOSURE OF INTERESTS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is granted by Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the Bye-laws.

No connected persons (as defined in the Listing Rules) of the Company, have notified the Company that they have a present intention to sell, or have undertaken not to sell, any Shares to the Company in the event that the Company is authorised to make purchases of Shares.

## **5. TAKEOVERS CODE CONSEQUENCES**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's or a group of Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Luk Fook (Control), being the controlling shareholder of the Company, was interested in 234,185,672 Shares, representing approximately 39.75% 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% to approximately 44.17% and Luk Fook (Control) would be obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such extent that would give rise to an obligation on the part of Luk Fook (Control) to make a mandatory general offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Board is not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate.

## **6. SHARE PURCHASES MADE BY THE COMPANY**

No Shares had been repurchased by the Company, whether on the Stock Exchange or otherwise, during the six months preceding the Latest Practicable Date.

## 7. MARKET PRICES

The following table shows the highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date:

Month	Traded Market Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2014</b>		
July	24.500	23.000
August	25.900	23.200
September	24.900	21.100
October	23.300	21.300
November	26.000	22.150
December	29.250	24.900
<b>2015</b>		
January	30.800	27.600
February	29.600	24.550
March	25.200	20.100
April	25.950	21.750
May	25.950	22.600
June	25.250	20.700
July (up to the Latest Practicable Date)	23.300	20.400

The biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out as follows:

**Ms. WONG Lan Sze, Nancy**

**Ms. WONG Lan Sze, Nancy**, aged 34, is the Executive Director and Deputy Business Director 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. Ms. Wong holds a Bachelor's Degree in Commerce from the University of Toronto, Canada and a Master's Degree of Science in China Business Studies from The Hong Kong Polytechnic University. She is also a Certified Public Accountant of the United States of America. Prior to joining the Group, Ms. 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 at present is a Co-opted Member of the Marketing Activities Committee of the Quality Tourism Services Association. Ms. Wong is the daughter of Mr. WONG Wai Sheung, the Group's Chairman, Chief Executive and Executive Director and the sister of Mr. WONG Ho Lung, Danny, Deputy Chairman and Non-executive Director of the Company.

As at the Latest Practicable Date, Ms. Wong had interests in 1,896,050 Shares within the meaning of Part XV of the SFO. For the year ended 31 March 2015, her total emoluments amounted to HK\$4,982,000, including director's fee and discretionary bonus on performance, of which HK\$55,000 being the annual director's fee.

**Ms. CHUNG Vai Ping**

**Ms. CHUNG Vai Ping**, aged 45, is the Executive Director and Deputy Product Development Director of the Group. She has over 27 years of 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. Ms. Chung frequently visits jewellery exhibitions worldwide for product discovery and sourcing the finest jewellery and jewellery parts for the Group. In 2001, Ms. Chung won the Best of Show Award for her design "Flashing" in the 2nd Hong Kong Jewellery Design Competition. She received the GIA Diamonds Graduate title in 2004. Ms. Chung is the Executive Committee Member of Hong Kong Jewellers' & Goldsmiths' Association, a Director of the 5th Congress of Gemmolocial Association of Fujian and a fellow of the Professional Validation Centre of Hong Kong Business Sector Limited.

As at the Latest Practicable Date, Ms. Chung had interests in 237,865 Shares within the meaning of Part XV of the SFO. For the year ended 31 March 2015, her total emoluments amounted to HK\$1,993,000, including director's fee and discretionary bonus on performance, of which HK\$55,000 being the annual director's fee.

**Ms. YEUNG Po Ling, Pauline**

**Ms. YEUNG Po Ling, Pauline**, aged 48, is the co-founder of the Group. Ms. Yeung has over 27 years of experience in public relations. Ms. 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. Ms. Yeung was also the President of the Wai Yin Association for the year 1995-1996. She received the GIA Diamonds Graduate title in 2005.

As at the Latest Practicable Date, Ms. Yeung did not have any interest in the Shares within the meaning of Part XV of the SFO. Ms. Yeung is entitled to an annual director's fee of HK\$110,000 with an annual consultancy fee of HK\$60,000.

**Mr. HUI Chiu Chung, JP**

**Mr. HUI Chiu Chung, JP**, aged 68, joined the Group in 1997. He was 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 44 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, a 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 had also been 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 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 Holdings Limited (Stock Code: 1668), SINOPEC Engineering (Group) Co., Ltd. (Stock Code: 2386) and Agile Property Holdings Limited (Stock Code: 3383) whose shares are listed on The Stock Exchange of Hong Kong Limited. He was an Independent Non-executive Director of Chun Wo Development Holdings Limited (Stock Code: 0711) and Hong Kong Exchange and Clearing Limited (Stock Code: 0388) until his resignation effective from 1 February 2015 and his retirement effective from 29 April 2015 respectively.

As at the Latest Practicable Date, Mr. Hui did not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Hui is entitled to an annual director's fee of HK\$110,000 with an annual consultancy fee of HK\$60,000.

**Mr. IP Shu Kwan, Stephen, GBS, JP**

**Mr. IP Shu Kwan, Stephen, GBS, JP**, aged 63, is an Independent Non-executive Director, the Chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee of the Company. Mr. Ip graduated from The University of Hong Kong with a degree of 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 as an Administrative Officer and had served various government departments. Mr. Ip was promoted to the rank of Director of Bureau in April 1997. He worked in the Government of the Hong Kong Special Administrative Region (the “Government of the HKSAR”) as a Principal Official from July 1997 to June 2007. Senior positions held by Mr. Ip in the past included 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 1 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 Government of the HKSAR in July 2007. Mr. Ip received the Gold Bauhinia Star award from the Government of the HKSAR in 2001, and is an unofficial Justice of the Peace. Mr. Ip is also an Independent Non-executive Director of China Resources Cement Holdings Limited (Stock Code: 1313), Synergis Holdings Limited (Stock Code: 2340), Lai Sun Development Company Limited (Stock Code: 0488), Kingboard Laminates Holdings Limited (Stock Code: 1888) which are listed on the Main Board of The Stock Exchange of Hong Kong Limited. He was an Independent Non-executive Director of Viva China Holdings Limited (Stock Code: 8032), United Photovoltaics Group Limited (Stock Code: 0686, formerly known as Goldploy New Energy Holdings Limited) and Milan Station Holdings Limited (Stock Code: 1150) until his resignation effective from 15 March 2015, respectively.

As at the Latest Practicable Date, Mr. Ip did not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Ip is entitled to a director’s fee of HK\$300,000 per annum.

Save as disclosed above, each of the retiring Directors does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; each of them did not hold any directorships in any other listed public companies in the last three years. In addition, there is no other information which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters that need to be brought to the attention of Shareholders, in respect of the re-election of the retiring Directors.

None of the Directors' service contracts requires the Company to give a period of notice of more than one year or to pay compensation or make other payments equivalent to more than one year's emoluments, other than statutory compensation. Pursuant to the Bye-laws, one-third of the Directors shall retire from office by rotation at each AGM of the Company.

All the abovementioned Directors are subject to retirement by rotation and re-election at the AGM in accordance with the Bye-laws. The fees and other emoluments of Directors are determined by the Remuneration Committee of the Company with reference to their responsibilities, industry norm and the prevailing market conditions.

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## NOTICE OF ANNUAL GENERAL MEETING

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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

**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 19 August 2015 (Wednesday) at 11:30 a.m. for the following purposes:

1. To receive and consider the Audited Consolidated Financial Statement and the Reports of the Directors and Auditors for the year ended 31 March 2015.
2. To declare the final dividend for the year ended 31 March 2015.
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 providing for the allotment of shares



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## NOTICE OF ANNUAL GENERAL MEETING

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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;

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## NOTICE OF ANNUAL GENERAL MEETING

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(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, 17 July 2015

*Notes:*

1. Any member of the Company entitled to attend and vote at the Annual General Meeting of the Company shall be entitled to appoint another person as proxy to attend and vote instead of him. On a poll, votes may be given either personally or by proxy. A proxy needs not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
2. The instrument appointing a proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company’s share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or the adjourned meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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3. The register of members of the Company for the Annual General Meeting will be closed from 17 August 2015 to 19 August 2015, 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 19 August 2015, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 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 14 August 2015.