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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 : 590

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 25/F., BEA Tower, Millennium City 5, 418 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong on 31<sup>st</sup> August, 2009 (Monday) at 11:30 a.m. for the following purposes:

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1. To receive and consider the Audited Consolidated Accounts and the Reports of the Directors and Auditors for the year ended 31<sup>st</sup> March 2009.
  2. To declare the final dividend for the year ended 31<sup>st</sup> March 2009.
  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 scrip 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 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
- (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 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 87

THAT the following new clause (C) be added to the existing bye-law 87 .

"(C) No powers shall be taken to freeze or otherwise impair any of the

rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the company."

(b) Bye-law 97 (A)

THAT the words "a Special Resolution" in clause (vi) of the existing Bye-law 97 (A) be deleted and substituted by the words "an Ordinary Resolution".

(c) Bye-law 104

THAT the words "Special Resolution" of the existing Bye-law 104 be deleted and substituted by the words "an Ordinary Resolution".

(d) Bye-law 167

THAT the existing Bye-law 167 be deleted and substituted by the following:

"167. Any notice or document (including any "corporate communication" as defined by the Listing Rules), whether or not to be given or issued under these Bye-laws from the Company to a shareholder shall be in writing (subject to the Listing Rules, either in the English language or the Chinese Language or both languages). Any such notice or document may be served or delivered by the Company on or to any shareholder either personally or by sending it through the post in a prepaid envelope addressed to such shareholder at his registered address as appearing in the register or, as the case may be, by transmitting it to such registered address or (in the case of a notice) by advertisement in the Newspapers or, to the extent permitted by applicable statutes and the Listing Rules, transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of notice or document to him, or which the person transmitting the notice or document reasonably and bona fide believes at the relevant time will result in the notice or document being duly received by the shareholder. Any such notice or document may also be served or delivered by advertisement in the Newspapers or, to the extent permitted by applicable statutes and the Listing Rules, by placing it on the Company's website or the website of the relevant Stock Exchange,

and giving to a shareholder a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to a shareholder by way of means set out above. In the case of joint holders of a share all notices or documents shall be given to that one of the joint holders whose name stands first in the Register and the notices or documents so given shall be deemed a sufficient service on or delivery to all the joint holders. "

(e) Bye-law 169

THAT the words "by post" be deleted from the marginal note to the existing Bye-law 169.

THAT the words "Subject to compliance with the Companies Act, where the notice or document is sent by electronic communication, it shall be deemed to have been served on the day on which it is transmitted from the server of the Company or its agent. A notice or document placed on the Company's website or the website of the relevant Stock Exchange, shall be deemed to have been served by the Company on a shareholder on the day following the day on which a notice of availability is deemed to have been served on the shareholder" be inserted at the end of the existing Bye-law 169.

9. To transact any other business.

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

Hong Kong, 22<sup>nd</sup> July 2009

**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 **25/F., BEA Tower, Millennium City 5, 418 Kwun Tong Road, Kwun Tong, 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. There is no Chinese version in respect thereof. Therefore, the Chinese version of the Special Resolution as set out in item 8 above on amendments to the Bye-laws is purely a translation only. Should there be any discrepancies, the English version will prevail. The purpose of the amendments is included in a separate circular to members of the Company dispatched to members with the Company's Annual Report 2009.

*As at the date of this notice, the Company's executive directors are Mr. WONG Wai Sheung (Chief Executive), Mr. TSE Moon Chuen, Mr. LAW Tim Fuk, Paul, Mr. LAU Kwok Sum, Mr. WONG Ho Lung, Danny, and Miss WONG Lan Sze, Nancy; the non-executive directors are Mr. WONG Koon Cheung, Mr. CHAN Wai, Mr. LEE Shu Kuan, Ms. YEUNG Po Ling, Pauline and Mr. HUI King Wai; the independent non-executive directors are Mr. HUI Chiu Chung, JP, Mr. LO Mun Lam, Raymond (Chairman), and Mr. TAI Kwok Leung, Alexander.*