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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

A notice convening the AGM of Luk Fook Holdings (International) Limited to be held at 27/F, Metropole Square, 2 On Yiu Street, Shatin, New Territories, Hong Kong on 21 August 2025 (Thursday) at 2:30 p.m., is set out on pages 16 to 20 of this circular. Whether or not you are able to attend the AGM, 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, at 17M 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 should you so wish.

29 July 2025

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DEFINITIONS

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 27/F, Metropole Square, 2 On Yiu Street, Shatin, New Territories, Hong Kong on 21 August 2025 (Thursday) at 2:30 p.m. or any adjournment thereof
“Board”	The board of directors of the Company
“Bye-laws”	The bye-laws of the Company
“CCASS”	The Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“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
“HKEX”	Hong Kong Exchanges and Clearing Limited
“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 allot, issue and deal with Shares and/or to sell or transfer Treasury Shares (if any)
“Latest Practicable Date”	22 July 2025, 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

DEFINITIONS

“Repurchase Mandate”	The general mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares (excluding any Treasury Shares) on the Stock Exchange
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“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 and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong
“Treasury shares”	Has the meaning ascribed to it under the Listing Rules and as amended from time to time
“%”	Per cent

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 Officer)

WONG Ho Lung, Danny (Deputy Chairman)

WONG Lan Sze, Nancy (Deputy Chief Executive Officer)

WONG Hau Yeung (Chief Operating Officer)

CHAN So Kuen (Chief Financial Officer)

Non-executive Directors:

TSE Moon Chuen

HUI Chiu Chung, JP

LI Hon Hung, BBS, MH, JP

Independent Non-executive Directors:

IP Shu Kwan, Stephen, GBS, JP

MAK Wing Sum, Alvin

WONG Yu Pok, Marina, JP

HUI King Wai

Registered Office:

Victoria Place, 5th Floor,

31 Victoria Street,

Hamilton HM 10,

Bermuda

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

15th, 20th, 25th & 27th Floors,

Metropole Square,

2 On Yiu Street,

Shatin, New Territories,

Hong Kong

29 July 2025

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.

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 10% of the Shares in issue (excluding any Treasury Shares) 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 (excluding any Treasury Shares) 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 allot, issue and otherwise deal with Shares up to a maximum of 10% of the issued share capital (excluding any Treasury Shares) 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 587,107,850. On the basis of such figure (assuming no further Shares are issued or repurchased prior to the date of passing such resolution), the Directors would be authorised to issue Shares up to a maximum of 58,710,785.

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 repurchase 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 no. 6 set out in the notice of the AGM), which means the period from the passing of the 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 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.

An explanatory statement as required under the Listing Rules to provide the requisite information on the Repurchase Mandate is set out in Appendix I hereto.

LETTER FROM THE BOARD

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, Mr. WONG Ho Lung, Danny, Mr. TSE Moon Chuen, Mr. MAK Wing Sum, Alvin and Mr. HUI King Wai, shall retire from office by rotation at the AGM. All the retiring Directors, being eligible, will offer themselves for re-election at the AGM, except Mr. HUI King Wai who does not offer himself for re-election owing to personal reason. Mr. HUI King Wai, who is retiring, confirmed that he has no disagreement with the Board, his retirement is not due to reasons relating to the affairs of the Company, and there are no matters relating to his retirement that need to be brought to the attention of the Shareholders. The Board would like to express its sincere gratitude to Mr. HUI King Wai for his valuable efforts and contributions to the Board during the tenure of his office.

Mr. MAK Wing Sum, Alvin, is an Independent Non-executive Director who has served the Company for more than 12 years, and a separate resolution will be proposed for his re-election at the AGM. Mr. MAK has confirmed that he satisfies all the criteria for independence set out in Rule 3.13 of the Listing Rules. Mr. MAK neither has any management role in the Group and nor any relationship with any Director, senior management, substantial or controlling Shareholder of the Company. Accordingly, in assessing the independence of Mr. MAK, the Nomination Committee considers that his duration of service will not interfere with his exercise of independent judgment and he has the required character, integrity to provide an independent, balanced and objective view to the affairs of the Company. The Board concurred with the view of the Nomination Committee and believes that Mr. MAK will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

The Nomination Committee has reviewed the structure, size and composition of the Board. With reference to the nomination principles and criteria set out in the Company's Nomination Policy and the Board Diversity Policy and taken into account each of the abovementioned Directors' contributions to the Board and their commitment to their roles, the Nomination Committee has recommended to the Board the re-appointment of all Directors who will retire and offer 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.

LETTER FROM THE BOARD

V. LENGTH OF TENURE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

According to paragraph B.2.4(a) of Part 2 of Appendix C1 to the Listing Rules, the Company should disclose the length of tenure of each existing Independent Non-executive Director on a named basis if all of them have served more than 9 years on the Board. The length of tenure of each existing Independent Non-executive Director who has served the Board for more than 9 years is set out below:

Name	Date of appointment	Length of tenure
Mr. IP Shu Kwan, Stephen	1 October 2011	13 years
Mr. MAK Wing Sum, Alvin	31 December 2012	12 years
Ms. WONG Yu Pok, Marina	20 August 2013	11 years
Mr. HUI King Wai	21 August 2015	9 years

VI. NOTICE OF ANNUAL GENERAL MEETING

Notice of the AGM is set out on pages 16 to 20 of this circular. A form of proxy for appointing proxy is despatched with this circular and published on the websites of HKEX (www.hkexnews.hk) and the Company (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, at 17M 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 HKEX (www.hkexnews.hk) and the Company (lukfook.com) respectively after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

VII. 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.

VIII. 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

Luk Fook Holdings (International) Limited

WONG Wai Sheung

Chairman & Chief Executive Officer

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 587,107,850 Shares in issue (excluding any Treasury Shares).

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 58,710,785 Shares, being 10% of the issued share capital of the Company (excluding any Treasury Shares) as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

If the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either cancel the repurchased Shares and/or hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares held in treasury will be subject to the terms of the Issue Mandate and made in accordance with the Listing Rules and applicable laws and regulations of Bermuda.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company will (i) not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

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 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 2025. 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 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 repurchases 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 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, Mr. WONG Wai Sheung, the Chairman, Chief Executive Officer, Executive Director, and a substantial Shareholder of the Company, together with parties presumed to be acting in concert with him under the Takeovers Code (“**WWS Concert Group**”) were interested in 263,906,304 Shares in aggregate, representing approximately 44.95% of the issued share capital of the Company.

In the event that the Repurchase Mandate is exercised in full, the interest of the WWS Concert Group in the issued share capital of the Company would be increased from approximately 44.95% to approximately 49.95% and the WWS Concert Group 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 the WWS Concert Group 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 REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the 6 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>
2024		
July	16.66	14.82
August	15.56	14.00
September	16.86	13.82
October	17.22	14.68
November	15.54	14.38
December	15.22	13.70
2025		
January	14.56	13.70
February	15.80	13.84
March	15.94	14.66
April	17.72	13.80
May	18.80	16.58
June	22.35	17.94
July (up to the Latest Practicable Date)	22.30	19.94

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

Mr. WONG Ho Lung, Danny

Mr. WONG Ho Lung, Danny, aged 48, is the Deputy Chairman and Executive Director of the Group. Since 2024, he has been the chairman, chief executive officer and executive director of 3DG Holdings (International) Ltd. (“**3DG International**”) (Stock Code: 2882), a subsidiary of the Company, which is listed on the Main Board of the Stock Exchange. He joined the Group as an Operations Manager in 2002. Mr. WONG is an active participant in the community and is currently a member of Sihui Municipal Committee of the Chinese People’s Political Consultative Conference, a member of The Association of the Hong Kong Members of Guangdong’s Chinese People’s Political Consultative Conference Committees Limited, a permanent president of Sze Wui and Kwong Ning Clansman’s Association (Hong Kong) Limited, a president of Sihui Dasha Town Clansman’s Association (Hong Kong), an executive committee member of Diamond Federation of Hong Kong, China Limited, a director of Examination of Hong Kong Jewellers’ & Goldsmiths’ Association, an executive committee member of The Kowloon Pearls, Precious Stones, Jade, Gold and Silver Ornament Merchants Association, a member of Lions Club of Sham Shui Po Hong Kong, an executive committee member of The Jewellers & Goldsmiths’ Association of Hong Kong Limited and senior adviser of International Collaboration and Development Centre for the Gold and Jewellery Industry, Gold Association of Guangdong Province. In December 2008, Mr. WONG received the GIA Diamond Graduate title, and awarded the “CEO of the Year” by Capital CEO in 2017. He is the son of Mr. WONG Wai Sheung, the Group’s Chairman, Chief Executive Officer and Executive Director, the elder brother of Ms. WONG Lan Sze, Nancy, Executive Director and Deputy Chief Executive Officer of the Group, the spouse of Ms. CHEUNG Irene, the executive director and chief operating officer of 3DG International, and the nephew of Mr. WONG Wai Tong, senior business director of the Group.

As at the Latest Practicable Date, Mr. WONG had interests in 239,011,722 Shares within the meaning of Part XV of the SFO. For the year ended 31 March 2025, his total emoluments amounted to HK\$4,599,800, including director’s fee for acting as an Executive Director of each of the Company and a subsidiary of the Group, of which HK\$110,000 being the entitled annual director’s fee.

Mr. TSE Moon Chuen

Mr. TSE Moon Chuen, aged 74, is the co-founder of the Group. Presently, he is the Non-executive Director of the Group. Mr. TSE has over 52 years of experience in jewellery retailing business. Mr. TSE is an executive committee member of the Diamond Federation of Hong Kong, China Limited, a vice president of The Chinese Gold & Silver Exchange Society, a vice chairman of The Kowloon Pearls, Precious Stones, Jade, Gold and Silver Ornament Merchants Association, a president of The Tsuen Wan Festival Lightings Organizing Committee, the 35th vice chairman of Macau Goldsmith's Guild, an honorary president of Tsuen Wan Committee for Celebration of Reunification of Hong Kong with China, an honorary president of Tsuen Wan Preparatory Community of National Day, an executive committee member and director of Finance of Hong Kong Jewellers' & Goldsmiths' Association, a vice chairperson of Tsuen Wan District Fire Safety Ambassador Honorary Presidents' Association, a respectable president of H.K. Gold & Silver Ornament Workers & Merchants General Union, the 14th Term executive director of Guangzhou Panyu Jewelry Manufacturers Association, the 22nd Term honorary consultant of Hong Kong Precious Metals Traders Association Limited, the 10th Term honorary president of Tsuen Wan District Elderly Welfare Association, an honorary chairman of Hong Kong Gemstone Manufacturers' Association, a vice chairman of the Jewellers & Goldsmiths' Association of Hong Kong Limited and an industry advisor of Fei Cui Standard Project of The Gemmological Association of Hong Kong Limited. Moreover, Mr. TSE was awarded the "Chief Executive's Commendation for Community Service" by the Government of the Hong Kong SAR.

As at the Latest Practicable Date, Mr. TSE had interests in 463,344 Shares within the meaning of Part XV of the SFO. For the year ended 31 March 2025, his total emoluments amounted to HK\$1,524,000, of which HK\$55,000 being the entitled annual director's fee.

Mr. MAK Wing Sum, Alvin

Mr. MAK Wing Sum, Alvin, aged 72, was appointed as an Independent Non-executive Director of the Company in 2012 and is the Chairman of the Nomination Committee and Audit Committee and a member of the Remuneration Committee of the Company. 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 client relationship managers. 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 region. 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 8 years, 5 of which was in Toronto, Canada.

Mr. MAK is an independent non-executive director of Lai Fung Holdings Limited (Stock Code: 1125), Hong Kong Technology Venture Company Limited (Stock Code: 1137), Crystal International Group Limited (Stock Code: 2232) and K Cash Corporation Limited (Stock Code: 2483) which are listed on the Main Board of the Stock Exchange. He was an independent non-executive director of Goldpac Group Limited (Stock Code: 3315) until his retirement effective from 21 May 2024. Mr. MAK was admitted as a member of Hong Kong Housing Society in May 2015 and is currently a member of its various working committees.

As at the Latest Practicable Date, Mr. MAK did not have any interest in the Shares within the meaning of Part XV of the SFO. For the year ended 31 March 2025, Mr. MAK was entitled to a director's fee of HK\$300,000.

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.

APPENDIX II**BIOGRAPHICAL DETAILS OF RETIRING
DIRECTORS PROPOSED FOR RE-ELECTION**

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.

All the above mentioned Directors are subject to retirement by rotation and re-election at the annual general meeting 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.

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 Luk Fook Holdings (International) Limited (the “**Company**”) will be held at 27/F, Metropole Square, 2 On Yiu Street, Shatin, New Territories, Hong Kong on 21 August 2025 (Thursday) at 2:30 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and the Independent Auditor for the year ended 31 March 2025.
2. To declare the final dividend for the year ended 31 March 2025.
3. To re-elect the retiring Directors and to authorise the Board of Directors to fix the remuneration of the Directors.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the Board of Directors 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 10% of the total nominal amount of the share capital of the Company (excluding any treasury shares) 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 of the Company (the “**Shareholder(s)**”) 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 members 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 recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).

NOTICE OF ANNUAL GENERAL MEETING

- (e) any reference to an allotment, issue, grant, offer or dealing of shares of the Company shall include the sale or transfer of treasury shares out of the treasury of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for shares in the Company) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and applicable laws and regulations.”
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 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 or any other stock exchange on which the securities of the Company may be listed and recognised 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 Listing Rules or that 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 (excluding any treasury shares) 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

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(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 (excluding any treasury shares) in issue on the date of this resolution.”

By Order of the Board
Luk Fook Holdings (International) Limited
CHAN So Kuen
Company Secretary

Hong Kong, 29 July 2025

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Notes:

1. Any Shareholder 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/her. On a poll, votes may be given either personally or by proxy. A proxy needs not be a Shareholder. A Shareholder 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, at 17M 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.
3. The register of members of the Company for the Annual General Meeting will be closed from 18 August 2025 to 21 August 2025, 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 21 August 2025, 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, at Shops 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 2025.
4. In the event that in the morning on Thursday, 21 August 2025 a Typhoon Signal No. 8 (or above) or a Black Rainstorm Warning Signal is hoisted:
 - i.) but lowered at or before 8:00 a.m., the Annual General Meeting will be held as scheduled; or
 - ii.) but lowered after 8:00 a.m., the Annual General Meeting will be adjourned to 2:30 p.m. on Friday, 22 August 2025 at the same venue.

If the Annual General Meeting is adjourned, the Company will post an announcement on the websites of the Company and Hong Kong Exchanges and Clearing Limited to notify Shareholders of the details of the rescheduled meeting.

The Annual General Meeting will be held as scheduled when a Typhoon Signal No. 3 or below or an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should make their own decision as to whether they would attend the Annual General Meeting under bad weather conditions bearing in mind their own situation.