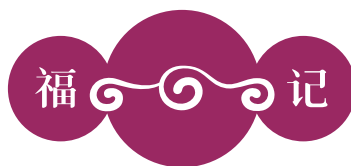


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**福記食品服務控股有限公司**

(已委任臨時清盤人)

**FU JI Food and Catering Services Holdings Limited**

(Provisional Liquidators Appointed)

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code : 1175)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an extraordinary general meeting (the “EGM”) of FU JI Food and Catering Services Holdings Limited (Provisional Liquidators Appointed) (the “Company”) will be held at Room 101 Auditorium, 3 Lockhout Road, Wanchai, Hong Kong on Monday, 25 March 2013 at 2:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions of the Company:

### **AS A SPECIAL RESOLUTION**

1. **“THAT** conditional upon: (i) approval of the Capital Reduction (as defined below) by the Grand Court of the Cayman Islands (the “Cayman Islands Court”); (ii) registration by the Registrar of Companies of the Cayman Islands of the order of the Cayman Islands Court confirming the Capital Reduction and the minute of the Capital Reduction approved by the Cayman Islands Court containing the particulars required under the Companies Law (2012 Revision) of the Cayman Islands (the “Companies Law”) in respect of the Capital Reduction and compliance with any condition as may be imposed by the Cayman Islands Court in relation to the Capital Reduction; and (iii) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of, and permission to deal in, the new ordinary shares of the Company of HK\$0.01 each (the “New Shares”) in issue, upon the date on which the Capital Reduction becomes effective (the “Effective Date”) the issued share capital of the Company be reduced from HK\$5,412,967.56 to HK\$541,296.756 by the cancellation of HK\$0.009 paid up capital on each issued share of the Company (the “Share”) so that each issued share of the Company shall be treated as one fully paid up share of HK\$0.001 (the “Capital Reduction”), and that the credit item arising upon the Capital Reduction, being HK\$4,871,670.80 be applied in full against part of the accumulated losses of the Company as at 31 March 2012.”

## AS ORDINARY RESOLUTIONS

2. **“THAT** conditional upon and immediately following the Capital Reduction, the then (unreduced) authorised but unissued share capital of the Company, being HK\$19,458,703.24, be cancelled and extinguished, such that the authorised share capital of the Company shall be HK\$541,296.756 divided into 541,296,756 Shares with a par value of HK\$0.001 each (the “Capital Cancellation”).”
3. **“THAT** conditional upon the Capital Cancellation becoming effective, every 10 Shares of HK\$0.001 each in the share capital of the Company be consolidated into one New Share with a par value of HK\$0.01, such that the authorised share capital of the Company will be HK\$541,296.75 divided into 54,129,675 New Shares with a par value of HK\$0.01 each (the “Share Consolidation” and, separately, the Capital Reduction, Capital Cancellation and Share Consolidation are hereafter referred to collectively as the “Capital Restructuring Events”). Any fractions of New Shares arising upon the Share Consolidation shall not be allocated to the holders of the existing Shares otherwise entitled thereto but such fractions shall be aggregated and sold for the benefit of the Company in such manner, on such terms and subject to such conditions as the Directors (as defined below) may, in their sole and absolute discretion, think fit.”
4. **“THAT** immediately following the Capital Restructuring Events becoming effective, and subject to the approval of the special resolution to amend the Memorandum and Articles of Association of the Company (set out below), the authorised share capital of the Company be increased from HK\$541,296.75 divided into 54,129,675 New Shares of HK\$0.01 each to HK\$200,000,000 divided into 19,800,000,000 New Shares of HK\$0.01 each and 200,000,000 cumulative non-voting non-redeemable preference shares in the capital of the Company of HK\$0.01 each (the “Preference Shares”) by the creation of 19,745,870,325 New Shares of HK\$0.01 each and 200,000,000 Preference Shares of HK\$0.01 each (the “Capital Increase”).”
5. **“THAT** any one provisional liquidator of the Company (a “Provisional Liquidator” and collectively, “Provisional Liquidators”) or any one director of the Company (a “Director” and collectively, “Directors”) be and is hereby authorised generally to do all acts, deeds and things, to take all necessary steps, and to approve, sign and execute all documents (including the affixation of the common seal of the Company where execution under seal is required) which may be necessary, desirable or expedient for the purpose of carrying into effect, giving effect to or implementing any of the foregoing Resolutions numbered 1 to 4.”

## AS A FURTHER SPECIAL RESOLUTION

6. “**THAT** subject to and conditional upon the implementation of the Capital Restructuring Events, and concurrently with the Capital Increase, the Memorandum and Articles of Association of the Company be amended as follows:

(a) Clause 8 of the Memorandum of Association of the Company and Article 8 of the Articles of Association of the Company be deleted in their entirety and each replaced with the following:

*“8. The share capital of the Company is HK\$200,000,000 divided into 19,800,000,000 shares with a par value of HK\$0.01 each and 200,000,000 Restricted Voting Preference Shares with a par value of HK\$0.01 each, with power for the Company insofar as permitted by law (and by the Articles) to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Law (2012 Revision) of the Cayman Islands (as amended from time to time) and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether stated to be preference or otherwise shall be subject to the powers hereinbefore contained.”*

(b) In Article 2 of the Articles of Association of the Company, the following definitions be added:

*“Restricted Voting Preference Share(s)” means the restricted voting preference shares of HK\$0.01 par value each in the authorised share capital of the Company issued subject to and in accordance with the Memorandum and Articles of Association of the Company.”*

*“share(s)” means a share in the authorised share capital of the Company (including, without limitation, a Restricted Voting Preference Share and any other share in the capital of the Company) and shall also include a fraction of a share in the Company.”*

- (c) A new Article 9B of the Articles of Association of the Company be added as follows:

*“9B. Notwithstanding any other provision of the Memorandum of Association of the Company and these Articles, the Restricted Voting Preference Shares shall have the same rights attaching to them as all other shares of the Company of any other class from time to time, except as follows:*

- (1) Restricted Voting Preference Shares may not be redeemed;*
- (2) Restricted Voting Preference Shares may be re-designated as shares on a 1:1 basis at any time after 6 months from the date of their issue by notice served on the Company and the updating of the Register to record and give effect to the re-designation;*
- (3) Restricted Voting Preference Shares shall have no voting rights other than the right to vote on a resolution for the winding up of the Company, or a resolution which, if approved, would vary or abrogate the rights or privileges attaching to the Restricted Voting Preference Shares; and*
- (4) Restricted Voting Preference Shares shall have a senior claim to all other shares of the Company in any claim to the remaining assets of the Company upon its winding up, and such Restricted Voting Preference Shares shall rank pari passu amongst themselves in proportion to the amount paid up thereon.”*

## **AS ORDINARY RESOLUTIONS**

### **The Debt Restructuring Agreement, the Subscription and the Allotment of Scheme Shares**

7. a. **“THAT** the terms of the agreement dated 5 September 2011 (as supplemented by a supplemental agreement dated 18 January 2013) (the “Debt Restructuring Agreement”) entered into by and among Marvel Light Holdings Limited (the “Investor”), Anhui Harvest Investment Company Limited (the “Investor Holdco”), Fortune Guard Holdings Limited, the Company, the Provisional Liquidators, certain members of the Group as at the date of the Debt Restructuring Agreement, Perfect Future Investment Limited and Quick Glory Limited in respect of the debt and capital restructuring of the Company (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for identification purposes), for the implementation of the restructuring of the Company comprising, among other things, the proposed capital restructuring of the Company, which involves the Capital Restructuring Events and the Capital Increase as referred to in the Resolutions numbered 1 to 4, the Subscription (as defined below), the issue of the Scheme Shares (as defined below), the Open Offer (as defined below) and the Whitewash Waiver (as defined below), the transactions contemplated thereunder and the execution and the performance thereof by the Company, be and are hereby confirmed, ratified and approved;

- b. the terms of the subscription agreement dated 18 January 2013 (the “Subscription Agreement”) entered into by and among the Company as the issuer, the Investor as the subscriber and the Provisional Liquidators (a copy of which has been produced to the EGM marked “B” and signed by the chairman of the EGM for identification purposes) for the subscription (the “Subscription”) of (i) 202,702,703 New Shares (the “Subscription Shares”) by the Investor at a subscription price of HK\$0.74 per Subscription Share for an aggregate amount of HK\$150,000,000 and (ii) 135,135,135 Preference Shares at a subscription price of HK\$0.74 per Preference Share, for an aggregate amount of HK\$100,000,000, the transactions contemplated thereunder and the execution and the performance thereof by the Company, be and are hereby confirmed, ratified and approved;
- c. the allotment and issue of the Subscription Shares and the Preference Shares pursuant to the terms of the Subscription Agreement, and the allotment and issue of the New Shares upon conversion or re-designation of the Preference Shares, be and are hereby approved;
- d. the allotment and issue of 23,380,000 New Shares (the “Scheme Shares”) credited as fully paid to those persons entitled in accordance with the terms of the Scheme (as defined in the Debt Restructuring Agreement), pursuant to the terms of the Debt Restructuring Agreement, be and are hereby approved;
- e. any one Provisional Liquidator or any one Director be and is hereby authorised generally to do all acts, deeds and things, to take all steps, and to approve, sign and execute all documents (including the affixation of the common seal of the Company where execution under seal is required), as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of or in connection with carrying into effect, giving effect to, implementing or completing any of the foregoing, and any and all actions heretofore taken by any one Provisional Liquidator or any one Director that are consistent with the aforesaid be and are hereby confirmed, ratified and approved.”

## Open Offer

8. a. **“THAT** conditional upon (i) the Capital Restructuring Events and Capital Increase becoming effective; (ii) passing of the Resolution numbered 6 set out in this Notice; (iii) the Listing Committee of the Stock Exchange granting its approval to the listing of, and permission to deal in the New Shares, the Offer Shares (as defined below), the Subscription Shares, the New Shares to be issued upon conversion or re-designation of Preference Shares and the Scheme Shares; and (iv) the fulfillment of all the conditions precedent set out in the underwriting agreement dated 18 January 2013 (the “Underwriting Agreement”), a copy of which marked “C” has been produced to the EGM and signed by the chairman of the EGM for the purposes of identification and entered into between the Company, the Investor as the underwriter (the “Underwriter”) and the Provisional Liquidators, the issue by way of an open offer (the “Open Offer”) of 54,129,675 New Shares (the “Offer Shares”) at the subscription price of HK\$0.74 per Offer Share on the basis of one Offer Share for every one New Share to the shareholders of the Company (the “Qualifying Shareholders”) whose names appear on the register of members of the Company as at the close of business on Thursday, 16 May 2013, Hong Kong time or such other date as may be determined by the Company and the Underwriter (the “Record Date”), other than the shareholders of the Company (the “Excluded Shareholders”) whose addresses as shown on the register of members of the Company as at 4:30 p.m. on the Record Date are in places outside Hong Kong where based on the legal opinions provided by the relevant overseas legal advisers to the Company, the Directors are of the opinion that it is necessary or expedient to exclude such shareholders from the Open Offer on account either of the legal restrictions under the laws of the relevant places or the requirements of the relevant regulatory body or stock exchange in such places, the Open Offer not being extended to the Excluded Shareholders and the taking up by the Underwriter of the Offer Shares which the Excluded Shareholders are otherwise entitled to apply for but for the abovementioned reasons (if not taken up by Qualifying Shareholders by way of excess application), the transactions contemplated thereunder and the performance thereof by the Company, be and are hereby confirmed, ratified and approved;
- b. the terms of the Underwriting Agreement, the transactions contemplated thereunder and the execution and performance thereof by the Company be and are hereby approved, confirmed and ratified, and the Provisional Liquidators and any one Director be and is hereby authorised to make such exclusions or other arrangements as they may, in their absolute discretion, consider necessary, desirable or expedient, in relation to the Excluded Shareholders, the treatment of fractional entitlements and the underwriting of the Offer Shares by the Underwriter;

- c. any one Provisional Liquidator and any one Director be and is hereby authorised generally to do all acts, deeds and things, to take all steps, and to approve, sign and execute all documents (including the affixation of the common seal of the Company where execution under seal is required), as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of or in connection with carrying into effect, giving effect to, implementing or completing any of the foregoing, and any and all actions heretofore taken by any one Provisional Liquidator or any one Director that are consistent with the aforesaid be and are hereby confirmed, ratified and approved.”

### **Whitewash Waiver**

9. **“THAT** subject to the passing of Resolutions numbered 7 to 8 set out in this Notice:
  - a. the whitewash waiver (the “Whitewash Waiver”) granted or to be granted by the Executive Director (including his delegates) of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong (the “SFC”) pursuant to Note 1 on dispensations from Rule 26 of The Hong Kong Codes on Takeovers and Mergers (the “Takeovers Code”) waiving any obligation (either unconditionally or subject to such conditions as may be required by the SFC) on the part of the Investor and parties acting in concert with it (which has the meaning as that ascribed in the Takeovers Code, including those presumed to be acting in concert thereunder) to make a mandatory general offer for all the New Shares not already owned or agreed to be acquired upon completion of the Subscription or as a result of underwriting under the Underwriting Agreement, be and is hereby approved; and
  - b. any one Provisional Liquidator and any one Director be and is hereby authorised generally to do all acts, deeds and things, to take all steps, and to approve, sign and execute all documents (including the affixation of the common seal of the Company where execution under seal is required), as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of or in connection with carrying into effect, giving effect to, implementing or completing any of the foregoing, and any and all actions heretofore taken by any one Provisional Liquidator or any one Director that are consistent with the aforesaid be and are hereby confirmed, ratified and approved.”

## Appointment of Directors

10. “**THAT** conditional upon the resumption of trading of the Shares (the “Resumption”), each of the following persons (having consented to act as such) be elected as Directors of the Company effective from the date of Resumption:
- a. Ms. Yang Qin be appointed as an executive Director;
  - b. Mr. Wang Jianqing be appointed as an executive Director;
  - c. Dr. Leung Hoi Ming be appointed as an independent non-executive Director;
  - d. Mr. Mak Ka Wing, Patrick be appointed as an independent non-executive Director;
  - e. Mr. Sung Wing Sum be appointed as an independent non-executive Director; and
  - f. the board of Directors be and is hereby authorised to fix the remuneration of each of Ms. Yang Qin, Mr. Wang Jianqing, Dr. Leung Hoi Ming, Mr. Mak Ka Wing, Patrick and Mr. Sung Wing Sum.”

By order of the Board	For and on behalf of
<b>FU JI Food and Catering Services Holdings Limited</b>	<b>FU JI Food and Catering Services Holdings Limited</b>
<i>(Provisional Liquidators Appointed)</i>	<i>(Provisional Liquidators Appointed)</i>
<b>Chin Chang Keng, Raymond</b>	<b>Lai Kar Yan (Derek)</b>
<i>Director</i>	<b>Yeung Lui Ming (Edmund)</b>
	<b>Darach E. Haughey</b>
	<i>Joint and Several Provisional Liquidators</i>
	<i>Acting as agents for and on behalf of</i>
	<i>the Company without personal liability</i>

Hong Kong, 1 March 2013

*Registered Office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal Office:*

Room 2703-08, 27th floor  
Shui On Centre,  
6-8 Harbour Road, Wanchai  
Hong Kong



Notes:

1. *A proxy form to be used for the EGM is enclosed with this circular.*
2. *Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and vote instead of him. A proxy need not be a shareholder of the Company.*
3. *To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time fixed for the holding of the EGM or any adjournment thereof.*
4. *Where there are joint holders of any ordinary share of the Company, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the EGM personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.*
5. *The above resolutions will be put to vote at the EGM by way of poll. Resolutions numbered 4 and 6 will be voted by the Independent Shareholders (as defined in this circular). Resolution numbered 5 will be voted by the Open Offer Independent Shareholders (as defined in this circular).*

*As at the date of this notice, the Board comprises of Mr. Chin Chang Keng, Raymond as executive Director and Mr. Chung Wai Man as independent non-executive Director.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement, have been arrived at after due and careful consideration, and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*