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## **FAIRWOOD HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 52)



### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Fairwood Holdings Limited (the “Company”) will be held at Conference Room, 2nd Floor, TRP Commercial Centre, 18 Tanner Road, North Point, Hong Kong on Wednesday, 7 September 2011 at 4:00 p.m. for the following purposes:

1. To receive and adopt the Audited Accounts for the year ended 31 March 2011 together with the Directors’ and Auditors’ Reports thereon.
2. To declare a final dividend.
3. To declare a special final dividend.
4. To re-elect Directors.
5. To authorise the Board of Directors to fix the remuneration of the Directors.
6. To grant authority to the Board of Directors to appoint additional Directors up to the maximum number determined by the Shareholders.
7. To re-appoint KPMG as Auditors and authorise the Board of Directors to fix their remuneration.
8. To consider, and if thought fit, pass the following resolutions by way of special business as Ordinary Resolutions:–

A. **“THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) 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 is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this Resolution 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) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) an issue of shares upon the exercise of subscription rights under any option scheme or similar arrangement of shares or rights to acquire shares of the Company or (iii) 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 the aggregate of (aa) 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution plus (bb) (if the Directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing such separate ordinary resolution), and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest 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 Company’s Bye-laws or any applicable laws to be held; and
- (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 holders of ordinary shares of the Company on its register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion 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).”

B. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (which shall have the same meaning for the purpose of this Resolution, mutatis mutandis, as given in paragraph (d) of the resolution set out as Resolution 8A in the notice of this Meeting) of all the powers of the Company to repurchase shares of HK\$1.00 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases, subject to and in accordance with all applicable laws and 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 is hereby generally and unconditionally approved; and
- (b) the aggregate nominal amount of shares which may be repurchased pursuant to the approval in paragraph (a) of this Resolution 8B during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly.”

C. **“THAT** conditional upon the passing of the resolutions set out in Resolutions 8A and 8B in the notice convening this Meeting, the Directors of the Company be and are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as Resolution 8A in the notice convening this Meeting in respect of the nominal amount of share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

D. **“THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval of the listing of, and permission to deal in, shares of the Company to be issued pursuant to the exercise of any options under the new share option scheme of the Company (the “New Share Option Scheme”), the rules of which are contained in the document marked “A” produced to the meeting and for the purposes of identification signed by the Chairman thereof, the New Share Option Scheme be and is hereby approved and adopted and the Directors of the Company be and are authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme.”

- E. “**THAT** conditional upon the passing of the resolution set out as Resolution 8D, the share option scheme adopted by the Company on 18 September 2002 be terminated with effect from the date on which the New Share Option Scheme shall become unconditional and effective.”

By Order of the Board  
**Mak Yee Mei**  
Company Secretary

Hong Kong, 29 July 2011

Notes :

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, and on a poll, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Head Office and Principal Place of Business of the Company at 2nd Floor, TRP Commercial Centre, 18 Tanner Road, North Point, Hong Kong, not less than 48 hours before the appointed time for holding the meeting or any adjournment thereof.
3. The Register of Members of the Company will be closed from Monday, 5 September 2011 to Wednesday, 7 September 2011 (both days inclusive) during which period no transfer of shares will be registered.
4. In order for the shareholders to be eligible to attend and vote at the forthcoming annual general meeting of the Company, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrars, Computershare Hong Kong Investor Services Limited, Rooms 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on Friday, 2 September 2011 for registration.
5. The Register of Members of the Company will also be closed from Wednesday, 14 September 2011 to Friday, 16 September 2011 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for the final and special final dividends, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrars, Computershare Hong Kong Investor Services Limited, Room 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on Monday, 12 September 2011 for registration.
6. Concerning Resolution 4 above, the biographical details and interests in the shares of the Company of the Directors to be re-elected at the annual general meeting of the Company are contained in this circular.
7. Concerning Resolutions 8A and 8C above, approval is being sought from members for a general mandate to authorise the allotment and issue of shares in the Company under the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules").
8. Concerning Resolution 8B, approval is also being sought from members for a general mandate to repurchase shares in the Company. An Explanatory Statement setting out the terms and conditions upon which such power to be exercised is contained in this circular.
9. Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at the meeting will be taken by poll and the Company will announce the results of the poll on the respective websites of the Company ([www.fairwood.com.hk](http://www.fairwood.com.hk)) and the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)).

*As at the date of this announcement, the Board of the Company comprises (i) Mr Dennis Lo Hoi Yeung (Executive Chairman), Mr Chan Chee Shing (Chief Executive Officer) and Ms Mak Yee Mei as Executive Directors; (ii) Mr Ng Chi Keung as Non-executive Director; and (iii) Mr Joseph Chan Kai Nin, Dr Peter Lau Kwok Kuen, Mr Tony Tsoi Tong Hoo and Mr Peter Wan Kam To as Independent Non-executive Directors.*

Website: [www.fairwood.com.hk](http://www.fairwood.com.hk)