
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

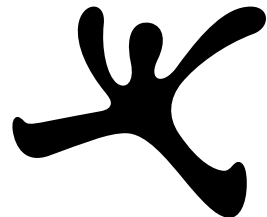
If you have sold or transferred all your shares in Fairwood Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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FAIRWOOD HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 52)



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

A notice convening the annual general meeting (the “AGM”) of Fairwood Holdings Limited to be held at Conference Room, 2nd Floor, TRP Commercial Centre, 18 Tanner Road, North Point, Hong Kong on Thursday, 11 September 2014 at 4:00 p.m. is set out on pages 11 to 14 of this circular. A form of proxy for use by the Shareholders at the AGM is also enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s head office and principal place of business in Hong Kong at 2nd Floor, TRP Commercial Centre, 18 Tanner Road, North Point, 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 at the AGM or any adjournment thereof in person should you so wish.

29 July 2014

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DEFINITIONS

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

“AGM”	the 2014 annual general meeting of the Company to be held at Conference Room, 2nd Floor, TRP Commercial Centre, 18 Tanner Road, North Point, Hong Kong on Thursday, 11 September 2014 at 4:00 p.m.;
“Board”	the board of Directors;
“Bye-laws”	the Bye-laws of the Company as amended from time to time;
“Company”	Fairwood Holdings Limited, an exempted company incorporated in Bermuda with limited liability, whose shares are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereof;
“Latest Practicable Date”	22 July 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase the fully paid-up Shares up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereof;
“SFO”	Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong, as amended from time to time;

DEFINITIONS

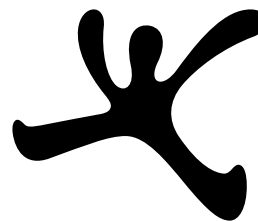
“Share(s)”	Share(s) of HK\$1.00 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.

LETTER FROM THE BOARD

FAIRWOOD HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 52)



Executive Directors:

Dennis LO Hoi Yeung (*Executive Chairman*)

CHAN Chee Shing (*Chief Executive Officer*)

MAK Yee Mei

Non-executive Director:

NG Chi Keung

Independent Non-executive Directors:

Joseph CHAN Kai Nin

Peter LAU Kwok Kuen

Tony TSOI Tong Hoo

Peter WAN Kam To

Registered Office:

Canon's Court, 22 Victoria Street,
Hamilton HM12, Bermuda

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

2nd Floor, TRP Commercial Centre,
18 Tanner Road, North Point,
Hong Kong

29 July 2014

To the Shareholders of the Company

Dear Sir or Madam

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

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM for the grant of the Issue Mandate and the Repurchase Mandate to the Directors and the re-election of Directors.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

Ordinary resolutions will be proposed at the AGM to approve the granting of the Issue Mandate and the Repurchase Mandate to the Directors. In addition, an ordinary resolution will also be proposed to extend the Issue Mandate by adding to it the number of such Shares repurchased under the Repurchase Mandate.

An explanatory statement containing the information required by the Listing Rules to enable the Shareholders to make an informed decision on the ordinary resolution regarding the Repurchase Mandate is set out in Appendix I to this circular.

3. RE-ELECTION OF DIRECTORS

Pursuant to Bye-laws 109 and 189(viii) of the Company, Mr Joseph CHAN Kai Nin and Dr Peter LAU Kwok Kuen shall retire from office by rotation at the AGM. Mr Joseph CHAN Kai Nin and Dr Peter LAU Kwok Kuen, being eligible, will offer themselves for re-election at the AGM.

Although Mr Joseph CHAN Kai Nin and Dr Peter LAU Kwok Kuen have served as Independent Non-executive Directors of the Company for more than nine years, both of them meet the independence guidelines set out in Rule 3.13 of the Listing Rules. Furthermore, none of them is involved in the day to day management of the Company and there is no evidence indicating their tenure with the Company has had any impact on their independence. The Board is of the view that Mr CHAN and Dr LAU remain independent notwithstanding their length of service and is not aware of any circumstance that will interfere with their exercise of independent judgment.

Biographical details of the Directors to be re-elected at the AGM are set out in Appendix II to this circular.

4. AGM

The notice of the AGM is set out on pages 11 to 14 of this circular. At the AGM, in addition to the ordinary business to be transacted, resolutions will be proposed to approve, inter alia, the granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate by the addition thereto of the aggregate nominal amount of the Shares repurchased by the Company pursuant to the Repurchase Mandate and the re-election of the Directors.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's head office and principal place of business in Hong Kong at 2nd Floor, TRP Commercial Centre, 18 Tanner Road, North Point, 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 (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) in person should you so wish.

LETTER FROM THE BOARD

5. VOTING AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at a general meeting must be taken by poll. Accordingly, the Chairman of the AGM will demand poll voting for each of the resolutions set out in the notice of the AGM.

None of the Shareholders is required to abstain from voting at the AGM pursuant to the Listing Rules.

The results of the poll will be published on the respective websites of the Company (www.fairwood.com.hk) and the Stock Exchange (www.hkex.com.hk) in the manner prescribed under Rule 13.39(5) of the Listing Rules.

6. RECOMMENDATION

The Directors consider that the proposed granting of the Repurchase Mandate and the granting/extension of the Issue Mandate and the re-election of the Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

7. 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.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Details of the Directors to be re-elected at the AGM) to this circular.

Yours faithfully
By Order of the Board
Dennis LO Hoi Yeung
Executive Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This Appendix contains the information that are required to be sent to Shareholders under the Listing Rules in connection with the Repurchase Mandate.

Its purpose is to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

SHARE REPURCHASE RULES

All share repurchases on the Stock Exchange by the Company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the Shareholders, either by way of a general mandate or by a specific resolution in relation to specific transactions.

The Shares proposed to be repurchased must be issued and fully paid up. A maximum of 10% of the issued share capital at the date of passing the resolution authorising the repurchase may be repurchased on the Stock Exchange.

SHARE CAPITAL

It is proposed that the Company may repurchase up to 10% of the Shares in issue at the date of passing the resolution approving the Repurchase Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 126,070,780 Shares. Subject to the passing of the proposed ordinary resolution approving the Repurchase Mandate and on the basis that no outstanding options of the Company are exercised and no further Shares are issued, allotted or repurchased by the Company up to the date of the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase up to a maximum of 12,607,078 Shares (representing 10% of the total number of Shares in issue as at the date of the AGM) during the period in which the Repurchase Mandate remains in force.

REASONS FOR REPURCHASES

The repurchase of Shares by the Company may benefit the Shareholders in certain circumstances. Depending on the conditions in the stock market and the availability of funds, such repurchases could improve the net asset value and/or earnings per share of the Company. The Repurchase Mandate will give the Directors more flexibility to make share repurchase beneficial to the Shareholders when there are suitable circumstances.

FUNDING FOR REPURCHASES

The funds required for share repurchase will be derived from those funds of the Company which are legally permitted to be used in this connection in accordance with the Company's Memorandum of Association and Bye-laws and the laws of Bermuda, and shall include capital paid up on the Shares to be repurchased, profits otherwise available for distribution and sums standing to either the share premium accounts or contributed surplus account of the Company.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

In the event that the proposed purchase of Shares is to be carried out in full at any time during the proposed purchase period, the Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company as compared with the position shown on the latest published audited financial statements of the Company as at 31 March 2014. However, the Directors do not propose to exercise the Repurchase Mandate, if so approved, to such an extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels which in the opinion of Directors are from time to time appropriate for the Company.

UNDERTAKING

To the best of the knowledge of the Directors, none of the Directors nor their respective associates (as defined in the Listing Rules) has at present an intention, in the event that the Repurchase Mandate is granted by the Shareholders, to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

No connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares to the Company or have undertaken not to sell any of the Shares held by them to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

EFFECT OF TAKEOVERS CODE

As at the Latest Practicable Date, Neblett Investments Limited and CFJ Holdings Limited, which are companies beneficially owned by two different trusts both of which Mr Dennis LO Hoi Yeung, the Executive Chairman of the Company, is a discretionary object, together with Mr. Dennis LO Hoi Yeung (the "Group of Shareholders"), collectively hold approximately 44.06% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase the Shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholdings of the Group of Shareholders would be increased to approximately 48.95% of the issued share capital of the Company and such increase would give rise to an obligation to make a mandatory offer under the Takeovers Code. However, the Directors has no present intention to effect share repurchase to such an extent that it would give rise to an obligation to make a mandatory offer under the Takeovers Code or that the number of Shares in the hands of the public will fall below the prescribed minimum percentage as determined by the Stock Exchange.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

PRICES OF SHARES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date are as follows:

	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2013		
July	16.48	16.00
August	16.38	16.12
September	16.92	15.96
October	16.30	15.62
November	16.06	15.56
December	16.34	15.70
2014		
January	15.98	15.40
February	16.18	15.60
March	16.18	15.62
April	16.00	15.60
May	16.28	15.60
June	16.82	15.74
July (up to the Latest Practicable Date)	16.48	15.94

SHARE REPURCHASE MADE BY THE COMPANY

The Company has repurchased a total of 9,500 Shares on the Stock Exchange during the six months preceding the Latest Practicable Date. Details of the repurchases are disclosed as follows:-

Date of Repurchase	Number of Shares Repurchased	Repurchase Price Per Shares	
		Highest	Lowest
		<i>HK\$</i>	<i>HK\$</i>
27 January 2014	9,500	15.40	15.40

The brief biographical particulars of the Directors proposed to be re-elected at the AGM are as follows:-

Mr Joseph CHAN Kai Nin (“Mr Chan”), aged 66, has been an Independent Non-executive Director of the Company since 1991. He is also a Member of the Audit Committee and the Chairman of the Remuneration Committee of the Company.

Mr Chan graduated from The University of Hong Kong, the University of Strathclyde and The Chinese University of Hong Kong. He holds a Bachelor of Arts Degree, a Diploma in Social Work, a Master of Business Administration Degree and a Master of Education Degree. He is a Fellow Member of the Institute of Human Resources Management. Mr Chan has over 40 years’ experience in human resources development in public, commercial and educational sectors and is actively engaged in the professional development of student services personnel in higher education in China and Hong Kong. Save as disclosed herein, Mr Chan did not hold any directorship in any other public listed companies in the last three years.

Mr Chan does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company nor hold any other position with the Company or other members of the Group.

As at the Latest Practicable Date, Mr Chan did not have any interests in the Shares within the meaning of Part XV of the SFO.

Except for a service contract with the Company renewing the appointment of Mr Chan as an Independent Non-executive Director of the Company, there is no other service contract entered into by the Company with Mr Chan. He has been appointed for a fixed term of three years commencing on 1 April 2012 and subject to retirement by rotation and re-election in accordance with the Bye-laws. During the fixed term of three years, either the Company or Mr Chan may terminate the appointment by giving to the other three months’ prior written notice. Mr Chan is also the chairman of the Company’s Remuneration Committee and a member of the Company’s Audit Committee. He will be paid a director’s fee of HK\$150,000.00 per annum, a fee of HK\$20,000.00 per annum as the chairman of the Remuneration Committee and a fee of HK\$20,000.00 per annum as a member of the Audit Committee. The amounts of fee were determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, there is no information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr Chan.

Dr Peter LAU Kwok Kuen (“Dr Lau”), aged 61, has been an Independent Non-executive Director of the Company since 2000. He is also the Members of the Remuneration Committee and Nomination Committee of the Company.

Dr Lau holds a Doctorate Degree in Business Administration from The Hong Kong Polytechnic University, an MBA Degree from the University of Calgary in Canada and a Master of Buddhist Studies from The University of Hong Kong. He is a member of The Canadian Institute of Chartered Accountants and the Society of Certified Management Accountants of Canada. Dr Lau had over 12 years of management and accounting experience in the private and public sectors in Canada prior to returning to Hong Kong in 1987. Dr Lau is currently the Chairman and Chief Executive of Giordano International Limited which is listed on the main board of the Stock Exchange. He is also the Chairman of the Advisory Committees on management and marketing at The Hong Kong Polytechnic University as well as Adjunct Professor of Marketing at City University of Hong Kong. Save as disclosed herein, Dr Lau did not hold any directorship in any other public listed companies in the last three years.

Dr Lau does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company nor hold any other position with the Company or other members of the Group.

As at the Latest Practicable Date, Dr Lau did not have any interests in the Shares within the meaning of Part XV of the SFO.

Except for a service contract with the Company renewing the appointment of Dr Lau as an Independent Non-executive Director of the Company, there is no other service contract entered into by the Company with Dr Lau. He has been appointed for a fixed term of three years commencing on 1 April 2012 and subject to retirement by rotation and re-election in accordance with the Bye-laws. During the fixed term of three years, either the Company or Dr Lau may terminate the appointment by giving to the other three months’ prior written notice. Dr Lau is also a member of the Company’s Remuneration Committee and Nomination Committee. He will be paid a director’s fee of HK\$150,000.00 per annum, a fee of HK\$10,000.00 per annum as a member of the Remuneration Committee and a fee of HK\$10,000.00 per annum as a member of the Company’s Nomination Committee. The amounts of fee were determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions.

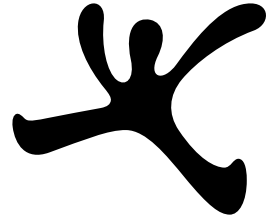
Save as disclosed above, there is no information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Dr Lau.

NOTICE OF ANNUAL GENERAL MEETING

FAIRWOOD HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 52)



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 Thursday, 11 September 2014 at 4:00 p.m. for the following purposes:

1. To receive and adopt the Audited Accounts for the year ended 31 March 2014 together with the Directors’ and Auditor’s Reports thereon.
2. To declare a final dividend.
3. To re-elect Directors.
4. To authorise the Board of Directors to fix the remuneration of the Directors.
5. To grant authority to the Board of Directors to appoint additional Directors up to the maximum number determined by the Shareholders.
6. To re-appoint KPMG as Auditor and authorise the Board of Directors to fix their remuneration.
7. 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),

NOTICE OF ANNUAL GENERAL MEETING

(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% 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% 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 7A 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

NOTICE OF ANNUAL GENERAL MEETING

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 7B during the Relevant Period shall not exceed 10% 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 7A and 7B 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 7A 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.”

By Order of the Board
MAK Yee Mei
Company Secretary

Hong Kong, 29 July 2014

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, 8 September 2014 to Thursday, 11 September 2014 (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, 5 September 2014 for registration.
5. The Register of Members of the Company will also be closed from Thursday, 18 September 2014 to Monday, 22 September 2014 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for the final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the

NOTICE OF ANNUAL GENERAL MEETING

Company's Branch Share Registrars, Computershare Hong Kong Investor Services Limited at Room 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on Wednesday, 17 September 2014 for registration.

6. Concerning Resolution 3 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 7A and 7C 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 7B, 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) and the Stock Exchange (www.hkex.com.hk).