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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, 2<sup>nd</sup> Floor, TRP Commercial Centre, 18 Tanner Road, North Point, Hong Kong on Wednesday, 9 September 2015 at 4:00 p.m. for the following purposes:

1. To receive and adopt the Audited Accounts for the year ended 31 March 2015 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), (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 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 Buy-backs, 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, 31 July 2015

*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 2<sup>nd</sup> 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, 7 September 2015 to Wednesday, 9 September 2015 (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, 4 September 2015 for registration.*
5. *The Register of Members of the Company will also be closed from Wednesday, 16 September 2015 to Friday, 18 September 2015 (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 Company's Branch Share Registrars, Computershare Hong Kong Investor Services Limited at Room 1712-6, 17<sup>th</sup> Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on Tuesday, 15 September 2015 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 the 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 the 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.fairwoodholdings.com.hk](http://www.fairwoodholdings.com.hk)) and the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)).*

*As at the date of this announcement, the Directors of the Company are:*

*Executive Directors: Mr Dennis Lo Hoi Yeung (Executive Chairman), Mr Chan Chee Shing (Chief Executive Officer) and Ms Mak Yee Mei;*

*Non-executive Director: Mr Ng Chi Keung; and*

*Independent Non-executive Directors: Mr Joseph Chan Kai Nin, Dr Peter Lau Kwok Kuen, Mr Tony Tsoi Tong Hoo and Mr Peter Wan Kam To.*

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