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UKF (HOLDINGS) LIMITED

英裘(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01468)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of UKF (Holdings) Limited (the “**Company**”) will be held at Conference Room B, TKP Conference Centre Central, 23/F, Euro Trade Centre, 21-23 Des Voeux Road Central, Central, Hong Kong on Monday, 14 November 2016 at 3:00 p.m. for the purposes of considering and, if thought fit, passing with or without modifications, the following resolution which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the share purchase agreement entered into between Pearl Bay Investments Limited, a subsidiary of the Company, Excel Blaze Limited and Mr. Yan Kam Cheong on 30 July 2016 in relation to the acquisition of the entire issued share capital of Great Roc Capital Securities Limited (the “**SPA**”), the consideration of which shall be satisfied by the issue of promissory note in the amount of HK\$145,500,000 by the Company and issue of 660,000,000 shares of the Company (the “**Consideration Share(s)**”) at the price of HK\$0.18 per Consideration Share to the Vendor (equivalent to HK\$118,800,000) (a copy of which has been produced to the EGM marked “**A**” and initialled by the Chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby by approved, confirmed and ratified;

- (b) the directors of the Company (the “**Director(s)**”) be and are hereby specifically authorised to allot and issue the Consideration Shares in accordance with the terms of the SPA; and
- (c) each of the Director be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in their opinion necessary, desirable or expedient to implement and/or give effect to the terms of the SPA and the transactions thereunder.

2. **THAT**

- (a) the placing agreement (the “**Placing Agreement**”) entered into between the Company and Sun International Securities Limited on 29 July 2016 in relation to the placing of up to 210,000,000 ordinary shares of the Company (the “**Placing Share(s)**”) at the price of HK\$0.18 per Placing Shares (a copy of which has been produced to the EGM marked “B” and initialled by the Chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby by approved, confirmed and ratified;
- (b) the Directors be and are hereby specifically authorised to allot and issue the Placing Shares in accordance with the terms of the Placing Agreement; and
- (c) each of the Director be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in their opinion necessary, desirable or expedient to implement and/or give effect to the terms of the Placing Agreement and the transactions thereunder.”

By order of the Board
Wong Chun Chau
Chairman

Hong Kong, 26 October 2016

Notes:

- (1) A member of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or if he/she is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the memorandum of association and articles of association of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the EGM or any adjournment thereof, should he so wish.
- (3) Completion and return of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the meeting and/or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of poll.
- (5) The form of proxy for use at the EGM is enclosed herewith.

As at the date of this announcement, the Directors are as follows:

Executive Directors:

Mr. Wong Chun Chau (*Chairman*)

Ms. Kwok Yin Ning

Independent non-executive Directors:

Ms. Mak Yun Chu

Mr. Tang Tat Chi

Mr. Hung Wai Che