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## LAI FUNG HOLDINGS

Lai Fung Holdings Limited  
(Incorporated in the Cayman Islands with limited liability)  
**(Stock Code: 1125)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (“**EGM**”) of the members (“**Members**”) of Lai Fung Holdings Limited (“**Company**”) will be held at Gloucester Room II, 3/F., The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Tuesday, 17 December 2013 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT:**

- (A) the subscription agreement dated 25 September 2013 (“**Subscription Agreement**”, a copy of which has been marked “A” and produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification) entered into between Lai Fung (Hengqin) Development Company Limited (“**LFHQ**”, an indirect wholly-owned subsidiary of the Company), Sunny Horizon Investments Limited (“**SHIL**”) and Rosy Commerce Holdings Limited (“**Rosy Commerce**”) in respect of, among other things, (i) the respective subscriptions for 79 and 20 new ordinary shares of par value of US\$1.00 each in the capital of Rosy Commerce (collectively, “**Subscription Shares**”) by LFHQ and SHIL; (ii) the assignment by LFHQ to SHIL of 20% of the total amount of loans, advances, interests (if any) and other sums and indebtedness due, owing, outstanding or payable to LFHQ by Rosy Commerce as at completion of the Subscription Agreement; and (iii) the entering into of a shareholders’ agreement in relation to Rosy Commerce by LFHQ, SHIL and Rosy Commerce for the purposes of regulating the relationship of the shareholders of Rosy Commerce inter se and the management and conduct of the business and affairs of Rosy Commerce and its subsidiaries (“**Shareholders’ Agreement**”, a copy of the final draft of which has been marked “B” and produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification), and the transactions contemplated under the Subscription Agreement and the Shareholders’ Agreement (collectively, “**Transaction**”), be and are hereby approved, confirmed and ratified; and

- (B) the directors of the Company be and are hereby authorised to do all things and acts, enter into all transactions, arrangements and agreements, and sign and execute all documents (under hand or under the common seal of the Company) which they consider desirable or expedient to implement and/or to give effect to the Transaction, including without limitation the allotment and issue of the Subscription Shares in accordance with the Subscription Agreement.”

By Order of the Board  
**Lai Fung Holdings Limited**  
**Yim Lai Wa**  
Company Secretary

Hong Kong, 26 November 2013

*Registered Office:*  
P.O. Box 309  
Ugland House  
South Church Street  
George Town  
Grand Cayman  
Cayman Islands

*Principal Place of Business in Hong Kong:*  
11th Floor  
Lai Sun Commercial Centre  
680 Cheung Sha Wan Road  
Kowloon  
Hong Kong

*Notes:*

- (1) *A Member entitled to attend and vote at the EGM convened by the above notice (“Notice”) or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more shares of HK\$0.10 each in the share capital of the Company (“Shares”), more than one) proxy to attend and, on a poll, vote on his/her/its behalf in accordance with the Articles of Association of the Company. A proxy need not be a Member.*
- (2) *To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company’s branch share registrars in Hong Kong, Tricor Tengis Limited (“Registrars”), at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or its adjourned meeting (as the case may be) and in default, the proxy will not be treated as valid. Completion and return of the form of proxy shall not preclude Members from attending in person and voting at the EGM or any of its adjourned meeting should they so wish. In that event, the said form(s) of proxy shall be deemed to be revoked.*  
  
*The contact phone number of the Registrars is (852) 2980 1333.*
- (3) *To ascertain the entitlements to attend and vote at the EGM, Members must lodge the relevant transfer document(s) and share certificate(s) at the office of the Registrars no later than 4:30 p.m. on Thursday, 12 December 2013 for registration.*
- (4) *Where there are joint registered holders of any Shares, any one of such joint holders may attend and vote at the EGM or its adjourned meeting (as the case may be), either in person or by proxy, in respect of such Shares as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the EGM or its adjourned meeting (as the case may be) personally or by proxy, then one of such holders so present whose name stands first in the Register of Members or Hong Kong Branch Register of Members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.*
- (5) *In compliance with Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”), voting on the resolution proposed in this Notice shall be decided by way of a poll.*

- (6) *If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time after 8:00 a.m. on the date of the EGM, the EGM will be postponed and the Members will be informed of the date, time and venue of the postponed EGM by a supplementary notice posted on the respective websites of the Company and the Stock Exchange.*

*If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before 8:00 a.m. on the date of the EGM and where conditions permit, the EGM will be held as scheduled.*

*The EGM will be held as scheduled when an amber or red rainstorm warning signal is in force.*

*Having considered their own situations, Members should decide on their own whether they would attend the EGM under a bad weather condition and if they do so, they are advised to exercise care and caution.*

- (7) *Members are advised to read the circular of the Company dated 26 November 2013 which contains information concerning the resolution to be proposed in the EGM.*

*As at the date of this announcement, the Board of the Company comprises seven Executive Directors, namely Mr. Chew Fook Aun (Chairman), Dr. Lam Kin Ming (Deputy Chairman), Mr. Lam Kin Hong, Matthew (Executive Deputy Chairman), Mr. Lam Hau Yin, Lester (Chief Executive Officer), Madam U Po Chu, Mr. Lau Shu Yan, Julius and Mr. Cheng Shin How; two Non-executive Directors, namely Mr. Leow Juan Thong, Jason and Mr. Lucas Ignatius Loh Jen Yuh (also alternate to Mr. Leow Juan Thong, Jason); and five Independent Non-executive Directors, namely Messrs. Lam Bing Kwan, Ku Moon Lun, Law Kin Ho, Mak Wing Sum, Alvin and Shek Lai Him, Abraham.*