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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

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

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**CHINA FORDOO HOLDINGS LIMITED**

**中國虎都控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2399)**

**PROPOSED GRANT OF GENERAL MANDATES TO  
ISSUE AND BUY-BACK SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of the Company to be held at Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong at 3:00 p.m. on Tuesday, 5 May 2015 is set out on pages 13 to 17 of this circular.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof, as the case may be, should you so wish.

31 March 2015

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	4
Grant of General Mandate, Share Buy-back Mandate and Extension Mandate .....	5
Re-election of Directors .....	6
Actions to be taken .....	6
Voting by Poll .....	6
Recommendations .....	6
General .....	7
Miscellaneous .....	7
<b>Appendix I — Explanatory Statement on the Share Buy-back Mandate</b> .....	8
<b>Appendix II — Details of the Directors to be re-elected at                     the Annual General Meeting</b> .....	11
<b>Notice of Annual General Meeting</b> .....	13

## DEFINITIONS

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

“2014 Annual Report”	the annual report of the Company for the financial year ended 31 December 2014 dispatched to the Shareholders together with this circular
“Annual General Meeting”	the annual general meeting of the Company to be convened and held at Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong at 3:00 p.m. on Tuesday, 5 May 2015, the notice of which is set out on pages 13 to 17 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associates”	has the same meaning as defined under the Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	China Fordoo Holdings Limited (中國虎都控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto in the Listing Rules and unless the context requires otherwise, refers to Everkept Limited (保永有限公司) and Mr. Kwok Kin Sun (郭建新), an executive Director
“Director(s)”	director(s) of the Company
“Everkept Limited”	one of the Controlling Shareholders
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares bought back under the Share Buy-back Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate

## DEFINITIONS

“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Group”	the Company and its subsidiaries
“HK\$” and “HK cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	23 March 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Date”	16 July 2014, the date on which dealings in the Shares on the Stock Exchange commenced
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the notice of the Annual General Meeting
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Prospectus”	the prospectus of the Company dated 30 June 2014
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended and supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company

## DEFINITIONS

“Share Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to buy back the fully paid up Shares on the Stock Exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 9 June 2014
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning as ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers and Share Repurchases in Hong Kong
“%”	per cent

LETTER FROM THE BOARD



**CHINA FORDOO HOLDINGS LIMITED**

**中國虎都控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2399)**

*Executive Directors:*

Mr. Kwok Kin Sun (*Chairman*)  
Mr. Kwok Hon Fung  
Ms. Yuan Mei Rong

*Independent non-executive Directors:*

Mr. Kwauk Teh-Ming Walter  
Mr. Zhang Longgen  
Mr. Zhang Zhaodong

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Headquarters and principal place*

*of business in the People's Republic of China:*  
Fordoo Industrial Zone E12  
Xunmei Industrial Zone, Fengze District  
Quanzhou City, Fujian Province, China

*Principal place of business in Hong Kong:*

Suite 1508, 15th Floor  
Central Plaza, 18 Harbour Road  
Wanchai, Hong Kong

*Investor relations contact:*

Suite 1508, 15th Floor  
Central Plaza, 18 Harbour Road  
Wanchai, Hong Kong

31 March 2015

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES TO  
ISSUE AND BUY-BACK SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include, inter alia, (a) the proposed grant of each of the General Mandate, the Share Buy-back Mandate and the Extension Mandate; and (b) the re-election of the relevant Directors.

## LETTER FROM THE BOARD

### GRANT OF GENERAL MANDATE, SHARE BUY-BACK MANDATE AND EXTENSION MANDATE

Pursuant to the written resolutions of the Shareholders passed on 9 June 2014 as disclosed in the Prospectus, a general mandate was granted to the Directors to exercise the powers of the Company to buy back Shares on the Stock Exchange. Such mandate will lapse at the conclusion of the Annual General Meeting. At the Annual General Meeting, the following resolutions, among other matters, will be proposed:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution. Based on 480,000,000 Shares in issue as at the Latest Practicable Date and assuming no Shares will be issued or bought back by the Company prior to the Annual General Meeting, the maximum number of Shares to be allotted and issued pursuant to the General Mandate will be 96,000,000;
- (b) to grant the Share Buy-back Mandate to the Directors to enable them to buy back the Shares on the Stock Exchange up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the General Mandate by an additional number representing such number of Shares bought back under the Share Buy-back Mandate.

Each of the General Mandate, the Share Buy-back Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; (b) the date by which the next annual general meeting is required by the Companies Law or the Articles of Association to be held; or (c) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Directors wish to state that they have no immediate plans to allot and issue any new Shares other than such Shares which may be granted under the Share Option Scheme.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Share Buy-back Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

## **LETTER FROM THE BOARD**

### **RE-ELECTION OF DIRECTORS**

According to Article 84(1) of the Articles of Association, not less than one-third of the Directors shall retire from office by rotation at each annual general meeting of the Company. Any Director who retires under this article shall then be eligible for re-election as Director. Mr. Kwok Kin Sun and Mr. Kwauk Teh-Ming Walter will retire as Directors and, being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

Biographical information of each of Mr. Kwok Kin Sun and Mr. Kwauk Teh-Ming Walter is set out in Appendix II to this circular.

### **ACTIONS TO BE TAKEN**

The Company will convene the Annual General Meeting at which ordinary resolutions will be proposed for the purpose of considering and if thought fit, approving the resolutions set out in the notice of the Annual General Meeting as set out on pages 13 to 17 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed herewith. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof, as the case should be, should you so wish.

### **VOTING BY POLL**

All the resolutions set out in the notice of the Annual General Meeting will be decided by poll in accordance with the Listing Rules. The chairman of the Annual General Meeting will explain the detailed procedures for conducting a poll at the commencement of the Annual General Meeting.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every Share held which is fully paid or credited as fully paid.

After the conclusion of the Annual General Meeting, the poll results will be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.fordoo.cn](http://www.fordoo.cn).

### **RECOMMENDATIONS**

The Board considers that the ordinary resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of such resolutions at the Annual General Meeting.



**LETTER FROM THE BOARD**

**GENERAL**

Your attention is drawn to the additional information set out in the appendices to this circular.

**MISCELLANEOUS**

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
By order of the Board  
**China Fordoo Holdings Limited**  
**Kwok Kin Sun**  
*Chairman*

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the proposed Share Buy-back Mandate to the Directors.

## **1. LISTING RULES RELATING TO THE BUY-BACK OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to buy back their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all buy-backs of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general share buy-back mandate or by specific approval of a particular transaction.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 480,000,000 Shares in issue. Subject to the passing of the proposed resolution granting the Share Buy-back Mandate and on the basis that no Shares will be issued or bought back prior to the Annual General Meeting, the Company will be allowed under the Share Buy-back Mandate to buy back a maximum of 48,000,000 Shares, representing about 10% of the issued share capital of the Company on the date of passing of such resolution.

## **3. REASONS FOR SHARE BUY-BACK**

The Directors believe that the Share Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. Such share buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such share buy-back will benefit the Company and the Shareholders as a whole.

## **4. FUNDING OF SHARE BUY-BACK**

The buy-back of Shares pursuant to the Share Buy-back Mandate would be funded out of funds legally available for the purpose in accordance with the Memorandum, the Articles of Association, the Companies Law, other applicable laws of the Cayman Islands and the Listing Rules. A listed company is prohibited from buying back its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Under the Companies Law, shares bought back by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be

purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital.

## 5. GENERAL

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 December 2014, being the date of its latest published audited consolidated financial statements contained in the 2014 Annual Report, in the event that the Share Buy-back Mandate were to be carried out in full at any time during the proposed share buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

## 6. SHARE PRICES

The highest and lowest prices at which Shares were traded on the Stock Exchange from the Listing Date up to and including the Latest Practicable Date were as follows:

	Price per share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2014</b>		
July (since the Listing Date)	4.12	3.92
August	4.02	3.58
September	4.04	3.70
October	4.03	3.15
November	4.00	3.60
December	3.87	3.08
<b>2015</b>		
January	3.47	3.08
February	3.90	3.32
March (up to and including the Latest Practicable Date)	4.74	3.74

## 7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to buy back shares under the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws and regulations of Cayman Islands and in accordance with the regulations set out in the Memorandum and the Articles of Association.

**8. DISCLOSURE OF INTERESTS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company under the Share Buy-back Mandate if the same is approved by the Shareholders.

No connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Share Buy-back Mandate is approved by the Shareholders.

**9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

If on exercise of the powers of buying back Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the Controlling Shareholders, namely, Everkept Limited held 244,800,000 shares representing 51% of the issued share capital of the Company, and its beneficial owner, Mr. Kwok Kin Sun, who owns 70% of the issued share capital of Everkept Limited. In the event that the Directors should exercise in full the power to buy back Shares which is proposed to be granted pursuant to the Share Buy-back Mandate, the direct and indirect shareholding of the Controlling Shareholders in the Company would be increased to approximately 57% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any shares buy-back pursuant to the Share Buy-back Mandate.

The Directors have no intention to exercise the Share Buy-Back Mandate to such an extent that will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

**10. SHARES BOUGHT BACK BY THE COMPANY**

The Company had not bought back any of its Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

The following sets out the respective details of the Directors, the office of whom will end at the Annual General Meeting and who, being eligible, will offer themselves for re-election:

**Mr. Kwok Kin Sun (郭建新)**, aged 59 is the founder of our Group and an executive Director. He is also the chief executive officer of our Group and chairman of the Board. He was appointed as an executive Director on 23 December 2013 and the chairman of the nomination committee of the Company on 9 June 2014. Mr. Kwok has over 20 years of experience in the menswear industry and is responsible for the formulation of our overall corporate strategies, planning and business development. Mr. Kwok's vision, leadership and dedication to our Group's development since inception have been core to our success to date.

In the three years preceding the Latest Practicable Date, Mr. Kwok did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Kwok has entered into a service agreement with the Company for an initial fixed term of three years commencing from 16 July 2014 renewable automatically for successive terms of three year each upon expiry of the then current term of appointment until terminated by either party giving not less than three months' written notice to the other expiring at the end of the initial term of his appointment or any time thereafter. He is subject to the rotational retirement and re-election requirements at the annual general meetings of the Company pursuant to the Articles of Association. As at the Latest Practicable Date, he was entitled to an annual remuneration of RMB1,800,000. The emolument of Mr. Kwok is determined by the Board with reference to his duties, responsibilities, job complexity, prevailing market rates, performance and the results of the Group.

As at the Latest Practicable Date, Mr. Kwok was interested in 244,800,000 Shares in the Company. He was deemed to be interested in all the Shares held by Everkept Limited by reason of his 70% interest in the share capital of Everkept Limited within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Kwok did not have any interest in the Shares, underlying Shares or debenture of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Kwok is the father of Mr. Kwok Hon Fung (郭漢鋒), who is also an executive Director of the Company. He is also one of the shareholders of Everkept Limited. Save as disclosed above, Mr. Kwok was not related to any other Directors, senior management, substantial shareholders or Controlling Shareholders of the Company.

There is no other information which is discloseable nor is/was Mr. Kwok involved in any other matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules.

There are no other matters concerning Mr. Kwok that need to be brought to the attention of the Shareholders.

**Mr. Kwauk Teh-Ming Walter (郭德明)**, aged 62, is an independent non-executive Director. He joined our Group on 9 June 2014 and was appointed as an independent non-executive Director and the chairman of the audit committee of the Company on 9 June 2014. Mr. Kwauk has over 25 years of experience in accounting. He is currently a consultant of Motorola Solutions, Inc. He is also an independent non-executive director of Alibaba Group Holding Limited (阿里巴巴集團) (stock code: BABA), a company listed on the New York Stock Exchange, Sinosoft Technology Group Limited (中國擎天軟件科技集團有限公司) (stock code: 1297), a company listed on the Stock Exchange. Mr. Kwauk served in KPMG from 1977 to 2002, holding a number of senior positions including the general manager of KPMG's joint venture accounting firm in Beijing, the managing partner in KPMG's Shanghai office and a partner in KPMG's Hong Kong office.

Mr. Kwauk obtained a bachelor's degree in science in May 1975 and a licentiate's degree in accounting from the University of British Columbia in Canada in May 1977. He obtained a certificate of membership from the Hong Kong Institute of Certified Public Accountants in August 1981.

Save as disclosed above, in the three years preceding the Latest Practicable Date, Mr. Kwauk did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Kwauk has been appointed by the Company for an initial term of three years commencing from 16 July 2014 renewable automatically for successive terms of three years each upon expiry of the then current term of appointment until terminated by either party. He is subject to the rotational retirement and re-election requirements at the annual general meetings of the Company pursuant to the Articles of Association. Mr. Kwauk is entitled to an annual director's fee of HK\$200,000. The director's fee for Mr. Kwauk is determined by the Board with reference to his duties and responsibilities.

As at the Latest Practicable Date, Mr. Kwauk did not have any interests in the Shares, underlying Shares or debenture of the Company within the meaning of Part XV of the SFO. Mr. Kwauk did not have any relationship with any Directors, senior management, substantial shareholders or Controlling Shareholders of the Company.

There is no other information which is discloseable nor is/was Mr. Kwauk involved in any other matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules.

There are no other matters concerning Mr. Kwauk that need to be brought to the attention of the Shareholders.

The Company has received from Mr. Kwauk an annual confirmation of independence in accordance with Rule 3.13 of the Listing Rules and considers Mr. Kwauk to be independent.

**NOTICE OF ANNUAL GENERAL MEETING**



**CHINA FORDOO HOLDINGS LIMITED**

**中國虎都控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2399)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of China Fordoo Holdings Limited (the “**Company**”) will be held at Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Tuesday, 5 May, 2015 at 3:00 p.m. to consider, if though fit, transact the following ordinary business:

1. to receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and the auditors (the “**Auditors**”) of the Company for the year ended 31 December 2014;
2. to declare a final dividend of HK36 cents per ordinary share of the Company for the year ended 31 December 2014;
3. to re-elect Mr. Kwok Kin Sun as an executive Director and to authorize the board of Directors (“**Board**”) to fix his remuneration;
4. to re-elect Mr. Kwauk Teh-Ming Walter as an independent non-executive Director and to authorize the Board to fix his remuneration;
5. to authorise the Board to fix the remuneration of the Directors;
6. to re-appoint KPMG as the Auditors for the year ending 31 December 2015 and to authorise the Board to fix their remuneration;

and, as additional ordinary business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

7. “**THAT:**
  - (a) subject to paragraph (c) below, pursuant to The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares of HK\$0.01 each in the capital of the

## NOTICE OF ANNUAL GENERAL MEETING

Company (each, a “Share”) and to make or grant offers, agreements or options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements or options which might require the exercise of the aforesaid powers after the expiry of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options and otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
  - (i) 20 per cent, of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of this resolution; and
  - (ii) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal value of any share capital of the Company bought back by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent, of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 articles of association of the Company or the applicable laws of the Cayman Islands to be held; or



## NOTICE OF ANNUAL GENERAL MEETING

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of; or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

8. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to buy back (or agree to buy back) shares of HK\$0.01 each in the capital of the Company (each, a “**Share**”) on the Stock Exchange, or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be bought back or agreed to be bought back by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 percent, of the aggregate nominal value of the share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of 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 articles of association of the Company or the applicable laws of the Cayman Islands to be held; or

## NOTICE OF ANNUAL GENERAL MEETING

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

9. “**THAT** conditional on the passing of resolutions numbered 7 and 8 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 7 above be and is hereby extended by the addition to the aggregate nominal value of the shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal value of the share capital of the Company bought back or agreed to be bought back by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 8 above.”

By Order of the Board  
**China Fordoo Holdings Limited**  
**Chung Ming Kit**  
*Company Secretary*

Hong Kong, 31 March 2015

*As at the date of this announcement, the executive directors of the Company are Mr. Kwok Kin Sun, Mr. Kwok Hon Fung, Ms. Yuan Mei Rong; and the independent non-executive directors of the Company are Mr. Kwauk Teh-Ming Walter, Mr. Zhang Longgen and Mr. Zhang Zhaodong.*

*Notes:*

1. Any member entitled to attend and vote at the above meeting is entitled to appoint one or, if he is the holder of two or more shares, one or more proxies to attend and, on a poll, vote in his stead. A proxy needs not be a member of the Company.
2. In order 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 thereof, must be deposited at the offices of the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the above meeting or any adjournment thereof.
3. The transfer books and register of members of the Company will be closed from Wednesday, 29 April 2015 to Tuesday, 5 May 2015, both days inclusive, during which period no transfer of shares in the Company will be effected. In order to qualify for the right to attend and vote at the meeting, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 28 April 2015.
4. The transfer books and register of members of the Company will be closed from Tuesday, 12 May 2015 to Friday, 15 May 2015, both days inclusive, during which period no transfer of shares in the Company will be effected. 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 registrar in Hong Kong at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 11 May 2015.

## NOTICE OF ANNUAL GENERAL MEETING

5. In relation to the proposed resolutions numbered 7 and 9 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules.
6. In relation to the proposed resolution numbered 8 above, the directors of the Company wish to state that they will exercise the powers conferred thereby to buy back shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in the Appendix I to the circular of which this notice of the annual general meeting forms part.
7. In the case of joint holders of a share, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.