

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**UKF (HOLDINGS) LIMITED**

**英裘(控股)有限公司**

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

(Stock Code: 08168)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the Company (the “AGM”) will be held at Peking Room in Shun Fung at 48/F, Two Exchange Square, Central, Hong Kong on 18 July 2014, Friday at 4:00 p.m., Hong Kong for the purpose of transacting the following business:

**ORDINARY BUSINESS**

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (“Directors”) and the independent auditors of the Company (“Auditors”) for the year ended 31 March 2014.
2. To re-appoint HLM CPA Limited as the Auditors and to authorise the board of Directors to fix their remuneration.
3. To approve the declaration of a final dividend of HK0.3 cents per ordinary share of the Company to be paid out of retained earnings account to the shareholders of the Company whose names appear on the register of members of the Company on 25 July 2014, Friday.
4. To re-elect the following Directors:
  - (a) Mr. Ang Wing Fung as an independent non-executive Director;
  - (b) Mr. Jean-pierre Philippe as an independent non-executive Director;
5. To authorise the board of Directors to fix the Directors’ remunerations.

## SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without modification) as ordinary resolutions:

6. **“THAT**

- (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued shares in the Company (“Shares”) or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued from time to time (a) on a Rights Issue (as hereinafter defined) or (b) upon the exercise of any options under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares or (c) upon the exercise of rights of subscription or conversion attaching to any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by shareholders of the Company or (d) as any scrip dividend or similar arrangements pursuant to the articles of association of the Company, not exceeding twenty per cent of the issued share capital of the Company as at the date of this resolution; and
- (b) 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 law or the articles of association of the Company to be held; and
  - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

and “Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractions entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or of the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”

7. **“THAT** there be granted to the Directors an unconditional general mandate to repurchase Shares, and that the exercise by the Directors of all powers of the Company to purchase Shares subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved, subject to the following conditions:

- (a) such mandate shall not extend beyond the Relevant Period (as hereinafter defined);
- (b) such mandate shall authorise the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;
- (c) the Shares to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall be no more than ten per cent of the Shares in issue at the date of passing this resolution; 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 law or the articles of association of the Company to be held; and
  - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
8. “**THAT**, subject to the availability of unissued share capital and conditional upon the resolutions nos. 6 and 7 above being passed, the number of Shares which are repurchased by the Company pursuant to and in accordance with resolution no. 7 above shall be added to the number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no. 6 above.”
9. “**THAT** conditional upon the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting listing of and permission to deal in the Shares to be issued upon the exercise of options under the share option scheme adopted by the Company on 1 August 2012 (the “Share Option Scheme”), the existing scheme mandate limit in respect of granting of options to subscribe for Shares under the Share Option Scheme be refreshed and renewed provided that the total number of Shares which may be allotted and issued pursuant to the grant or exercise of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the Shares in issue as at the date of passing this resolution and that the Directors of the Company be and are hereby authorized, subject to compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange, to grant options under the Share Option Scheme up to the refreshed limit and to exercise all the powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such options.”
10. “**THAT**, subject to and conditional upon (i) the approval of the Listing Division of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting, or agreeing to grant the approval for the listing of, and permission to deal in, the Bonus Shares (as hereinafter defined); and (ii) compliance with the relevant legal procedures and requirements (if any) of the articles of association of the Company or any applicable laws of the Cayman Islands, to effect the 2014 Bonus Issue (as hereinafter defined):
- (a) upon the recommendation of the directors of the Company (the “Directors”), an approximate sum of HK\$3,303,552 being the amount standing to the credit of the Company’s reserves to give effect to the bonus issue of ordinary shares (“Shares”) of HK\$0.01 each in the capital of the Company pursuant to this resolution, be capitalised and accordingly the Directors be and are hereby authorised and directed to apply such sum in paying up in full at par such number of new Shares in the capital of the Company, and that such new Shares (“Bonus Shares”) shall be issued, allotted and distributed, credited as fully paid up, to and amongst those shareholders whose names appear on the register of members of the Company on the close of business on 25 July 2014, Friday (“Record Date”), (not being those shareholder(s) (the “Non-Qualifying Overseas Shareholder(s)”), whose address(es) as shown on the register of members of the Company on the Record Date to be outside the Hong Kong Special Administrative Region of the People’s Republic of China (“Hong Kong”), to whom the board of directors of the Company, after making enquiries, considers to be necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant body or stock exchange in that place not to extend the 2014 Bonus Issue) on the basis of one Bonus Share for every five existing issued Shares in the share capital of the Company then held by them respectively on the Record Date (“2014 Bonus Issue”);

- (b) the Bonus Shares to be issued and allotted pursuant to this resolution shall be subject to the articles of association of the Company and shall rank equally with the Shares then existing in all respects except that they will not rank for the proposed final dividend for the year ended 31 March 2014; and
- (c) the Directors be authorised to do all acts and things as may be necessary and expedient in connection with the allotment and issue of the Bonus Shares including, but not limited to, determining the Non-Qualifying Overseas Shareholder(s), the amount to be capitalised out of the Company's reserves and the number of Bonus Shares to be issued, allotted and distributed in the manner referred to in paragraph (a) of this resolution.”

By order of the Board  
**Wong Chun Chau**  
*Chairman*

Hong Kong, 16 June 2014

*Notes:*

1. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the AGM is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his stead. A proxy needs not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the AGM and any adjournment of the AGM should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. A form of proxy for the AGM is enclosed with the Company's circular dated 16 June 2014. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed on the form together with a valid 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 deposited at the office of the branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment of that meeting.
3. The register of members of the Company will be closed from 16 July 2014, Wednesday to 18 July 2014, Friday (both dates inclusive), for the purposes of determining the entitlements of the members of the Company to attend and vote at the AGM. No transfers of Shares may be registered during the said period. In order to qualify for the aforesaid entitlements, all transfers accompanied by the relevant share certificates must be lodged with the office of the branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 15 July 2014, Tuesday.
4. The register of members of the Company will be closed on 25 July 2014, Friday, for the purposes of determining the entitlements of the members of the Company to the proposed final dividend and Bonus Shares upon passing of resolution(s) no. 3 and no. 10 respectively set out in this notice. No transfers of Shares may be registered during the said period. In order to qualify for the proposed final dividend and Bonus Shares, all transfers of shares accompanied by the relevant share certificates must be lodged with the office of the branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 24 July 2014 Thursday.
5. With regard to resolution no. 6 above, the Directors wish to state that they are currently exploring various possibilities to raise fund for its future operation and expansion which may involve issuance of new Shares pursuant to the general mandate to be granted under resolution no. 6 above.

*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:*

Mr. Ang Wing Fung

Mr. Tang Tat Chi

Mr. Jean-pierre Philippe

*This announcement, for which all the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 announcement 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 in this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM Website at [www.hkgem.com](http://www.hkgem.com) for 7 days from the date of its posting and on the Company’s website at [www.ukf.com.hk](http://www.ukf.com.hk).*