

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

If you have sold or transferred all your shares in FU JI Food and Catering Services Holdings Limited, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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福記食品服務控股有限公司

FU JI FOOD AND CATERING SERVICES HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(stock code: 1175)

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

A letter from the Chairman of the Company is set out on pages 3 to 6 of this circular.

A notice convening the Annual General Meeting of the Company to be held at 4:00 p.m. at Salon III, M Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Tuesday, 21 August 2007 is set out on pages 14 to 17 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time for holding the meeting or any adjournment thereof to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof should you so wish.

This document is in English and Chinese. In the case of any inconsistency, the English version shall prevail.

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 4:00 p.m. at Salon III, M Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on 21 August 2007 or any adjournment thereof
“Articles”	the articles of association of the Company adopted pursuant to a resolution passed by the Shareholders on 1 August 2006
“Associates”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bonds 2009”	the HK\$1,000,000,000 in aggregate principal amount of zero coupon bonds due 2009 convertible into Shares
“Company”	FU JI Food and Catering Services Holdings Limited 福記食品服務控股有限公司, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Designated Stock Exchange”	a stock exchange in respect of which the Shares are listed or quoted and where such stock exchange deems such listing or quotation to be the primary listing or quotation of the Shares
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate may be increased by an additional number representing such nominal value of Shares repurchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with new Shares with an aggregate nominal value not exceeding 20% 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
“Latest Practicable Date”	20 July 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	the notice convening the Annual General Meeting as set out on pages 14 to 17 of this circular
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase the Shares on the Stock Exchange the aggregate nominal value of which shall not exceed 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
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



福記食品服務控股有限公司

FU JI FOOD AND CATERING SERVICES HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(stock code: 1175)

Executive Directors:

Wei Dong (*Chairman*)

Yao Juan

Tung Fai

Ku Wang

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Non-executive Director:

Josephine Price

*Head office and principal place
of business in Hong Kong:*

Room 2103, 21st Floor

Harbour Centre

25 Harbour Road

Wanchai

Hong Kong

Independent non-executive Directors:

Tsui Wai Ling Carlye

Wong Chi Keung

Yang Liu

Su Gang Bing

25 July 2007

*To the Shareholders and, for information only,
the holders of Bonds 2009*

Dear Sir/Madam,

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

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you the Notice. Resolutions to be proposed at the Annual General Meeting include ordinary resolutions relating to (i) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (ii) the re-election of Directors.

LETTER FROM THE CHAIRMAN

ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the annual general meeting of the Company held on 1 August 2006, general and unconditional mandates were given to the Directors to:

- (a) allot, issue and deal with the Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at 1 August 2006;
- (b) repurchase Shares not exceeding 10% of the aggregate nominal value of the Shares in issue as at 1 August 2006; and
- (c) add to the general mandate to the Directors to allot, issue and deal with additional shares set out in (a) above the number of Shares repurchased by the Company pursuant to the repurchase mandate set out in (b) above.

As these general mandates will expire at the conclusion of the Annual General Meeting, an ordinary resolution will therefore be proposed that the Directors be granted the Issue Mandate, i.e. a general and unconditional mandate to allot, issue and deal with new Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 517,821,567 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 103,564,313 Shares.

At the Annual General Meeting, an ordinary resolution will also be proposed to grant the Directors the Repurchase Mandate, i.e. a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares the aggregate nominal value of which shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution. In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the Annual General Meeting to authorise the increase in the total number of new Shares which may be allotted and issued under the Issue Mandate by an additional number representing such nominal value of Shares repurchased under the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the end of the period within which the Company is required by the Companies Law or the Articles to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

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

LETTER FROM THE CHAIRMAN

RE-ELECTION OF DIRECTORS

According to Article 87(1) of the Articles, at each annual general meeting, one third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years.

According to Article 87(2) of the Articles, a retiring Director shall be eligible for re-election. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

The board of Directors currently consists of nine Directors. Pursuant to Article 87(1) and 87(2) of the Articles, Ms. Josephine Price, Ms. Tsui Wai Ling Carlye and Ms. Yang Liu will retire at the Annual General Meeting. Ms. Josephine Price, Ms. Tsui Wai Ling Carlye and Ms. Yang Liu will, being eligible, offer themselves for re-election. Particulars of Ms. Josephine Price, Ms. Tsui Wai Ling Carlye and Ms. Yang Liu are set out in Appendix III to this circular.

ACTIONS TO BE TAKEN

At the Annual General Meeting, resolutions will be proposed to approve, among other matters, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of the retiring Directors.

Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time for holding 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 should you so wish.

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate are beneficial to the Company and the Shareholders as a whole.

The Directors believe that an exercise of the Issue Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company.

The Repurchase Mandate 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 exercised when the Directors believe that repurchases of Shares will benefit the Company and the Shareholders.

LETTER FROM THE CHAIRMAN

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and/or gearing position of the Company compared with that as at 31 March 2007, being the date of its latest audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

Accordingly, the Directors recommend that Shareholders vote in favour of the ordinary resolutions for approving the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of the retiring Directors at the Annual General Meeting.

CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members will be closed from 15 August 2007 to 21 August 2007, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on 14 August 2007.

Yours faithfully,
Wei Dong
Chairman

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

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

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 517,821,567 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 51,782,156 Shares, which represents 10% of the entire issued share capital of the Company as at the Latest Practicable Date.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Share repurchases 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 repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

In repurchasing the Company's securities, the Company may only apply funds legally available for the purpose in accordance with the Articles and the Companies Law.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 March 2007, being the date of its latest audited consolidated financial statements. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

During each of the previous twelve months immediately preceding the Latest Practicable Date, the highest and lowest traded prices of the Shares on the Stock Exchange were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2006		
July	15.70	12.00
August	14.70	11.50
September	14.40	12.20
October	14.60	12.72
November	18.00	13.66
December	22.20	16.40
2007		
January	20.85	16.10
February	25.95	16.50
March	24.75	19.28
April	25.85	22.40
May	29.00	23.15
June	29.20	22.90
July (up to the Latest Practicable Date)	28.25	26.00

6. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to repurchase Shares pursuant to the Repurchase Mandate, 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 could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Company, the controlling Shareholders of the Company, namely Mr. Wei Dong and Ms. Yao Juan (spouse of Mr. Wei Dong), through his/her interest in Million Decade Limited and Top Ample Limited, were collectively interested in 285,000,000 Shares, representing 55.04% of the issued share capital of the Company. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, their collective shareholdings in the Company would increase to 61.15% 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 or Rule 32 of the Takeovers Code.

The Directors will not exercise the Repurchase 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%.

7. SHARE REPURCHASE MADE BY THE COMPANY

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

8. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their Associates has any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will only exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

No Connected Person of the Company has notified the Company that he has a present intention to sell any Shares to the Company nor has any such Connected Person undertaken not to sell any Shares held by him to the Company in the event that the Repurchase Mandate is granted.

Pursuant to Article 66 of the Articles, a resolution put to the vote of a meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the Designated Stock Exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (i) by the chairman of the meeting; or
- (ii) by at least three members present in person (or, in the case of a member being a corporation, by its duly authorized representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any member or members present in person (or, in the case of a member being a corporation, by its duly authorized representative) or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (iv) by a member or members present in person (or, in the case of a member being a corporation, by its duly authorized representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right; or
- (v) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing 5% or more of the total voting rights at such meeting.

The biographical details of the Directors eligible for re-election at the Annual General Meeting are set out below:

MS. JOSEPHINE PRICE, aged 53

Length of service

Ms. Price was appointed as a Non-executive Director in 2004.

Emoluments

Pursuant to Ms. Price's letter of appointment, she was appointed as a Non-executive Director for a term of three years commencing from 17 December 2004. Pursuant to the terms of her letter of appointment, she was appointed without salary or remuneration.

Qualification and experience

Ms. Price is the Deputy Chief Executive Officer of CLSA Capital Partners (HK) Limited. Ms. Price is a graduate of the University of Kent at Canterbury, the United Kingdom, a member of the Law Societies of England & Wales and Hong Kong and a fellow member of the Hong Kong Institute of Directors. Ms. Price is also a member of the Hong Kong Securities Institute and a registered investment adviser in Hong Kong. Ms. Price is formerly a non-executive director of Sino Biopharmaceutical Limited and China Fire Safety Enterprise Group Holdings Limited, both of which are listed on the Stock Exchange, and currently a non-executive director of Petra Foods Pte Limited, which is a listed company in Singapore, Havell's India Limited, Apar Industries Limited, Everest Kanto Cylinder Limited and Sanghvi Movers Limited, all of which are listed companies in India.

Interests in Shares

As at the Latest Practicable Date, Ms. Price did not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Relationship with Directors, senior management or substantial or controlling Shareholders

Ms. Price is independent from and not related to any of the other Directors, senior management, substantial or controlling Shareholders of the Company.

MS. TSUI WAI LING CARLYE, aged 60

Length of service

Ms. Tsui was appointed as an Independent Non-executive Director in 2004.

Emoluments

Pursuant to Ms. Tsui's letter of appointment, she was appointed as an Independent Non-executive Director for a term of three years commencing from 17 December 2004. Pursuant to the terms of her letter of appointment, the annual Director's fee of Ms. Tsui is HK\$125,000.

Qualification and experience

Ms. Tsui is Chief Executive Officer of The Hong Kong Institute of Directors. Ms. Tsui is a Fellow of The Hong Kong Institute of Directors, The Hong Kong Institution of Engineers and The British Computer Society and an Honorary Fellow of the Hong Kong Association for Computer Education. Ms. Tsui is a holder of the Professional Diploma on Corporate Governance and Directorship and a Justice of the Peace. Ms. Tsui is currently a Wan Chai District Councillor and was formerly a Councillor of Urban Council and Provisional Urban Council. Ms. Tsui is a member of several public service bodies, including the Broadcasting Authority. Ms. Tsui is an independent non-executive director of RoadShow Holdings Limited, a company listed on the Main Board of the HKSE. Ms. Tsui was awarded one of the Ten Outstanding Young Persons in Hong Kong 1981, IT Achiever of the Year 1992, Member of the Most Excellent Order of the British Empire in 1997 and a Bronze Bauhinia Star 2003.

Interests in Shares

As at the Latest Practicable Date, Ms. Tsui did not have interests in the securities of the Company within the meaning of Part XV of the SFO.

Relationship with Directors, senior management or substantial or controlling Shareholders

Ms. Tsui is independent from and not related to any of the other Directors, senior management, substantial or controlling Shareholders of the Company.

MS. YANG LIU, aged 44

Length of service

Ms. Yang was appointed as an Independent Non-executive Director in 2004. She is also a member of the Company's audit committee and the Company's remuneration committee.

Emoluments

Pursuant to Ms. Yang's letter of appointment, she was appointed as an Independent Non-executive Director for a term of three years commencing from 17 December 2004. Pursuant to the terms of her letter of appointment, the annual Director's fee of Ms. Yang is HK\$125,000.

Qualification and experience

Ms. Yang is currently the vice chairperson of the China Cooking Association (中國烹飪協會). She has been involved with the China Cooking Association for many years and is experienced in the food and catering services industry. Ms. Yang did not hold any directorship in other listed companies in the last 3 years.

Interests in Shares

As at the Latest Practicable Date, Ms. Yang did not have interests in the securities of the Company within the meaning of Part XV of the SFO.

Relationship with Directors, senior management or substantial or controlling Shareholders

Ms. Yang is independent from and not related to any of the other Directors, senior management, substantial or controlling Shareholders of the Company.

GENERAL

- (i) The emoluments of the Directors are subject to review from time to time by the remuneration committee established by the Board on 28 June 2005. Such emoluments are determined with reference to the relevant Director's experience, responsibility and the time devoted to the Group.
- (ii) Save for the information set out herein, there is no other matter that needs to be brought to the attention of the Shareholders or other information that should be disclosed under paragraphs (h) to (v) of rule 13.51(2) of the Listing Rules.



福記食品服務控股有限公司

FU JI FOOD AND CATERING SERVICES HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(stock code: 1175)

NOTICE IS HEREBY GIVEN that the annual general meeting of FU JI Food and Catering Services Holdings Limited (“**Company**”) will be held at Salon III, M Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong at 4:00 p.m. on 21 August 2007 to consider and, if thought fit, transact the following business:

ORDINARY BUSINESS

1. to receive and consider the consolidated audited financial statements and the reports of the directors of the Company and the Company’s auditors for the year ended 31 March 2007;
2. to approve and declare the payment of a final dividend for the year ended 31 March 2007;
3. to re-elect Ms. Josephine Price, Ms. Tsui Wai Ling Carlye and Ms. Yang Liu as directors of the Company;
4. to re-appoint CCIF CPA Limited as the Company’s auditors and to authorise the board of directors 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 modification);

5. **“THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**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 (each, a “**Share**”) of HK\$0.01 each in the capital of the Company or securities convertible or exchangeable into Shares and to make or grant offers, agreements and options, including warrants or similar rights 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 and options and rights of exchange or conversion which might require the exercise of such powers after the expiry of the Relevant Period;

NOTICE OF THE ANNUAL GENERAL MEETING

(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 or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (defined 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 carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of:

- (aa) 20 per cent. of the aggregate nominal value of the share capital of the Company in issue on the date of the passing of this resolution; and
- (bb) (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 purchased 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 on 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 or the applicable laws of the Cayman Islands to be held; or
- (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

NOTICE OF THE ANNUAL GENERAL MEETING

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).”

6. **“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 powers of the Company to purchase shares (each, a **“Share”**) of HK\$0.01 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 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, Chapter 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 purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal value of the issued 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 or the applicable laws of the Cayman Islands to be held; or
 - (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.”

NOTICE OF THE ANNUAL GENERAL MEETING

7. “**THAT** conditional on the passing of resolutions numbered 5 and 6 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 5 above be and it 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 purchased or agreed to be purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 6 above.”

For and on behalf of the Board
FU JI Food and Catering Services Holdings Limited
Wei Dong
Chairman

The PRC, 25 July 2007

Registered office:

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

Head office and principal place

of business in Hong Kong:
Room 2103, 21st Floor
Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, vote instead of such member. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a 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 Company’s Hong Kong branch registrars, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time for holding the above meeting or any adjourned meeting.
3. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto. If more than one of such joint holders are present at the above 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. 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.