
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 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 and the accompanying form of proxy to the purchaser or 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)

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR OF 2013

A letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening the AGM to be held at Room 101 Auditorium, 3 Lockhart Road, Wanchai, Hong Kong are set out on pages 19 to 24 of this circular. The AGM is to be held on 30 August 2013 at 10:00 a.m.. A form of proxy for use at the AGM is enclosed with this circular. The form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk under "Latest Listed Companies Information" and on the website of the Company at www.fujicateringhk.com.

Whether or not you attend the AGM, 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, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but, in any event, not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM should you so wish. In such instance, the form of proxy shall be deemed to be revoked.

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

1 August 2013

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	3
The AGM	4
Receiving, considering and adopting the financial statements	4
Re-election of Directors	4
General mandates to issue and repurchase shares	5
Notice of AGM	6
Recommendations	7
Responsibility statement	7
General	7
Appendix I – Details of Directors proposed to be re-elected at the AGM	8
Appendix II – Explanatory statement	14
Notice of AGM	19

DEFINITIONS

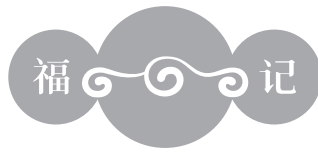
In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:–

“AGM”	the annual general meeting of the Company to be convened and held at Room 101 Auditorium, 3 Lockhart Road, Wanchai, Hong Kong on 30 August 2013 at 10:00 a.m.
“associate”	has the meaning ascribed to this term under the Listing Rules
“Articles”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“Company”	FU JI Food and Catering Services Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning ascribed to this term under the Listing Rules
“Director(s)”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the proposed general mandate to issue Shares to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares in manner set out in the ordinary resolution number 4 of the notice of the AGM
“Latest Practicable Date”	29 July 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Register”	the register of members of the Company
“Repurchase Mandate”	the proposed general mandate to repurchase Shares to be granted to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company in manner set out in the ordinary resolution no. 5 of the notice of AGM
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Registrar”	Computershare Hong Kong Investor Services Limited, being the branch share registrar and transfer office of the Company in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to this term under the Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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:

Mr. Wang Jianqing (*Chairman*)
Mr. Huang Shourong (*Chief Executive Officer*)
Ms. Yang Qin

Independent Non-executive Directors:

Dr. Leung Hoi Ming
Mr. Mak Ka Wing, Patrick
Mr. Sung Wing Sum

Registered Office:

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

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

Unit D, 12/F
Seabright Plaza
9-23 Shell Street
North Point, Hong Kong

1 August 2013

To the Shareholders

Dear Sir or Madam,

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR OF 2013**

INTRODUCTION

The purpose of this circular is to give you notice of the AGM which will be held at Room 101 Auditorium, 3 Lockhart Road, Wanchai, Hong Kong and also provide you with information in relation to the resolutions to be proposed at the AGM. The AGM is scheduled to be held on 30 August 2013 at 10:00 a.m..

LETTER FROM THE BOARD

THE AGM

Pursuant to Article 56 of the Articles, an annual general meeting of the Company shall be held in each year other than the year in which the Company adopts the Articles (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of the Articles, unless a longer period would not infringe the Listing Rules, if any) at such time and place as may be determined by the Board.

RECEIVING, CONSIDERING AND ADOPTING THE FINANCIAL STATEMENTS

An ordinary resolution will be proposed at the AGM for the purpose of receiving, considering and adopting the audited financial statements, the report of the Directors and the independent auditor's report for the year ended 31 March 2013.

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 a multiple of three (3), 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 and shall continue to act as a Director throughout the meeting at which he retires. 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.

At the AGM, Mr. Wang Jianqing, Dr. Leung Hoi Ming, Mr. Mak Ka Wing, Patrick and Mr. Sung Wing Sum shall retire and, being eligible, offer themselves for re-election at the AGM. At the AGM, Ms Yang Qin, shall also retire but does not offer herself for re-election at the AGM due to her decision to devote more time to look after her personal health and therefore her directorship will end after the close of the AGM.

Ms Yang Qin confirmed that there is no disagreement with the Board and there are not any matters that need to be brought to the attention of the Shareholders.

Pursuant to Article 86(3) of the Articles, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. Huang Shourong, being appointed by the Board as an additional Director, shall retire, and being eligible, has offered himself for re-election at the AGM.

LETTER FROM THE BOARD

Separate ordinary resolutions will be proposed at the AGM to re-elect each of Mr. Wang Jianqing and Mr. Huang Shourong as executive Directors and Dr. Leung Hoi Ming, Mr. Mak Ka Wing, Patrick and Mr. Sung Wing Sum as independent non-executive Directors. An ordinary resolution will also be proposed at the AGM for the purpose of authorising the Board to fix the Directors' remuneration.

Particulars relating to Mr. Wang Jianqing, Mr. Huang Shourong, Dr. Leung Hoi Ming, Mr. Mak Ka Wing, Patrick and Mr. Sung Wing Sum are set out in Appendix I to this circular.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The Issue Mandate and the Repurchase Mandate shall be effective upon passing of the relevant resolution(s) at the AGM until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the AGM; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, or any applicable law of the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

The Directors are seeking the approval of ordinary resolutions at the AGM to grant to the Directors:

- (1) the Issue Mandate: to allot, issue and otherwise deal with the Shares (including securities convertible into Shares) with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM;
- (2) the Repurchase Mandate: to purchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of issued share capital of the Company as at the date of passing the proposed resolution at the AGM; and
- (3) an extension to the Issue Mandate: subject to passing of the ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate at the AGM, extend the Issue Mandate by an amount representing the aggregate nominal amount of Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

As at the Latest Practicable Date, there were 334,342,053 Shares in issue and 135,135,135 preference Shares in issue, entitling the holder(s) to convert into 135,135,135 new Shares. Subject to the passing of the ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased (and no preference Shares were converted) between the Latest Practicable Date and the date of the AGM, the Company would be allowed to issue up to a maximum of 66,868,410 Shares under the Issue Mandate and to repurchase up to a maximum of 33,434,205 Shares under the Repurchase Mandate. The preference shares cannot be converted until after 6 months from their issue on 28 June 2013, and therefore no preference Shares could be converted on or before the proposed date of the AGM.

The Issue Mandate provides the Directors with flexibility to issue Shares especially in the context of a fund raising exercise or a transaction involving an acquisition by the Company where Shares are to be issued as consideration and which has to be completed speedily. The Directors have no present intention to exercise the Issue Mandate to allot, issue and deal with Shares and to exercise the Repurchase Mandate to repurchase Shares.

An explanatory statement containing all the relevant information required under the Listing Rules regarding the Repurchase Mandate is set out in Appendix II to this circular. The information in the explanatory statement is to provide the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions.

NOTICE OF AGM

The notice convening the AGM to be held at Room 101 Auditorium, 3 Lockhart Road, Wanchai, Hong Kong is set out on pages 19 to 24 of this circular. The AGM is scheduled to be held on 30 August 2013 at 10:00 a.m..

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the designated website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.fujicateringhk.com.

In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and thereafter deposited, together with a power of attorney (if any) under which it is signed or a certified copy of such power of attorney or authority, at the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but, in any event, not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish. In such instances, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

The Register will be closed from Wednesday, 28 August 2013 to Friday, 30 August 2013 (both days inclusive) in order to determine the Shareholders' entitlements to attend and vote at the AGM, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 27 August 2013.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Therefore, the Chairman of the AGM will demand that all resolutions will be voted by way of poll at the AGM pursuant to Article 66(a) of the Articles.

An announcement will be made by the Company after the AGM on the poll results of the AGM pursuant to Rule 13.39(5) of the Listing Rules.

RECOMMENDATIONS

The Board believes that the proposed resolutions at the AGM are in the best interests of the Company and the Shareholders as a whole and recommend that the Shareholders vote in favour of the proposed resolutions at the AGM.

Shareholders are requested to refer to the notice of the AGM set out on pages 19 to 24 of this circular for details of the ordinary resolutions.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accepts full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirms that, to the best of their knowledge and belief, the information contained in this circular 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 herein or this circular misleading.

GENERAL

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

By Order of the Board of
FU JI Food and Catering Services Holdings Limited
Wang Jianqing
Chairman and Executive Director

DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

The details of the Directors proposed to be re-elected as executive Directors and independent non-executive Directors are set out below:

Executive Directors***Mr. Wang Jianqing (“Mr. Wang”)***

Mr. Wang, aged 44, has been appointed as an executive director of Ngai Lik Industrial Holdings Limited (stock code: 332) since December 2010 and the general manager of 廣州元亨能源有限公司 (Guangzhou Circle Energy Company Limited*) since January 2009. He obtained his bachelor’s degree in industrial management engineering from 鎮江船舶學院 (Zhenjiang Shipbuilding College) (now known as 江蘇科技大學 (Jiangsu University of Science and Technology)) in 1989. Mr. Wang currently holds directorships in certain subsidiaries of the Group.

As at the date of this circular, Marvel Light Holdings Limited is the controlling shareholder of the Company. It is wholly-owned by Bomao Holdings Limited, which is in turn wholly-owned by Harvest (Overseas) Investment Limited, which is in turn wholly-owned by 安徽豐收投資有限公司 (Anhui Harvest Investment Company Limited*), which is in turn owned as to 30% by 廣東華亨能源有限公司 (Guangdong Huaheng Energy Co., Ltd.*) and as to 30% by 上海華利投資有限公司 (Shanghai Huali Investment Co., Ltd.*). 廣東華亨能源有限公司 (Guangdong Huaheng Energy Co., Ltd.*) is wholly owned by 上海恒利源石油化工有限公司 (Shanghai Hengliyuan Petro Chemical Co., Ltd.*). Mr. Wang owns 90% in 上海恒利源石油化工有限公司 (Shanghai Hengliyuan Petro Chemical Co., Ltd.*). 上海華利投資有限公司 (Shanghai Huali Investment Co., Ltd.*) is owned as to 80% by 紫荊控股有限公司 (Tsinghua Redbud Holding Ltd.*) which in turn is owed as to 13% by 廣東華亨能源有限公司 (Guangdong Huaheng Energy Co., Ltd.*). Mr. Wang is a director in each of 紫荊控股有限公司 (Tsinghua Redbud Holding Ltd.*), 安徽豐收投資有限公司 (Anhui Harvest Investment Company Limited*), Harvest (Overseas) Investment Limited, Bomao Holdings Limited and Marvel Light Holdings Limited.

Save as disclosed above, Mr. Wang does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Wang does not have any relationship with other Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date of this circular, he does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Wang has entered into a service contract with the Company in relation to his appointment as an executive Director for a term of one year effective from 8 July 2013 which could be terminated with three months' notice. Mr. Wang is entitled to a remuneration of HK\$21,000 per month, discretionary share options and bonus which was determined by the remuneration committee of the Company and the Board with reference to his background, experience, duties and responsibilities with the Group and prevailing market situation. Mr. Wang is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles.

Upon his re-election as an executive Director, Mr. Wang will hold office until the conclusion of the next annual general meeting after the AGM.

Saved as disclosed above, there is no information relating to the re-election of Mr. Wang, as an executive Director that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters needed to be brought to the attention to the Shareholders in relation to the re-election of Mr. Wang.

Mr. Huang Shourong (“Mr Huang”)

Mr. Huang, aged 37, holds a bachelor's degree in hydraulic engineering with 清華大學 (Tsinghua University) and a master's degree in business administration with 復旦大學 (Fudan University), both of the People's Republic of China. In 2005, Mr. Huang completed the International MBA Program co-developed by Massachusetts Institute of Technology in the United States of America and 復旦大學 (Fudan University).

Mr. Huang has over 7 years' experience in business administration and joined the Centaline Group in 2005. Prior to joining the Group, Mr. Huang was the vice-secretary of the executive committee of a former subsidiary of the Group. Mr. Huang currently holds directorships in certain subsidiaries of the Group.

Save as disclosed above, Mr. Huang does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Huang does not have any relationship with other Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date of this circular, he does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Huang has entered into a service contract with the Company in relation to his appointment as an executive Director and Chief Executive Officer of the Company for a term of one year commencing from 25 July 2013 which could be terminated with three months' notice. Mr. Huang is entitled to a remuneration of HK\$21,000 per month, discretionary share options and bonus with reference to his background, experience, duties and responsibilities with the Group and prevailing market situation. Mr. Huang is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Huang as an executive Director that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

Independent Non-Executive Directors

Dr. Leung Hoi Ming (“Dr. Leung”)

Dr. Leung, aged 45, is currently a director of Toi Shan Association of Hong Kong Limited. Dr. Leung is currently an independent non-executive director of Ngai Lik Industrial Holding Limited (stock code: 0332). He has extensive knowledge and experience in risk management of financial instruments, treasury business and financial derivative products. Dr. Leung started his career in the finance industry in 1996 with Citibank, N.A. Hong Kong as a quantitative analyst/trade in the equity derivatives asia department. Before joining DBS Bank Ltd., Hong Kong Branch, Dr. Leung worked for Tokai Asia Limited as a contractor in the risk management group in September 1999 and as assistant manager of risk management in March 2000. Dr. Leung was later promoted as the assistant vice president in January 2001 and worked till March 2001. He had served DBS Bank Ltd., Hong Kong Branch for eight years and was senior vice president in the Treasury and markets division upon his departure from the bank in May 2009.

Dr. Leung obtained a bachelor degree of science with first class honours from the Chinese University of Hong Kong in 1990. Dr. Leung obtained a master degree of science in mathematics in 1993 and a doctor degree of philosophy in mathematics in 1996 from the California Institute of Technology. In 1999, Dr. Leung obtained a master degree of science in investment management from the Hong Kong University of Science and Technology.

Save as disclosed above, Dr. Leung does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Dr. Leung does not have any relationship with other Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date of this circular, he does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Dr. Leung has entered into a service contract with the Company in relation to his appointment as independent non-executive Director for a three-year period effective from 8 July 2013 and terminate with one month's notice. Dr. Leung is entitled to a remuneration of HK\$156,000 per year which was determined by the remuneration committee of the Company and the Board with reference to his background, experience, duties and responsibilities with the Group and prevailing market situation. Dr. Leung is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles.

Upon his re-election as an independent non-executive Director, Dr. Leung will hold office until the conclusion of the next annual general meeting after the AGM.

Saved as disclosed above, there is no information relating to the re-election of Dr. Leung, as an independent non-executive Director that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters needed to be brought to the attention to the Shareholders in relation to the re-election of Dr. Leung.

Mr. Mak Ka Wing, Patrick (“Mr. Mak”)

Mr. Mak, aged 49, is a registered solicitor of the High Court of Hong Kong and a managing partner of Patrick Mak & Tse Solicitors. Mr. Mak has over 10 years legal experience as a practising solicitor. Mr. Mak was awarded the Common Professional Examination Certificate in Laws by the University of Hong Kong in 1995 and was awarded his Postgraduate Certificate in Laws (P.C.LL) by the University of Hong Kong in 1998. On 21 April 2001, Mr. Mak admitted as a solicitor of the High Court of Hong Kong. Mr. Mak was appointed as a civil celebrant of Marriages by the Deputy Registrar of Marriages of Hong Kong in October 2008 and would last for 5 years till October 2013. In December 2012, Mr. Mak was appointed as the attesting officer of the Association of China-Appointed Attesting Officers Limited.

Mr. Mak served as an independent non-executive director and non-executive director of China Kingston Mining Holdings Limited (stock code: 1380) for the period from 6 February 2013 to 16 April 2013 and from 17 April 2013 to 13 June 2013 respectively. Currently, Mr. Mak is an independent non-executive director of both Karce International Holdings Company Limited (stock code: 1159) and U-RIGHT International Holdings Limited (Provisional Liquidators Appointed) (stock code: 627). Mr. Mak is also a director of Asia Green Agriculture Corporation which was incorporated under the laws of the State of Nevada, USA.

Save as disclosed above, Mr. Mak does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Mak does not have any relationship with other Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date of this circular, he does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Mak has entered into a service contract with the Company in relation to his appointment as independent non-executive Director for a three-year period effective from 8 July 2013 and terminate with one month's notice. Mr. Mak is entitled to a remuneration of HK\$156,000 per year which was determined by the remuneration committee of the Company and the Board with reference to his background, experience, duties and responsibilities with the Group and prevailing market situation. Mr. Mak is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles.

Upon his re-election as an independent non-executive Director, Mr. Mak will hold office until the conclusion of the next annual general meeting after the AGM.

Saved as disclosed above, there is no information relating to the re-election of Mr. Mak, as an independent non-executive Director that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters needed to be brought to the attention to the Shareholders in relation to the re-election of Mr. Mak.

Mr. Sung Wing Sum (“Mr. Sung”)

Mr. Sung, aged 54, has over 30 years of experience in accounting, auditing and financial management in Hong Kong and the PRC including over 20 years in several audit firms. Mr. Sung worked at the audit departments of Kwan Wong Tan & Fong for about 16 years since March 1981 and later worked for Deloitte Touche Tomatsu from August 1997 to December 1999. Mr. Sung worked as the qualified accountant and company secretary for Tungda Innovative Lighting Holdings Limited since its listing to October 2003, a company whose shares are listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8229).

Mr. Sung had become a member of the Hong Kong Institute of Certified Public Accountants since 1996 and was admitted as a fellow of the association in 2004. Mr. Sung was admitted as a fellow of the Association of Chartered Certified Accountants in 2000. In 2003, Mr. Sung obtained an executive master of business administration from the West Coast Institute of Management and Technology of Australia. In 2005, Mr. Sung became the associate of the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries. Mr. Sung was admitted as an associate of the Institute of Chartered Accountants in England and Wales in 2007. Mr. Sung is currently a practicing member of the Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, Mr. Sung does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Sung does not have any relationship with other Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date of this circular, he does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Sung has entered into a service contract with the Company in relation to his appointment as independent non-executive Director for a three-year period effective from 8 July 2013 and terminate with one month's notice. Mr. Sung is entitled to a remuneration of HK\$180,000 per year which was determined by the remuneration committee of the Company and the Board with reference to his background, experience, duties and responsibilities with the Group and prevailing market situation. Mr. Sung is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles.

Upon his re-election as an independent non-executive Director, Mr. Sung will hold office until the conclusion of the next annual general meeting after the AGM.

Saved as disclosed above, there is no information relating to the re-election of Mr. Sung, as an independent non-executive Director that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters needed to be brought to the attention to the Shareholders in relation to the re-election of Mr. Sung.

* *For identification purpose only*

This appendix serves as the explanatory statement to provide requisite information to the Shareholders for their consideration of the Repurchase Mandate to be granted to the Directors as required under Rule 10.06 of the Listing Rules.

REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their own shares on the Stock Exchange subject to certain restrictions and obtaining prior Shareholders' approval. The Listing Rules, however, prohibit a company from knowingly purchasing securities on the Stock Exchange from a connected person and a connected person is prohibited from knowingly selling his securities to the Company.

SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company was 19,800,000,000 Shares, of which a total of 334,342,053 Shares were allotted, issued and fully paid and 135,135,135 preference shares were issued entitling the holders to convert into 135,135,135 new Shares. Subject to the passing of the ordinary resolution to approve the Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased (and no preference Shares were converted) between the Latest Practicable Date and the date of the AGM, the Company would be allowed to repurchase up a maximum of 33,434,205 Shares, representing 10% of the total issued Shares as at the date of the AGM. The preference shares cannot be converted until after 6 months from their issue on 28 June 2013, and therefore no preference Shares could be converted on or before the proposed date of the AGM.

REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Directors to repurchase the Shares on the market. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the applicable laws of the Cayman Islands, Hong Kong and the Articles for such purpose.

The Repurchase Mandate may, depending on market conditions and funding arrangements at the time being, lead to an enhancement of net assets value of the Company and its net assets and/or earnings per Share and will only be made when the Directors believe that a repurchase of Shares will benefit the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 March 2013, being the date of its latest published audited consolidated accounts. The Directors, however, do not intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 calendar months preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012	–	–
August [#]	–	–
September [#]	–	–
October [#]	–	–
November [#]	–	–
December [#]	–	–
2013		
January [#]	–	–
February [#]	–	–
March [#]	–	–
April [#]	–	–
May [#]	–	–
June [#]	–	–
July (from 8 July 2013 up to the Latest Practicable Date)	3.15	1.51

[#] *Trading of the Shares on the Stock Exchange was suspended until and include 5 July 2013.*

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates currently has any present intention to sell the Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands and Hong Kong.

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 of the Shares held by him to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

HONG KONG CODE ON TAKEOVERS AND MERGERS

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company will increase, 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 Rules 26 and 32 of the Takeovers Code.

So far as the Company is aware, the substantial shareholder of the Company as at the Latest Practicable Date and in the event that the Repurchase Mandate is exercise in full is as follows:

First Scenario: Assuming none of the preference shares of the Company are converted into Shares

	As at the Latest Practicable Date		Assuming the Repurchase Mandate is exercised in full	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Marvel Light Holdings Limited	202,702,703	60.63	202,702,703	67.36

Second Scenario: Assuming all preference shares of the Company are converted into Shares

	After conversion of all preference shares of the Company		Assuming the Repurchase Mandate is exercised in full	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Marvel Light Holdings Limited	337,837,838 (Note 5)	71.96	337,837,838	77.48

Notes:

- (1) Marvel Light Holdings Limited is wholly-owned by Bomao Holdings Limited, which in turn is wholly-owned by Harvest (Overseas) Investment Limited, which in turn is wholly-owned by 安徽豐收投資有限公司 (Anhui Harvest Investment Company Limited*), which in turn is owned as to (i) 40% by 安徽省創業投資有限公司 (Anhui Province Venture Investment Group, Ltd.*), (ii) 30% by 上海恆利源石油化工有限公司 (Shanghai Hengliyuan Petro Chemical Co., Ltd.*), and (iii) 30% by 上海華利投資有限公司 (Shanghai Huali Investment Co., Ltd.*).
- (2) 安徽省創業投資有限公司 (Anhui Province Venture Investment Group Co., Ltd.*) is wholly-owned by 安徽省投資集團有限責任公司 (Anhui Province Investment Group Co., Ltd.*).
- (3) 廣東華亨能源有限公司 (Guangdong Huaheng Energy Co., Ltd.*) is wholly-owned by 上海恆利源石油化工有限公司 (Shanghai Hengliyuan Petro Chemical Co., Ltd.*), which is 90% owned by Mr. Wang Jianqing and 10% owned by Mr. Wang Jian.
- (4) 上海華利投資有限公司 (Shanghai Huali Investment Co., Ltd.*) is owned as to 80% by 紫荊控股有限公司 (Tsinghua Redbud Holding Ltd.*) and 20% by 伊投(上海)實業發展有限公司 (Yitou (Shanghai) Industrial Development Co., Ltd.*). 紫荊控股有限公司 (Tsinghua Redbud Holding Ltd.*) is owned as to 30% by 河北清華發展研究院 (Hebei Tsinghua Institute of Development*), 20% by 中國創投擔保有限公司 (China Venture Capital Guarantee Co. Ltd.*), 24% by 紫荊華誠投資顧問有限公司 (Redbud Huacheng Investment Consulting Co., Ltd.*), 13% by 伊投(上海)實業發展有限公司 (Yitou (Shanghai) Industrial Development Co., Ltd.*) and 13% by 廣東華亨能源有限公司 (Guangdong Huaheng Energy Co., Ltd.*). 伊投(上海)實業發展有限公司 (Yitou (Shanghai) Industrial Development Co., Ltd.*) is jointly owned by Mr. Tang Qin and Ms. Ji Qingqiao as to 50% each.
- (5) The preference shares cannot be converted until after 6 months from their issue on 28 June 2013, and therefore no preference Shares could be converted on or before the proposed date of the AGM.

Accordingly, in the event that the Repurchase Mandate is exercised in full, in the first scenario, the shareholdings of Marvel Light Holdings Limited would be increased from approximately 60.63% to approximately 67.36% of the issued share capital of the Company. In the second scenario, the shareholdings of Marvel Light Holdings Limited would be increased from approximately 71.96% to approximately 77.48% of the issued share capital of the Company. In the event that the Directors exercise in full of the power to repurchase Shares under the Repurchase Mandate, it will not give rise to an obligation on Marvel Light Holdings Limited to make a mandatory offer under Rule 26 of the Takeovers Code in either of the scenarios. However, in the second scenario, the Company will not be able to maintain the public float requirement under the Listing Rules.

The Directors have no present intention to exercise the power to repurchase Shares to the extent that will give rise to an obligation on any party to make a mandatory offer under Rule 26 of the Takeovers Code.

The Company will not exercise the power to repurchase Shares which would result in the aggregate amount of the issue share capital of the Company in public hands being reduced to less than 25%.

SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise) during the six calendar months preceding the Latest Practicable Date.

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING



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 OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of FU JI Food and Catering Services Holdings Limited (the “**Company**”) will be held at Room 101 Auditorium, 3 Lockhart Road, Wanchai, Hong Kong on 30 August 2013 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company, the report of the directors and the independent auditor’s report for the year ended 31 March 2013;
2. To re-elect Mr. Wang Jianqing and Mr. Huang Shaurong as executive directors and Dr. Leung Hoi Ming, Mr. Mak Ka Wing, Patrick and Mr. Sung Wing Sum as independent non-executive directors (each as a separate resolution) of the Company and to authorise the board of directors of the Company (“the **Board**”) to fix the remuneration of the directors of the Company (the “**Directors**”); and

NOTICE OF ANNUAL GENERAL MEETING

3. To re-appoint ANDA CPA Limited as the auditor of the Company and to authorise the Board to fix their remuneration.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions, with or without amendments, as indicated below:

4. **“THAT:**
 - (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional share(s) in the capital of the Company (the “Shares”) and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers, subject to and in accordance with all applicable laws and the articles of association of the Company, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and to be issued by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined), or
 - (ii) an issue of Shares upon the exercise of the subscription rights or conversion rights attached to any warrants which may be issued by the Company from time to time, or
 - (iii) an issue of Shares under any share option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries for the grant or issue of shares or rights to acquire Shares in the capital of the Company, or

NOTICE OF ANNUAL GENERAL MEETING

(iv) any scrip dividend scheme or similar arrangement 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,

shall not exceed:

(aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and

(bb) (provided that resolutions nos. 5 and 6 are passed) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount 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 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; or

(ii) the expiration of the period within which the next annual general meeting is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or

(iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution; and

“Rights Issue” means an offer of shares or issue of options to subscribe for shares open for a period fixed by the Directors to holders of shares whose names appear 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 exclusion or other arrangements as the Directors 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 any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

5. “**THAT:**
- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued Shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
 - (c) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to paragraphs (a) and (b) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution and the authority shall be limited accordingly; and
 - (d) for the purposes 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; or
 - (ii) the expiration of the period within which the next annual general meeting is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** subject to the ordinary resolutions nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 4 above be and is hereby extended by the addition thereon of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this resolution, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued Shares on the date of the passing of resolution no. 5.”

By Order of the Board of
FU JI Food and Catering Services Holdings Limited
Wang Jianqing
Chairman and Executive Director

Hong Kong, 1 August 2013

Registered Office:

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

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

Unit D, 12/F
Seabright Plaza
9-23 Shell Street
North Point, Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf. Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person or persons as it thinks fit to act as its corporate representative or representatives provided that if more than one person is so authorised, the authority shall specify the number and class of shares held by the relevant member in respect of which each such person is authorised to act as corporate representative.
2. A form of proxy for use in connection with the AGM is enclosed with the circular of the Company dated 1 August 2013. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Hopewell Centre, 17M Floor, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but, in any event, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the AGM or any adjournment thereof. In such instances, the instrument appointing a proxy shall be deemed to be revoked. Such form of proxy and the circular are also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.com.hk.
3. The register of members of the Company will be closed from Wednesday, 28 August 2013 to Friday, 30 August 2013 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, unregistered holders of the shares of the Company should ensure that all the share transfer documents accompanied by the relevant share certificates are lodged with the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Hopewell Centre, Shops 1712-1716, 17th Floor, 183 Queen's Road East, Wanchai, Hong Kong for registration as soon as possible but, in any event, no later than Tuesday, 27 August 2013 at 4:30 p.m.. Please note that the office hours of Computershare Hong Kong Investor Services Limited are from 9:00 a.m. to 4:30 p.m. Monday to Friday (excluding public holidays). Only shareholders registered as a member of the Company on Friday, 30 August 2013 shall be entitled to vote at the meeting.
4. Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share(s) as if he/she was solely entitled thereto, but if more than one of such joint registered holders are present at the AGM personally or by proxy, then one of the registered holders so present whose name stands first on the register of members of the Company in respect of such share(s), or his proxy, shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect thereof.
5. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. Therefore, the Chairman of the AGM will demand that all resolutions will be voted by way of poll at the AGM pursuant to Article 66(a) of the Articles.
6. The Chinese version of the notice is for reference only. Should there be any discrepancies, the English version will prevail.

As at the date of this notice, the Board comprises Mr. Wang Jianqing, Mr. Huang Shourong and Ms. Yang Qin as executive directors and Dr. Leung Hoi Ming, Mr. Mak Ka Wing, Patrick and Mr. Sung Wing Sum as independent non-executive directors.