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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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of FU JI Food and Catering Services Holdings Limited (the “**Company**”) will be held at Hong Kong General Chamber of Commerce, Theatre A, 22/F, United Centre, 95 Queensway, Hong Kong on Monday, 30 May 2016 at 10:30 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions of the Company:

### **AS ORDINARY RESOLUTIONS**

#### **1. The Acquisitions**

1. “**THAT:**

- (a) the sale and purchase agreement dated 23 May 2015 (as amended and supplemented by the Second Agreement (as defined below) and the supplemental agreements dated 31 December 2015, 25 January 2016 and 27 April 2016) (collectively the “**First Agreement**”) entered into between the Company as purchaser and Perfect Future Investment Limited (the “**Seller**”) as seller (a copy of the First Agreement is produced to the Meeting and marked “A” and initialled by the Chairman of the Meeting for identification purpose) in relation to the purchase by the Company from the Seller the 25% equity interests in 無錫美通食品科技有限公司 (Wuxi Meitong Food Technology Co., Ltd.\*) (the “**Target**”) at the consideration of RMB98,749,000 (the “**First Acquisition**”) and the transactions contemplated thereunder be and is hereby approved, confirmed and ratified;

- (b) the sale and purchase agreement dated 23 August 2015 (as amended and supplemented by supplemental agreements dated 31 December 2015, 25 January 2016 and 27 April 2016) (collectively the “**Second Agreement**”) entered into between the Company as purchaser, 廣西美通食品有限公司 (Guangxi Meitong Foods Co., Ltd.\*) (the “**Seller’s Subsidiary**”) as seller and the Seller (a copy of the Second Agreement is produced to the Meeting and marked “B” and initialled by the Chairman of the Meeting for identification purpose) in relation to the purchase by the Company from the Seller’s Subsidiary the 75% equity interests in the Target at the consideration of RMB296,247,000 (the “**Second Acquisition**”) and the transactions contemplated thereunder be and is hereby approved, confirmed and ratified; and
- (c) the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts, deeds and things and to sign, execute and deliver all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the First Agreement and the Second Agreement and the transactions contemplated thereunder respectively.”

## 2. Placing of Shares

### 2. “THAT:

- (a) the placing agreement dated 14 March 2016 (as supplemented by a supplemental agreement dated 27 April 2016) (collectively the “**Placing Agreement**”) entered into between the Company and Guotai Junan Securities (Hong Kong) Limited (the “**Placing Agent**”) as placing agent (a copy of the Placing Agreement has been produced to the Meeting and marked “C” and initialled by the Chairman of the Meeting for identification purpose) in relation to a private placing of up to 40,080,000 new ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Placing Shares**”) to independent places (the “**Shares Places**”) at the placing price of HK\$0.54 per Placing Share (the “**Placing Price**”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon the Stock Exchange granting the listing of, and permission to deal in, the Placing Shares, the Directors be and are hereby granted a specific mandate to allot and issue the Placing Shares in accordance with the terms of the Placing Agreement provided that this specific mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or special mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and
- (c) the Directors be and are hereby authorised to do all such acts, deeds and things and to sign, execute and deliver all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the Placing Agreement and the transactions contemplated thereunder, including, without limitation, the allotment and issue of the Placing Shares.”

### 3. Subscription of Shares by Marvel Light

3. “THAT:

- (a) the subscription agreement dated 14 March 2016 (as supplemented by supplemental agreements dated 23 March 2016 and 27 April 2016) (collectively the “**ML Subscription Agreement**”) entered into between the Company and Marvel Light Holdings Limited (the “**ML Subscriber**”) (a copy of the ML Subscription Agreement has been produced to the Meeting and marked “D” and initialled by the Chairman of the Meeting for identification purpose) in relation to the subscription of 192,710,000 new ordinary shares of HK\$0.01 each in the share capital of the Company (the “**ML Subscription Shares**”) by the ML Subscriber at the subscription price of HK\$0.54 per ML Subscription Share (the “**ML Subscription Price**”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon the Stock Exchange granting the listing of, and permission to deal in, the ML Subscription Shares, the Directors be and are hereby granted a specific mandate to allot and issue the ML Subscription Shares in accordance with the terms of the ML Subscription Agreement provided that this specific mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or special mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and
- (c) the Directors be and are hereby authorised to do all such acts, deeds and things and to sign, execute and deliver all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the ML Subscription Agreement and the transactions contemplated thereunder, including, without limitation, the allotment and issue of the ML Subscription Shares.”

### 4. Subscription of Shares by Fortunate Gravity

4. “THAT:

- (a) the subscription agreement dated 14 March 2016 (as supplemented by supplemental agreements dated 23 March 2016 and 27 April 2016) (collectively the “**FG Subscription Agreement**”) entered into between the Company and Fortunate Gravity Hongkong Limited (the “**FG Subscriber**”) (a copy of the FG Subscription Agreement has been produced to the Meeting and marked “E” and initialled by the Chairman of the Meeting for identification purpose) in relation to the subscription of 217,720,000 new ordinary shares of HK\$0.01 each in the share capital of the Company (the “**FG Subscription Shares**”) by the FG Subscriber at the subscription price of HK\$0.54 per FG Subscription Share (the “**FG Subscription Price**”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) conditional upon the Stock Exchange granting the listing of, and permission to deal in, the FG Subscription Shares, the Directors be and are hereby granted a specific mandate to allot and issue the FG Subscription Shares in accordance with the terms of the FG Subscription Agreement provided that this specific mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or special mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and
- (c) the Directors be and are hereby authorised to do all such acts, deeds and things and to sign, execute and deliver all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the FG Subscription Agreement and the transactions contemplated thereunder, including, without limitation, the allotment and issue of the FG Subscription Shares.”

## **5. Adoption of the Scheme**

5. “**THAT** conditional on the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the share option scheme (the “**Scheme**”) (a copy of which is produced to the meeting marked “F” and signed by the Chairman of the Meeting for identification purpose), the principal terms of it are described in Appendix VI to the circular of the Company dated 6 May 2016 (a copy of which is produced to the Meeting marked “G” and signed by the Chairman of the Meeting for identification purpose), the Scheme be and is hereby approved and adopted by the Company and the board of Directors be and are hereby authorised to administer the Scheme, to grant options and to allot, issue and deal with the Shares pursuant to the exercise of any option granted thereunder and to take such steps and do such acts and to enter into such transactions, arrangements or agreements as may be necessary or expedient in order to implement and give full effect to the Scheme.”

## **AS SPECIAL RESOLUTION**

### **6. Change of Company Name**

6. “**THAT** subject to the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be and is hereby changed from “FU JI Food and Catering Services Holdings Limited” to “Fresh Express Delivery Holdings Group Co., Limited” and the Chinese name of the Company from “福記食品服務控股有限公司” to “鮮馳達控股集團有限公司” with effect from the date of entry of the new name on the register maintained by the Registrar of Companies in the Cayman Islands, and that any Director be and is hereby authorized to do all such acts and things and execute and deliver all documents as he considers necessary, desirable or expedient in his role and absolute discretion for the implementation of and giving effect to the aforesaid change of name of the Company and to attend to any registration and/or filing for and on behalf of the Company.”

By Order of the Board  
**FU JI Food and Catering Services Holdings Limited**  
**Huang Shourong**  
*Chairman and Executive Director*

Hong Kong, 6 May 2016

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

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting 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 Meeting is enclosed with the circular of the Company dated 6 May 2016. 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 or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, at the branch share registrar of the Company, 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 holding the 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 Meeting or any adjourned meeting thereof should you so wish. In such instance, the form of proxy shall be deemed to be revoked. Such form of proxy and the circular are also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of the Company at [www.fujicateringhk.com](http://www.fujicateringhk.com).
3. Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at the Meeting, 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 Meeting 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.
4. 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 Meeting will demand that all resolutions will be voted by way of poll at the Meeting pursuant to Article 66(a) of the Articles.
5. 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. Huang Shourong and Mr. Pan Junfeng as executive Directors and Dr. Leung Hoi Ming, Mr. Mak Ka Wing, Patrick and Mr. Sung Wing Sum as independent non-executive Directors.*

\* *For identification purpose only*