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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in Fujikon Industrial Holdings Limited (“Company”), you should at once hand this circular with the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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

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A notice convening the annual general meeting of the Company (“**Annual General Meeting**”) to be held at 10:30 a.m. on Friday, 13 August 2021 at 16th Floor, Tower 1, Grand Central Plaza, 138 Shatin Rural Committee Road, Shatin, New Territories, Hong Kong is set out on pages 15 to 19 of this circular. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same to the Company’s branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time fixed for holding of the meeting (not later than 10:30 a.m. on Wednesday, 11 August 2021 (Hong Kong time) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish.

**PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

Please see page 1 of this circular for measures being taken to prevent and control the spread of Coronavirus Disease 2019 (“**COVID-19**”) at the Annual General Meeting, including:

- (1) compulsory temperature checks and health declaration;
- (2) compulsory wearing of surgical face masks; and
- (3) no distribution of corporate gift or refreshments

Any person who does not comply with the precautionary measures may be denied entry into the Annual General Meeting venue. The Company reminds the Shareholders that they may appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

5 July 2021

\* For identification purposes only

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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In view of the ongoing Coronavirus Disease 2019 (“**COVID-19**”) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the annual general meeting (“**Annual General Meeting**”) to protect the attending shareholders of the Company (“**Shareholders**”), staff and other stakeholders from the risk of infection:

- (i) compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the Annual General Meeting venue or be required to leave the Annual General Meeting venue.
- (ii) all Shareholders, proxies and other attendees are required to complete and submit a health declaration form before entering the Annual General Meeting venue. Any person, who has any flu-like symptoms or has travelled overseas within 21 days immediately before the Annual General Meeting, or has close contact with any person under quarantine or with recent overseas travel history, may be denied entry into the Annual General Meeting venue or be required to leave the Annual General Meeting venue.
- (iii) all attendees are required to wear surgical face masks inside the Annual General Meeting venue at all times, and to maintain a safe distance between seats.
- (iv) no refreshments will be served and there will be no corporate gift.

In addition, the Company would like to remind Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising their voting rights and strongly recommends that Shareholders appoint the Chairman of the Annual General Meeting as their proxy. The proxy form is attached to this circular and can also be downloaded from the Company’s website ([www.fujikon.com](http://www.fujikon.com)) and the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

If any Shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our principal place of business in Hong Kong.

If any Shareholder has any question relating to the meeting, please contact Hong Kong Registrars Limited, the Company’s branch share registrar and transfer office in Hong Kong as follows:

Hong Kong Registrars Limited

Address: 17M Floor, Hopewell Centre,  
183 Queen’s Road East,  
Wanchai, Hong Kong

Tel: (852) 2862 8555

Fax: (852) 2529 6087

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## DEFINITIONS

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*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 convened to be held at 10:30 a.m. on Friday, 13 August 2021 at 16th Floor, Tower 1, Grand Central Plaza, 138 Shatin Rural Committee Road, Shatin, New Territories, Hong Kong
“associates”	has the meaning as defined under the Listing Rules
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“CG Code”	Corporate Governance Code and Corporate Governance Report, as set out in Appendix 14 to the Listing Rules
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	Fujikon Industrial Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning as defined under the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“General Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares of up to a maximum of 20% of the aggregate number of issued Shares as at the date of passing of the relevant resolution at the Annual General Meeting
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	22 June 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general and unconditional mandate to the Directors to enable them to repurchase Shares the aggregate number of which shall not exceed 10% of the aggregate number of issued Shares as at the date of passing the relevant resolution at the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	the companies which are for the time being and from time to time the subsidiaries (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) of the Company
“substantial shareholder”	has the meaning as defined 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

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LETTER FROM THE BOARD

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**Fujikon Industrial Holdings Limited**

**富士高實業控股有限公司\***

(incorporated in Bermuda with limited liability)

(Stock Code: 927)

***Executive Directors:***

Yeung Chi Hung, Johnny

(Chairman & Chief Executive Officer)

Yuen Yee Sai, Simon (Joint Deputy Chairman)

Chow Man Yan, Michael (Joint Deputy Chairman)

Yuen Chi King, Wyman

Yeung Siu Chung, Ben

Chow Lai Fung

***Independent non-executive Directors:***

Ng Wang Pun, Dennis

Che Wai Hang, Allen

Lee Yiu Pun

***Registered office:***

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM10

Bermuda

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

16th Floor, Tower 1

Grand Central Plaza

138 Shatin Rural Committee Road

Shatin, New Territories

Hong Kong

5 July 2021

*To the Shareholders and, for information only, holders of options of the Company*

Dear Sir/Madam,

**GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND  
REPURCHASE SHARES, AND  
RE-ELECTION OF DIRECTORS**

**INTRODUCTION**

The purposes of this circular are to provide you with the information regarding the resolutions to be proposed at the Annual General Meeting relating to (i) the granting of each of the General Mandate, the Repurchase Mandate and the Extension Mandate, (ii) the re-election of Directors, and (iii) to give you notice of the Annual General Meeting.

\* For identification purposes only

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## LETTER FROM THE BOARD

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### GRANT OF THE GENERAL MANDATE, THE REPURCHASE MANDATE AND THE EXTENSION MANDATE

The Company's existing General Mandate, Repurchase Mandate and Extension Mandate were approved by the Shareholders on 30 July 2020. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will expire at the conclusion of the Annual General Meeting.

The following ordinary resolutions will be proposed at the Annual General Meeting to authorise the Directors:

- (a) to exercise the power of the Company to allot, issue or otherwise deal with new Shares with an aggregate number not exceeding 20% of the aggregate number of issued Shares as at the date of Annual General Meeting;
- (b) to repurchase Shares with an aggregate number not exceeding 10% of the aggregate number of issued Shares as at the date of the Annual General Meeting; and
- (c) to extend the General Mandate by an amount representing the aggregate number of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

An explanatory statement containing information for such purpose is set out in the Appendix I to this circular.

### RE-ELECTION OF DIRECTORS

According to the Bye-Laws, one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Pursuant to Bye-law 99, Mr. Yuen Chi King Wyman, Mr. Che Wai Hang Allen and Mr. Lee Yiu Pun would retire from the office of Directors by rotation at the Annual General Meeting and they, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee, having reviewed the Board's structure and composition, nominated Mr. Yuen Chi King Wyman, Mr. Che Wai Hang Allen and Mr. Lee Yiu Pun to the Board for it to recommend to Shareholders for re-election at the Annual General Meeting. The nominations were made in accordance with the Company's nomination policy and the objective criteria (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skill, knowledge and length of service), with due regard for the benefits of diversity, as set out under the Company's board diversity policy. Mr. Che Wai Hang Allen and Mr. Lee Yiu Pun, both are the members of the Nomination Committee, abstained from voting on their respective nomination when it was being considered.

Further, pursuant to Code Provision A.4.3 of the CG Code, if an independent non-executive director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders.

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## LETTER FROM THE BOARD

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Mr. Che Wai Hang, Allen and Mr. Lee Yiu Pun, the retiring independent non-executive Director, both have served as independent non-executive Directors for more than nine years. The Nomination Committee has assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules and affirmed that Mr. Che and Mr. Lee remain independent as having regard that they have not taken part in the day-to-day management or performed any management role or executive function in the Company or any of its subsidiaries. The Nomination Committee had also taken into account each of Mr. Che and Mr. Lee's working profile and their respective extensive experience as set out in Appendix II to this circular, contributions of each of them to the Board and their respective commitment to their roles. The Nomination Committee considers that each of Mr. Che and Mr. Lee will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Board concurs with the view of the Nomination Committee that the long service of Mr. Che and Mr. Lee remain independent of management and free of any relationship which could materially interfere with the exercise of their independent judgement. Furthermore, given their professional knowledge or accounting expertise, experience and previous contributions to the Company, the Board believes that their re-election is in the best interests of the Company and its Shareholders as a whole. Therefore, the Board accepted the Nomination Committee's nomination and recommended both Mr. Che and Mr. Lee to stand for re-election as an independent non-executive Director by the Shareholders at the Annual General Meeting. The Board is satisfied that both Mr. Che and Mr. Lee have the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director and consider both Mr. Che and Mr. Lee to be independent.

Pursuant to Bye-Law 102(B), the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director so appointed shall hold office only until the next following general meeting and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting. Dr. Ng Wang Pun, Dennis was appointed as an independent non-executive Director to fill the causal vacancy of Dr. Chung Chi Ping, Roy on 23 June 2021. Therefore, Dr. Ng will be eligible for re-election at the Annual General Meeting.

Brief biographical details of the Directors who will be proposed for re-election at the Annual General Meeting are set out in Appendix II to this circular.

### **ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting is set out on pages 15 to 19 of this circular. A form of proxy for use at the Annual General Meeting is enclosed herewith.

Ordinary resolutions will be proposed at the Annual General Meeting to approve, among other matters, the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of the retiring Directors. To the extent that the Directors are aware having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on any resolution at the Annual General Meeting.



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## LETTER FROM THE BOARD

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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 less than 48 hours before the time for the Annual General Meeting (not later than 10:30 a.m. on Wednesday, 11 August 2021 (Hong Kong time)) or any adjournment thereof to the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at 17M 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 Annual General Meeting or any adjournment thereof should you so wish.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates to purely a procedural or administrative matter to be voted by a show of hands. Therefore, all the resolutions put to the vote in the Annual General Meeting will be taken by poll. The chairman of the Annual General Meeting will explain the detailed procedures for conducting a poll at the commencement of the Annual General Meeting.

After the conclusion of the Annual General Meeting, the poll results will be published on the respective websites of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company ([www.fujikon.com](http://www.fujikon.com)).

### RECOMMENDATIONS

The Directors consider that the grant of each of the General Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of Directors are beneficial to and in the best interests of the Company and the Shareholders as a whole. Therefore, the Directors recommend you to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

### ADDITIONAL INFORMATION

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

Yours faithfully,  
By order of the Board  
**Fujikon Industrial Holdings Limited**  
**Yeung Chi Hung, Johnny**  
*Chairman & Chief Executive Officer*

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors.

### **LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities 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.

### **SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 425,839,000 Shares. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are allotted and issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 42,583,900 Shares, which represents 10% of the number of issued Shares as at the date of passing such resolution.

### **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. An exercise of 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. The Repurchase Mandate will only be exercised when the Directors believe that such repurchases will benefit the Company and the Shareholders.

### **FUNDING OF REPURCHASES**

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association, the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Group as compared with the position as at 31 March 2021, being the date of the latest published audited financial statements of the Company. 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 and/or the gearing position of the Group which in the opinion of the Directors are from time to time appropriate for the Group.

**SHARE PRICES**

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

<b>2020</b>	<b>Price per Share</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
June	0.990	0.790
July	1.000	0.750
August	0.880	0.750
September	0.870	0.760
October	0.860	0.790
November	0.930	0.810
December	0.950	0.850
<b>2021</b>		
January	0.960	0.850
February	0.970	0.850
March	1.130	0.980
April	1.090	0.890
May	0.950	0.820
June (up to the Latest Practicable Date)	0.950	0.820

**UNDERTAKINGS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the regulations set out in the memorandum of association of the Company and the Bye-laws.

**CONNECTED PERSON**

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 at the Annual General Meeting and exercised.

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

**THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising 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 a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best of the knowledge and belief of the Directors, Mr. Yeung Chi Hung, Johnny ("**Mr. Yeung**"), Mr. Yuen Yee Sai, Simon ("**Mr. Yuen**") and Mr. Chow Man Yan, Michael ("**Mr. Chow**"), together with the companies directly or indirectly owned by them respectively, namely Loyal Fair Group Limited ("**Loyal Fair**"), Sky Talent Enterprises Limited ("**Sky Talent**") and Asia Supreme Limited ("**Asia Supreme**"), are parties acting in concert and interested in an aggregate of 197,827,500 Shares, representing approximately 46.46% of the existing issued Shares as at the Latest Practicable Date. On the basis that there were 425,839,000 Shares in issue as at the Latest Practicable Date and assuming that there will be no issue or repurchase of Shares prior to the date of the Annual General Meeting, if the Repurchase Mandate were exercised in full, the aggregate shareholding interest held by the above parties acting in concert would increase to approximately 51.62% of the then issued share capital of the Company.

On the basis of the shareholding of Mr. Yeung, Mr. Yuen, Mr. Chow, Loyal Fair, Sky Talent and Asia Supreme as at the Latest Practicable Date, an exercise of the Repurchase Mandate in full will result in the above parties being obliged to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors have no present intention to exercise the Repurchase Mandate to the extent that would trigger such obligation.

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

**SECURITIES REPURCHASE MADE BY THE COMPANY**

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

The biographical details of the Directors who will offer themselves for re-election at the Annual General Meeting are set out below:

**MR. YUEN CHI KING, WYMAN, AGED 46, AN EXECUTIVE DIRECTOR (“MR. YUEN”)**

Mr. Yuen is responsible for overseeing the implementation of corporate strategy and the financial functions of the Group. With effect from 1 April 2020, he was appointed as the company secretary of the Company and is responsible for company secretarial matters of the Group. Mr. Yuen graduated from the University of Toronto, Canada with a Bachelor degree of Commerce and from Saint Louis University, United States of America with a Master degree of Finance. Prior to joining the Group, Mr. Yuen has worked for a few regional financial securities institutions and was responsible for the provision of corporate finance advisory services. Mr. Yuen has more than 10 years of experience in financial securities industry and he is a member of the Hong Kong Institute of Certified Public Accountants.

Mr. Yuen is the son of Mr. Yuen Yee Sai, Simon, who is the joint deputy chairman and an executive Director. Save as disclosed herein, Mr. Yuen is not related to any other directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. Yuen is a director of Sky Talent Enterprises Limited which is the controlling shareholder of the Company. Save as disclosed herein, Mr. Yuen has no other major appointment and has not held any other directorship in other listed companies in the last three years.

Under the service agreement of Mr. Yuen with the Company in relation to his service as an executive Director, he is appointed for a term of two years commencing from 29 May 2021. Under the terms of his service agreement, Mr. Yuen is entitled to:

- (a) a salary at the rate of HK\$128,960 per month and a 13th month salary payable within the first 5 working days of each January; and
- (b) a discretionary bonus upon the audited consolidated net profit after taxation and minority interests but before extraordinary items and exceptional items of the Group in respect of that financial year of the Company.

The remuneration of Mr. Yuen is determined by reference to the responsibilities and duties assumed by him and has been reviewed and approved by the Remuneration Committee. There shall be a review of the salary of Mr. Yuen conducted at the end of each completed year of service and any increment shall be decided in the sole discretion of the Board based on the recommendation of the Remuneration Committee.

As at the Latest Practicable Date, Mr. Yuen was granted options under the share option scheme of the Company to subscribe for an aggregate of 4,020,000 Shares.

Accordingly, Mr. Yuen was taken as interested in 4,020,000 Shares, which represented approximately 0.94% of the total issued share capital of the Company as at the Latest Practicable Date, under Part XV of the SFO.

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

Save as disclosed above, there are no other matters concerning the re-election of Mr. Yuen that need to be brought to the attention of the Shareholders.

**MR. CHE WAI HANG, ALLEN, AGED 53, AN INDEPENDENT NON-EXECUTIVE DIRECTOR (“MR. CHE”)**

Mr. Che has been an independent non-executive Director since 1 June 2005 and he is currently the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee.

Mr. Che holds the bachelor of laws degree and a postgraduate certificate in laws from the University of Hong Kong. He was admitted as a solicitor of the Supreme Court of Hong Kong in 1993 and has been a member of The Law Society of Hong Kong since 1993. Mr. Che has been practicing as a solicitor in Hong Kong over 20 years and is a partner of Wong, Hui & Co., Solicitors.

Save as disclosed herein, Mr. Che has no other major appointment and has not held any other directorship in other listed companies in the last three years. He does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. Che has not entered into any service contract with the Company or any other members of the Group. Pursuant to his appointment letter with the Company, Mr. Che is appointed for a specific term of directorship of one year commencing from 1 June 2021. Mr. Che is entitled to an annual director’s fee of HK\$250,000 which was determined by the Board with regard to the expected time spent and contribution by him on the affairs of the Company.

As at the Latest Practicable Date, Mr. Che did not have any direct or indirect interests in the Shares within the meaning of Part XV of the SFO. There is no information which is disclosable nor is/was Mr. Che involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Save as disclosed above, there are no other matters concerning the re-election of Mr. Che that need to be brought to the attention of the Shareholders.

**MR. LEE YIU PUN, AGED 59, AN INDEPENDENT NON-EXECUTIVE DIRECTOR (“MR. LEE”)**

Mr. Lee has been an independent non-executive Director since 1 June 2005 and he is currently the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee.

Mr. Lee holds the bachelor of commerce degree majoring in accounting and marketing from The University of Calgary, Canada. He is currently an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Lee worked as the group financial controller of S.A.S. Dragon Holdings Limited from 1994 to 1999, the financial controller of Magician Industries (Holdings) Limited from 1999 to 2000, and deputy finance director of Henderson China Holdings Limited from 2000 to 2001, all of which are listed on the Hong Kong Stock Exchange. He is currently the vice president of finance of a private group of companies.

Save as disclosed herein, Mr. Lee has no other major appointment and has not held any other directorship in other listed companies in the last three years. He does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. Lee has not entered into any service contract with the Company or any other members of the Group. Pursuant to his appointment letter with the Company, Mr. Lee is appointed for a specific term of directorship of one year commencing from 1 June 2021. Mr. Lee is entitled to an annual director's fee of HK\$250,000 which was determined by the Board with regard to the expected time spent and contribution by him on the affairs of the Company.

As at the Latest Practicable Date, Mr. Lee did not have any direct or indirect interests in the Shares within the meaning of Part XV of the SFO. There is no information which is disclosable nor is/was Mr. Lee involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Save as disclosed above, there are no other matters concerning the re-election of Mr. Lee that need to be brought to the attention of the Shareholders.

**DR. NG WANG PUN DENNIS, AGED 70, AN INDEPENDENT NON-EXECUTIVE DIRECTOR  
("DR. NG")**

Dr. Ng joined the Board as an independent non-executive Director, a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee on 23 June 2021.

Dr. Ng, aged 70, holds a master degree in materials engineering from Yanshan University and a doctorate degree in business administration from City University of Macau (formerly known as Asia International Open University (Macau)). He was awarded a fellowship by the Professional Validation Council of Hong Kong in 2004 and The Hong Kong Polytechnic University in 2014/2015, and an honorary fellowship by Vocational Training Council in 2017. Dr. Ng is the Honorary Consul of the Federal Democratic Republic of Ethiopia in the Hong Kong Special Administrative Region of the PRC. He was awarded the Medal of Honor (MH), the Bronze Bauhinia Star Award (BBS) and the Silver Bauhinia Star Award (SBS) by The Government of the Hong Kong Special Administrative Region in 2007, 2013 and 2020 respectively.

Dr. Ng is the founder of Polaris, an ivory ornaments and jewelry manufacturer company, and is currently the managing director of Polaris Arts & Jewelry Limited, a private company that is principally engaged in the investment and trading of jewelries. He is the Permanent Honorary President of the Chinese Manufacturers' Association of Hong Kong. Dr. Ng is currently member of the Trade and Industry Advisory Board, a member of the vetting committee of the Re-industrialisation Funding Scheme organized by the Innovation and Technology Commission, a member of the Hong Kong Trade Development Council Belt and Road & Greater Bay Area Committee, the chairman of the Hong Kong Credit Insurance Corporation Advisory Board and the chairman of the Jewellery, Watch and Clock Training Board of Vocational Training Council.

Dr. Ng has not entered into any service contract with the Company or any other members of the Group. Pursuant to his appointment letter with the Company, Dr. Ng is appointed for a specific term of directorship of one year commencing from 23 June 2021. Dr. Ng is entitled to an annual director's fee of HK\$250,000 which was determined by the Board with regard to the expected time spent and contribution by him on the affairs of the Company.

As at the Latest Practicable Date, Dr. Ng did not have any direct or indirect interests in the Shares within the meaning of Part XV of the SFO. There is no information which is disclosable nor is/was Dr. Ng involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Save as disclosed above, there are no other matters concerning the re-election of Dr. Ng that need to be brought to the attention of the Shareholders.



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## NOTICE OF ANNUAL GENERAL MEETING

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### Fujikon Industrial Holdings Limited

富士高實業控股有限公司\*

(incorporated in Bermuda with limited liability)

(Stock Code: 927)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Fujikon Industrial Holdings Limited (“**Company**”) will be held at 10:30 a.m. on Friday, 13 August 2021 at 16th Floor, Tower 1, Grand Central Plaza, 138 Shatin Rural Committee Road, Shatin, New Territories, Hong Kong for the following purposes:

1. to receive and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 March 2021;
2. to declare a final dividend for the year ended 31 March 2021;
3.
  - (a) to re-elect Mr. Yuen Chi King, Wyman as an executive director of the Company (“**Director**”);
  - (b) to re-elect Mr. Che Wai Hang, Alan as an independent non-executive Director;
  - (c) to re-elect Mr. Lee Yiu Pun as an independent non-executive Director;
  - (d) to re-elect Dr. Ng Wang Pun, Dennis as an independent non-executive Director; and
  - (e) to authorise the board of Directors to fix the remuneration of the Directors;
4. to re-appoint the auditor of the Company and to authorise the board of Directors to fix their remuneration;

and as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

\* For identification purposes only

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## NOTICE OF ANNUAL GENERAL MEETING

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### ORDINARY RESOLUTIONS

5. “THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and all other applicable laws, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue or otherwise deal with the unissued shares in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares in the Company, which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for shares in the Company, which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any options granted under the share option scheme(s) or similar arrangement(s) for the time being adopted by the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares in the Company in lieu of the whole or part of a dividend on shares in the Company in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares in the Company, shall not exceed the aggregate of:
  - (aa) 20% of the aggregate number of issued shares of the Company on the date of the passing of this resolution; and
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of any shares in the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate number of issued shares of the Company 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:

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## NOTICE OF ANNUAL GENERAL MEETING

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“**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 bye-laws of the Company, the Companies Act 1981 of Bermuda (“**Companies Act**”) or any other applicable law of Bermuda to be held; and
- (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 in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares in the Company open for a period fixed by the Directors to holders of shares in the Company whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of shares in the Company as at that date (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period of all powers of the Company to repurchase shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the shares in the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares in the Company which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate number of issued shares 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:

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 bye-laws of the Company, the Companies Act or any other applicable law of Bermuda to be held; and
  - (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.”
7. “**THAT** conditional on the passing of resolutions numbered 5 and 6 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 5 above be and it is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate number of shares of the Company repurchased or agreed to be repurchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 6 above.”

By order of the Board  
**Fujikon Industrial Holdings Limited**  
**Yeung Chi Hung, Johnny**  
*Chairman & Chief Executive Officer*

Hong Kong, 5 July 2021

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

16th Floor, Tower 1  
Grand Central Plaza  
138 Shatin Rural Committee Road  
Shatin, New Territories  
Hong Kong

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company. A form of proxy for use at the meeting is being despatched to the shareholders of the Company together with a copy of this notice.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company’s branch share registrar and transfer office in Hong Kong (“**Branch Registrar**”), Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting (not later

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## NOTICE OF ANNUAL GENERAL MEETING

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than 10:30 a.m. on Wednesday, 11 August 2021 (Hong Kong time)) or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the meeting or any adjournment thereof, should he so wish.

3. To facilitate the processing of proxy voting, the register of members of the Company will be closed from Tuesday, 10 August 2021 to Friday, 13 August 2021 (both days inclusive), during which period no transfers of shares will be effected. To be entitled to attend and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Branch Registrar, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 9 August 2021.
4. The board of directors of the Company has recommended a final dividend for the year ended 31 March 2021 (the "**Dividend**") of HK3.0 cents per ordinary share and, if such Dividend is declared by the shareholders by passing Resolution 2, it is expected to be paid on 3 September 2021, to those shareholders whose names appeared on the Company's register of members on 19 August 2021. In order to qualify for the proposed Dividend, the register of members of the Company will be closed from Thursday, 19 August 2021 to Monday, 23 August 2021 (both days inclusive), during which period no transfers of shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Branch Registrar, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 18 August 2021.
5. Typhoon or Black Rainstorm Warning Arrangements
  - (i) Where a "black" rainstorm warning is in force or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted at 8:30 a.m. on 13 August 2021, the annual general meeting of the Company to be held at 16th Floor, Tower 1, Grand Central Plaza, 138 Shatin Rural Committee Road, Shatin, New Territories, Hong Kong, on 13 August 2021 at 10:30 a.m. will then be held at 16th Floor, Tower 1, Grand Central Plaza, 138 Shatin Rural Committee Road, Shatin, New Territories, Hong Kong, on Friday, 20 August 2021 at 10:30 a.m.
  - (ii) The annual general meeting will be held as scheduled when an amber or red rainstorm warning signal is in force. Having considered their own situations, shareholders should decide on their own whether they would attend the annual general meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.

*As at the date of this notice, the board of directors of the Company comprised Mr. Yeung Chi Hung, Johnny, Mr. Yuen Yee Sai, Simon, Mr. Chow Man Yan, Michael, Mr. Yuen Chi King, Wyman, Mr. Yeung Siu Chung, Ben and Ms. Chow Lai Fung as executive directors of the Company and Dr. Ng Wang Pun, Dennis, Mr. Che Wai Hang, Allen and Mr. Lee Yiu Pun as independent non-executive directors of the Company.*