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## **MING FUNG JEWELLERY GROUP LIMITED**

**明豐珠寶集團有限公司\***

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

**(Stock code: 860)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Ming Fung Jewellery Group Limited (the “**Company**”) will be held at Room 1825, 18th Floor, Hutchison House, 10 Harcourt Road Central, Hong Kong at 10:00 a.m. on 16 March 2015 for the purpose of considering and, if thought fit, passing with or without amendments the following resolutions which will be proposed as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

subject to and conditional upon, among others the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of and permission to deal in, the Consolidated Shares (as defined below) in issue upon the Share Consolidation (as defined below) becoming effective:

- (a) every ten (10) issued and unissued ordinary shares of nominal value HK\$0.01 each in the share capital of the Company be consolidated into one (1) share of nominal value HK\$0.1 each (the “**Consolidated Share**”) in the share capital of the Company (the “**Share Consolidation**”), all of the Consolidated Shares shall rank pari passu in all respects with each other and have the same rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company;

\* *for identification purpose only*

- (b) all fractional Consolidated Shares will be disregarded and not be issued to the holders of the existing ordinary shares of the Company but all fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company; and
- (c) any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents, including under the seal of the Company, where applicable, as he/she/they may consider necessary, desirable or expedient to complete, implement and give effect to any and all of the foregoing arrangements for the Share Consolidation.”

2. **“THAT:**

- (a) the authorised share capital of the Company be increased from HK\$100,000,000 (divided into 1,000,000,000 ordinary shares (the **“Shares”**) of nominal value HK\$0.1 each) to HK\$1,000,000,000 (divided into 10,000,000,000 Shares of nominal value HK\$0.1 each) by the creation of an additional 9,000,000,000 unissued Shares of nominal value HK\$0.1 each immediately following the Share Consolidation becoming effective, and that each such new Share, upon issue, shall rank pari passu in all respects with the existing Shares (the **“Increase in the Authorised Share Capital”**); and
- (b) any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents, including under the seal of the Company, where applicable, as he/she/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of the Increase in the Authorised Share Capital.”

3. **“THAT:**

conditional upon fulfilment or waiver (where applicable) of the conditions of the Underwriting Agreement (as defined below):

- (a) The allotment and issue of 1,634,514,070 Consolidated Shares in the share capital of the Company (the **“Offer Shares”**) by way of open offer (the **“Open Offer”**) at a subscription price of HK\$0.3 per Offer Share on the basis of two (2) Offer Shares for every Consolidated Share to the qualifying holders of the Shares (the **“Qualifying Shareholders”**) of the Company whose names appear on the register of members of the Company on Tuesday, 24 March 2015 (or such other date as the Underwriter (as defined below) may agree with the

Company) (the “**Record Date**”) other than those shareholders of the Company whose names appear on the register of members of the Company at the close of business on the Record Date and whose addresses as shown on such register are outside Hong Kong whom the directors of the Company, based on legal advice provided by the Company’s legal advisers, consider it necessary or expedient not to offer the Open Offer to such shareholders on account either of legal restrictions under the laws of the relevant places or the requirements of the relevant regulatory body or stock exchange in those places (the “**Non-Qualifying Shareholders**”) as described in further details in the Company’s circular dated 27 February 2015 and on and subject to such terms and conditions as may be determined by the directors of the company and otherwise pursuant to and subject to the fulfilment of the conditions set out in the underwriting agreement (the “**Underwriting Agreement**” including all supplement agreement(s) relating thereto, if any) (a copy of which has been produced to this meeting marked “**A**” and signed by the chairman of this meeting for the purpose of identification) dated 4 February 2015 (which is supplemented and amended by the supplemental agreement dated 25 February 2015 (the “**Supplemental Agreement**”), a copy of which has been produced to this meeting marked “**B**” and signed by the chairman of this meeting for the purpose of identification) and made between the Company and Guotai Junan Securities (Hong Kong) Limited as underwriter (the “**Underwriter**”), and the transactions contemplated thereunder, be and are hereby approved;

- (b) any one or more of the directors of the Company be and is/are hereby authorised to allot and issue the Offer Shares pursuant to or in connection with the Open Offer notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the directors of the Company may make such exclusions or other arrangement in relation to the Non-Qualifying Shareholders as he/she/they may deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirement of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong;
- (c) the entering into the Underwriting Agreement and the Supplemental Agreement by the Company be and is hereby approved, confirmed and ratified and the performance of the transactions contemplated thereunder by the Company (including but not limited to the arrangements for taking up of the underwritten Offer Shares, if any, by the Underwriter be and are hereby approved; and

(d) any one or more of the Directors be and is/are hereby authorised to sign and execute such documents and do all such acts and things incidental to the Open Offer as he/she/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to the Open Offer, the Underwriting Agreement (as supplemented and amended by the Supplemental Agreement) and the transactions contemplated thereunder or in this resolution.”

By order of the board  
**Ming Fung Jewellery Group Limited**  
**Wong Chi Ming, Jeffry**  
*Chairman*

Hong Kong, 27 February 2015

*Registered Office:*

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

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

Room 1825, 18th Floor  
Hutchison House  
10 Harcourt Road Central  
Hong Kong

*Notes:*

1. A form of proxy to be used for the meeting is enclosed with the circular of the Company despatched to the shareholder of the Company on 27 February 2015.
2. Any member of the Company entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting).
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.

4. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the Hong Kong branch registrar of the Company, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the meeting at which the person named in the instrument proposes to vote. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
6. As at the date of this notice, the Board comprises Mr. Wong Chi Ming, Jeffry, Mr. Zhang Jinbing and Mr. Yu Fei, Philip as executive Directors, and Ms. Chu Wai Fan, Mr. Tam Ping Kuen, Daniel and Dr. Willinge Garry Alides as independent non-executive Directors.