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FAIRWOOD HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)



(Stock Code: 52)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “Meeting”) of Fairwood Holdings Limited (the “Company”) will be held at Conference Room, 2nd Floor, TRP Commercial Centre, 18 Tanner Road, North Point, Hong Kong on Thursday, 9 September 2021 at 4:00 p.m. for the following purposes:

1. To receive and adopt the audited financial statements and the reports of the Directors and Independent Auditor for the year ended 31 March 2021.
2. To declare a final dividend.
- 3(i). To re-elect Ms Peggy LEE as Executive Director; and
- 3(ii). To re-elect Mr Peter WAN Kam To as Independent Non-executive Director.
4. To authorise the Board of Directors to fix the remuneration of the Directors.
5. To grant authority to the Board of Directors to appoint additional Directors up to the maximum number determined by the Shareholders.
6. To re-appoint KPMG as Auditor of the Company and to authorise the Board of Directors to fix their remuneration.
7. As special business to consider, and if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:-

A. **“THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of the subscription or conversion rights attaching to any warrants, convertible bonds or other securities issued by the Company which are convertible into shares of the Company, (iii) an issue of shares upon the exercise of subscription rights under any option scheme or similar arrangement of shares or rights to acquire shares of the Company or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the By-laws of the Company, shall not exceed the aggregate of (aa) 20% of the number of issued shares of the Company as at the date of passing this Resolution plus (bb) (if the Directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of issued shares of the Company bought back by the Company subsequent to the passing of this Resolution (up to a maximum number equivalent to 10% of the number of issued shares of the Company as at the date of passing such separate ordinary resolution), and the said approval 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;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Company’s Bye-laws or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to the holders of ordinary shares of the Company on its register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

B. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (which shall have the same meaning for the purpose of this Resolution, mutatis mutandis, as given in paragraph (d) of the resolution set out as Resolution 7A in the notice of this Meeting) of all powers of the Company to buy back shares of par value of HK\$1.00 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under The Codes on Takeovers and Mergers and Share Buy-backs, subject to and in accordance with all applicable laws and 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; and
- (b) the aggregate number of shares which may be bought back by the Company pursuant to the approval in paragraph (a) of this Resolution 7B during the Relevant Period shall not exceed 10% of the number of issued shares of the Company as at the date of passing this Resolution and the said approval shall be limited accordingly.”

C. **“THAT** conditional upon the passing of the resolutions set out in Resolutions 7A and 7B in the notice of this Meeting, the Directors of the Company be and are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as Resolution 7A in the notice of this Meeting in respect of the number of issued shares of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

8. As special business to consider, and if thought fit, pass with or without amendments, the following resolution as Ordinary Resolution:

“THAT subject to the granting by the Listing Committee of the Stock Exchange of the listing of and permission to deal in the Shares to be issued and allotted by the Company under the proposed share option scheme of the Company (the “New Share Option Scheme”, a copy of which has been produced to the meeting marked ‘A’ and initialed by the chairman of the meeting for the purpose of identification):

- (a) the New Share Option Scheme be and is hereby approved and adopted as the Company’s share option scheme and the Directors of the Company be and are hereby authorized to take all such steps as they may deem necessary, desirable or expedient to carry into effect, waive or amend the New Share Option Scheme subject to the terms of the New Share Option Scheme and Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time); and
- (b) the Directors of the Company be and are hereby authorised to grant options to subscribe for Shares in accordance with the rules of the New Share Option Scheme up to a maximum of 10% of the Shares in issue as at the date of passing of this resolution, to issue and allot Shares pursuant to the exercise of the options so granted, to administer the New Share Option Scheme in accordance with its terms and to take all necessary actions incidental thereto as the Directors of the Company deem fit.”

9. As special business to consider, and if thought fit, pass with or without amendments, the following resolution as Special Resolution:

“**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies in Bermuda being obtained, to adopt the Chinese Name “大快活集團有限公司” as the Secondary Name of Company with effect from the date of entry of the Secondary Name of the Company on the register maintained by the Registrar of Companies in Bermuda, and that the Directors and/or the Company Secretary of the Company be and are hereby authorized to do all such acts and things and execute such further documents and take all steps which, in their opinion may be necessary, desirable or expedient to implement and give effect to the aforesaid adoption of the Chinese Name as the Secondary Name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board
MAK Yee Mei
Company Secretary

Hong Kong, 30 July 2021

Notes :

- 1. Any member of the Company entitled to attend and vote at the Meeting may appoint one or more proxies to attend, and on a poll, vote in his stead. A proxy need not be a member of the Company.*
- 2. To be valid, the proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof must be deposited at the head office and principal place of business of the Company at 2nd Floor, TRP Commercial Centre, 18 Tanner Road, North Point, Hong Kong not less than 48 hours before the appointed time for the holding the Meeting or any adjournment thereof (as the case may be).*
- 3. In order to determine shareholders' entitlement to attend and vote at the Meeting, the Register of Members of the Company will be closed from Friday, 3 September 2021 to Thursday, 9 September 2021 (both days inclusive), during which period no transfer of shares will be registered. All completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, Rooms 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Thursday, 2 September 2021 for registration.*
- 4. In order to determine shareholders' entitlement to the proposed final dividend, the Register of Members of the Company will also be closed from Thursday, 16 September 2021 to Monday, 20 September 2021 (both days inclusive), during which period no transfer of shares will be registered. All completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, Rooms 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 15 September 2021 for registration.*
- 5. Concerning Resolution 3 above, the biographical details and interests in the shares of the Company of the Directors to be re-elected at the Meeting are set out in Appendix II to the circular of the Company dated 30 July 2021 (the "Circular").*

6. *Concerning Resolutions 7A and 7C above, approval is being sought from members for a general mandate to authorise the allotment and issue of shares of the Company under the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”).*
7. *Concerning Resolution 7B above, approval is being sought from members for a general mandate to buy back shares of the Company under the Listing Rules. An Explanatory Statement setting out the terms and conditions upon which such power to be exercised is set out in Appendix I to the Circular.*
8. *Concerning Resolution 8 above, approval is being sought from members for adoption of the New Share Option Scheme of the Company. Summary of the principal terms of the New Share Option Scheme are set out in Appendix III to the Circular.*
9. *Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at the Meeting must be taken by poll and the Company will announce the results of the poll on the respective websites of the Company (www.fairwoodholdings.com.hk) and the Stock Exchange (www.hkexnews.hk).*

As at the date of this announcement, the Directors of the Company are:

Executive Directors: Mr Dennis Lo Hoi Yeung (Executive Chairman), Mr Lo Fai Shing Francis (Chief Executive Officer), Ms Mak Yee Mei and Ms Peggy Lee; and

Independent Non-executive Directors: Mr Ng Chi Keung, Mr Joseph Chan Kai Nin, Dr Peter Lau Kwok Kuen, Mr Tony Tsoi Tong Hoo and Mr Peter Wan Kam To.

Website: www.fairwoodholdings.com.hk