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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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountants or other professional adviser.

If you have sold or transferred all your shares in **Safety Godown Company, Limited** (the “Company”), 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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**SAFETY GODOWN CO LTD**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 237)**

*Executive Director:*

LU Wing Yee, Wayne

*Non-executive Director:*

LEE Ka Sze, Carmelo

*Independent Non-executive Directors:*

GAN Khai Choon

LAM Ming Leung

LEUNG Man Chiu, Lawrence

*Registered office:*

Unit 1801, 18/F., Lu Plaza

2 Wing Yip Street

Kwun Tong, Kowloon

Hong Kong

12 July 2017

*To the shareholders*

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING  
AND  
PROPOSALS FOR RE-ELECTION OF DIRECTORS  
AND  
GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES**

**NOTICE OF ANNUAL GENERAL MEETING**

The Notice of the Annual General Meeting (“AGM”) of the Company is set out in **Appendix I** to this circular. A form of proxy for use at the AGM and the Annual Report for 2017 are being sent to the shareholders of the Company (the “Shareholders”) together with this circular. Whether or not you are able to attend the meeting, please complete the form of proxy in accordance with the instructions printed thereon and return it to the registered

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## LETTER FROM THE BOARD

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office of the Company at Unit 1801, 18/F., Lu Plaza, 2 Wing Yip Street, Kwun Tong, Kowloon, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting if you so wish.

### RE-ELECTION OF DIRECTORS

As at 6 July 2017, being the latest practicable date prior to the printing of this circular (the “Latest Practicable Date”), the executive director of the Company is Mr. Lu Wing Yee, Wayne; the non-executive director of the Company is Mr. Lee Ka Sze, Carmelo and the independent non-executive directors of the Company are Mr. Gan Khai Choon, Mr. Lam Ming Leung and Mr. Leung Man Chiu, Lawrence.

In accordance with Articles 78 and 79 of the Company’s Articles of Association (the “Articles of Association”), Mr. Lu Wing Yee, Wayne and Mr. Leung Man Chiu, Lawrence shall retire by rotation at the AGM of the Company and, being eligible, have offered themselves for re-election.

Mr. Leung Man Chiu, Lawrence, who was appointed as independent non-executive director of the Company in 2006, has served as independent non-executive director of the Company for more than 9 years. He will retire by rotation in accordance with the Articles of Association of the Company at the AGM. During his tenure of office, Mr. Leung Man Chiu, Lawrence has been able to fulfill all the requirements regarding independence of independent non-executive directors and provide annual confirmation of independence to the Company under Rule 3.13 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The board of directors of the Company (the “Board”) is not aware of any foreseeable events that may occur and affect the independence of Mr. Leung Man Chiu, Lawrence and believes that Mr. Leung Man Chiu, Lawrence is and shall continue to be independent of the Company. The Board will continue to review the independence of Mr. Leung Man Chiu, Lawrence annually.

Besides, during his tenure of office, Mr. Leung Man Chiu, Lawrence had discharged his duties as independent non-executive director to the satisfaction of the Board. Through exercising the scrutinizing and monitoring function of independent non-executive director, he had contributed to an upright and efficient Board for the interest of the Shareholders.

In view of the above, the Board considers that the re-election of Mr. Leung Man Chiu, Lawrence as independent non-executive director of the Company is beneficial to the Board, the Company and the Shareholders as a whole. Separate resolution will be proposed at the AGM to approve the re-election of Mr. Leung Man Chiu, Lawrence as independent non-executive director of the Company.

Details of the retiring directors of the Company (the “Retiring Directors”) that are required to be disclosed under the Listing Rules are set out in **Appendix II** to this circular.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES

At the last annual general meeting of the Company held on 18 August 2016, ordinary resolutions were passed whereby general mandates were given to the Board (i) to allot, issue and otherwise deal with shares not exceeding 20% of the total number of issued shares in the Company as at 18 August 2016; and (ii) to buy-back shares of the Company not exceeding 10% of the total number of issued shares in the Company as at 18 August 2016. Such mandates will lapse at the conclusion of the AGM unless being renewed at that meeting.

Ordinary Resolution No. 5 set out in the Notice of the AGM will be proposed to renew the mandate to allot, issue and deal with shares not exceeding 20% of the total number of issued shares in the Company as at the date of passing the resolution.

Ordinary Resolution No. 6 set out in the Notice of the AGM will be proposed to renew the mandate to buy-back shares not exceeding 10% of the total number of issued shares in the Company as at the date of passing the resolution.

In addition, subject to the passing of the Ordinary Resolutions Nos. 5 and 6, any shares bought-back by the Company under the Ordinary Resolution No. 6 will also be added to the mandate for issue of additional shares as set out in Ordinary Resolution No. 7.

The Board wishes to state that they have no immediate plans to issue any new shares of the Company or to buy-back any shares pursuant to the relevant mandates. Approval is being sought from the shareholders as a general mandate for the purposes of Sections 140 and 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “Companies Ordinance”) and the Listing Rules.

An explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the share buy-back mandate is set out in **Appendix III** to this circular.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matters to be voted on by a show of hands and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Accordingly, the Chairman of the meeting will at the AGM demand a poll on all resolutions set out in the Notice of the AGM pursuant to Article 57 of the Articles of Association.

Pursuant to Article 61 of the Articles of Association, upon a poll every member present in person or by proxy shall have one vote for every share held by him. On a poll a member entitled to more than one vote need not use all his votes or cast his votes in the same way.

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## LETTER FROM THE BOARD

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Tricor Standard Limited, the Company's share registrar in Hong Kong, will be appointed as scrutineer of the poll.

### RECOMMENDATION

The Board considers that the re-election of the Retiring Directors, the general mandates to issue and buy-back shares are in the best interests of the Company and the Shareholders, and accordingly recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
By Order of the Board  
**Safety Godown Company, Limited**  
**Lu Wing Yee, Wayne**  
*Director*

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Safety Godown Company, Limited (the “Company”) will be held at Unit 1806, 18/F., Lu Plaza, 2 Wing Yip Street, Kwun Tong, Kowloon on Friday, 18 August 2017 at 12:00 noon (or in the event that a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted at 10:00 a.m. or any time after 10:00 a.m. on that day, at the same time and place on the first Business Day (as defined in note (7) below) after 18 August 2017) for the following purposes:

1. To receive and consider the audited consolidated Financial Statements, the Report of the directors of the Company (the “Directors”) and the Independent Auditor’s Report for the year ended 31 March 2017.
2. (a) To declare a final dividend for the year ended 31 March 2017.  
(b) To declare a special dividend for the year ended 31 March 2017.
3. (a) To re-elect Mr. Lu Wing Yee, Wayne as an Executive Director.  
(b) To re-elect Mr. Leung Man Chiu, Lawrence (who has served as an Independent Non-executive Director for more than 9 years) as an Independent Non-executive Director.  
(c) To authorise the board of directors to fix the remuneration of directors.
4. To re-appoint Deloitte Touche Tohmatsu as auditors and authorise the Directors to fix their remuneration.

As special business, to consider and, if thought fit, to pass the following Ordinary Resolutions:

#### **ORDINARY RESOLUTIONS**

5. **“THAT:**
  - (a) subject to paragraph (b) of this Resolution and pursuant to Sections 140 and 141 of the Companies Ordinance, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which will or might require the exercise of such power during or after the end of the Relevant Period be and is hereby generally and unconditionally approved;
  - (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii)

an issue of shares in the Company under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of shares or rights to acquire shares of the Company; or (iii) an issue of shares in the Company upon the exercise of subscription or conversion rights under the terms of any existing warrants, bonds, debentures, notes and other securities of the Company which carry rights to subscribe for or are convertible into shares of the Company; or (iv) an issue of shares in the Company as scrip dividends pursuant to the Articles of Association of the Company from time to time, shall not exceed 20 per cent. of the aggregate number of the shares of the Company in issue as at the date of passing of this Resolution (subject to adjustment in the case of subdivision and consolidation of shares) and the said approval shall be limited accordingly; and

- (c) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.”

“Rights Issue” means an offer of shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate, such other securities) (subject to such exclusions 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 applicable to the Company).”

6. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy-back shares of the Company in issue on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock

Exchange for this purpose, 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;

- (b) the aggregate number of shares of the Company which the Company is authorised to be bought-back by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent. of the aggregate number of the shares of the Company in issue as at the date of passing of this Resolution (subject to adjustment in the case of subdivision and consolidation of shares), and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 law to be held; and
  - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.”
7. “**THAT** conditional upon the passing of Ordinary Resolutions Nos. 5 and 6 set out in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot shares pursuant to Ordinary Resolution No. 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of a number representing the aggregate number of the shares of the Company bought-back by the Company under the authority granted pursuant to Ordinary Resolution No. 6 set out in the notice convening this meeting, provided that such extended number shall not exceed 10 per cent. of the aggregate number of the shares of the Company in issue as at the date of passing of this Resolution (subject to adjustment in the case of subdivision and consolidation of shares).”

By Order of the Board  
**Safety Godown Company, Limited**  
**Wong Leung Wai**  
*Company Secretary*

Hong Kong, 12 July 2017

*Notes:*

- (1) A Member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and on a poll, to speak and vote in his stead. A proxy need not be a Member. The instrument appointing a proxy must be deposited at the registered office of the Company at Unit 1801, 18/F., Lu Plaza, 2 Wing Yip Street, Kwun Tong, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (2) To ascertain the shareholders' entitlement to attend and vote at the meeting, the Register of Members will be closed from Tuesday, 15 August 2017 to Friday, 18 August 2017, both days inclusive, during which period no transfer of shares can be registered. In order to be eligible to attend and vote at the meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrars, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:00 p.m. on Monday, 14 August 2017.
- (3) To ascertain the shareholders' entitlement to the proposed final dividend and special dividend, the Register of Members will be closed from Friday, 25 August 2017 to Tuesday, 29 August 2017, both days inclusive, during which period no transfer of shares can be registered. In order to qualify for the final dividend and special dividend, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrars, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:00 p.m. on Thursday, 24 August 2017.
- (4) Subject to approval by the shareholders at the Annual General Meeting of the Company, the final dividend and special dividend will be paid on or around 12 September 2017 to every shareholder registered as a member on the Register of Members at the close of business on 29 August 2017.
- (5) With reference to item no. 3 in this notice, Mr. Lu Wing Yee, Wayne and Mr. Leung Man Chiu, Lawrence shall retire and, being eligible, have offered themselves for re-election at the annual general meeting. Details of these directors are set out in Appendix II of the circular.
- (6) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the above meeting.
- (7) "Business Day" means any day (excluding Saturday) on which no black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted at 10:00 a.m. on that day and on which banks in Hong Kong are generally open for business. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at 10:00 a.m. or any time after 10:00 a.m. on 18 August 2017, the annual general meeting of the Company will not be held on that day but will be held at the same time and place on the first Business Day after 18 August 2017 instead.



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## APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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The following are the biographical details of the two Retiring Directors proposed to be re-elected at the AGM. Save for the information set out below, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders in respect of these Retiring Directors who stand for re-election as Directors at the AGM.

**Mr. Lu Wing Yee, Wayne**, aged 43, was appointed as an Executive Director of the Company on 12 December 2008. He joined the Group in July 2001, and prior to his appointment as Executive Director has acted as a Group Manager of the Group in charge of day-to-day operation of the Group. He has extensive experience in the field of accounting, auditing, financial management and operations control. Mr. Lu is a member of The American Institute of Certified Public Accountants. He has a master degree in business administration, a bachelor degree of science in business administration and a diploma in risk management. Mr. Lu has previously worked for audit firm, securities and brokerage firm and listed property company. Mr. Lu is a director and shareholder of Kian Nan Financial Limited, which is a substantial shareholder of the Company as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”).

He is the son of Mr. Lu Sin, the late Chairman of the Company. Save as disclosed above, Mr. Lu does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company and did not hold any directorship in other listed public companies in the last three years.

There is no service contract entered into between Mr. Lu and the Company and no fixed or proposed length of service with the Company. Mr. Lu is subject to retirement by rotation and re-election in accordance with the Articles of Association. The Director’s fee payable to him shall be subject to review by the Board from time to time pursuant to the power given to it at annual general meeting. His other emolument is determined with reference to his duties and responsibilities and the Company’s performance and profitability. For the year ended 31 March 2017, Mr. Lu received a Director’s fee of HK\$61,000 per annum from the Company and its subsidiaries (together the “Group”).

As at the Latest Practicable Date, Mr. Lu has personal interests of 9,410,420 shares, and corporate interests of 23,440 shares of the Company within the meaning of Part XV of the SFO. Mr. Lu is also deemed under the SFO to be interested in 4,400,000 shares of the Company as he was one of the executors of the estate of Mr. Lu Sin (deceased).

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## APPENDIX II    DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Mr. Leung Man Chiu, Lawrence**, aged 69, has been an Independent Non-executive Director of the Company since 16 June 2006. He is a member of the audit committee and the remuneration and nomination committee of the Company. He is also an Independent Non-executive Director of Pak Fah Yeow International Limited and PFC Device Inc., both listed on the Stock Exchange of Hong Kong Limited. Mr. Leung has been a Non-executive Director of World Super Holdings Limited (which is in the process of applying for a listing of its shares on the GEM board of The Stock Exchange of Hong Kong Limited) since 26 April 2017. Mr. Leung is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He graduated in 1969 from the Hong Kong Technical College (now the Hong Kong Polytechnic University) with a diploma in accountancy and qualified himself as a certified public accountant in 1972. Mr. Leung is a practising certified public accountant and has been in public practice for over 40 years. He has extensive experience in accounting and auditing and had served in listing and auditing projects for a number of Hong Kong public listed companies. He is now practicing as a partner in Tang and Fok.

Mr. Leung does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

There is no service contract entered into between Mr. Leung and the Company and no fixed or proposed length of service with the Company. Mr. Leung is subject to retirement by rotation and re-election in accordance with the Articles of Association. The director's fee payable to him is determined with reference to his duties and responsibilities and shall be subject to review by the Board from time to time pursuant to the power given to it at annual general meetings. For the year ended 31 March 2017, Mr. Leung received a fixed remuneration of HK\$61,000 as director's fee per annum; additional fee of HK\$114,000 and HK\$58,000 as a member of audit committee and remuneration and nomination committee respectively.

As at the Latest Practicable Date, Mr. Leung does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

The following is the explanatory statement required to be sent to Shareholders under the Listing Rules in connection with the buy-back mandate and also constitutes the memorandum required under Section 239(2) of the Companies Ordinance.

### **SHARE CAPITAL**

As at Latest Practicable Date, the share capital of the Company comprised 135,000,000 shares in issue.

### **EXERCISE OF THE BUY-BACK MANDATE**

Resolution No. 6 set out in the Notice convening the AGM will, if passed, give a general mandate to the Directors authorising the buy-back by the Company of up to 10 per cent. of the shares of the Company in issue as at the date of the AGM at any time until the end of the Relevant Period as defined in Resolution No. 6 set out in the Notice.

Accordingly, exercise in full of the buy-back mandate (on the basis of 135,000,000 shares in issue as at the Latest Practicable Date and assuming no shares are issued or bought-back prior to the date of the AGM) would result in up to 13,500,000 shares being bought-back by the Company during the Relevant Period.

### **REASONS FOR BUY-BACK**

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to buy-back shares. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and/or its earning per share and will only be made when the Directors believe that such buy-back will benefit the Company and its Shareholders.

### **FUNDING OF BUY-BACK**

In buy-back shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the applicable laws of Hong Kong and the Listing Rules. Any buy-back will be made out of funds of the Company legally permitted to be utilised in this connection, being distributable profits of the Company or the proceeds of a new issue of shares made for such purpose.

If the share buy-back mandate were exercised in full at any time during the Relevant Period, there could be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements as at 31 March 2017). The Directors therefore do not propose to exercise the power under the share buy-back mandate to such an extent unless it is determined by the Directors that such buy-back are, taking account of all relevant factors, in the best interests of the Company.

### **GENERAL**

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates have a present intention to sell any shares to the Company, or have undertaken not to do so, in the event the share buy-back mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the buy-back mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell shares to the Company, or have undertaken not to do so, in the event that the buy-back mandate is approved by the Shareholders.

### TAKEOVERS CODE

If as a result of a buy-back by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of The Codes on Takeovers and Mergers and Share Buy-backs (the "Takeovers Code"). Accordingly, a Shareholder, or a group of Shareholders acting in concert, could, depending upon the level of increase in shareholding interest(s), 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.

As at the Latest Practicable Date, Mr. Lu Wing Yee, Wayne (an executive director of the Company) and Ms. Chan Koon Fung, in their capacities as the executors of the estate of the late Mr. Lu Sin and in their personal capacities, and parties acting in concert with them together already controlled more than 50 per cent., in aggregate, of the voting rights of the Company. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any buy-back made under the buy-back mandate.

### SHARE PRICES

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

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2016</b>		
July	25.400	22.450
August	22.355	17.980
September	19.500	18.060
October	19.860	19.040
November	19.400	18.800
December	18.810	17.520
<b>2017</b>		
January	18.420	17.860
February	18.760	18.020
March	19.300	18.500
April	19.100	18.760
May	19.000	18.380
June	19.300	18.440

### SHARE BUY-BACK BY THE COMPANY

The Company has not bought back any of its shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.