
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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This circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company collectively and individually accept full responsibility for the accuracy and completeness of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.



Fujikon Industrial Holdings Limited

富士高實業控股有限公司*

(incorporated in Bermuda with limited liability)

(stock code: 927)

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

A notice convening the annual general meeting of the Company to be held at 10:30 a.m. on Thursday, 7 August 2014 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 as soon as possible and in any event no later than 48 hours before the time of the meeting or any adjournment thereof to the Company’s Hong Kong branch share registrar, 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.

8 July 2014

* For identification purpose only

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DEFINITIONS

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 Thursday, 7 August 2014 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
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“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 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 nominal amount of the share capital of the Company in issue 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 People’s Republic of China
“Latest Practicable Date”	30 June 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate to the Directors to enable them to repurchase Shares the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital in issue 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 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 (Cap. 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.

LETTER FROM THE BOARD



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:

Chung Chi Ping, Roy

Che Wai Hang, Allen

Lee Yiu Pun

Registered office:

Canon's Court

22 Victoria's Street

Hamilton HM 12

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

8 July 2014

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,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

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 to give you notice of the Annual General Meeting.

* *For identification purpose only*

LETTER FROM THE BOARD

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 then Shareholders on 16 August 2013. 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 nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of Annual General Meeting;
- (b) to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the Annual General Meeting; and
- (c) to extend the General Mandate by an amount representing the aggregate nominal amount 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

Pursuant to Bye-law 99 of the Bye-laws, Mr. Yeung Chi Hung, Johnny, Mr. Yuen Yee Sai, Simon and Mr. Chow Man Yan, Michael 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.

According to the Listing Rules, a director appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after appointment. As Dr. Chung Chi Ping, Roy was appointed as an independent non-executive Director of the Company to fill the causal vacancy of Dr. Chang Chu Cheng on 1 April 2014. Dr. Chung will be eligible for re-election at the Annual General Meeting.

Brief biographical details of the Directors who are 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.

LETTER FROM THE BOARD

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.

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 or any adjournment thereof to the Company's branch share registrar, 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) and the Company (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

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 419,859,000 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 41,985,900 Shares, which represents 10% of the issued share capital of the Company 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 2014, being the date of the latest published audited financial statements of the Company. However, 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 or the gearing position of the Group which in the opinion of the Directors are from time to time appropriate for the Group.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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:

2013	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
June	4.050	2.680
July	2.850	2.100
August	2.400	1.900
September	2.480	1.940
October	2.560	2.000
November	2.140	1.990
December	2.300	2.020
2014		
January	2.110	1.820
February	1.960	1.810
March	1.970	1.830
April	1.890	1.780
May	1.860	1.750
June (up to the Latest Practicable Date)	2.250	1.750

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.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 224,591,500 Shares, representing approximately 53.49% of the existing issued Shares as at the Latest Practicable Date. On the basis that there were 419,859,000 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 59.44% 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 not result in the above parties being obliged to make a mandatory offer under Rule 26 of the Takeovers Code. In addition, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

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. YEUNG CHI HUNG, JOHNNY, AGED 69, AN EXECUTIVE DIRECTOR (“MR. YEUNG”)

Mr. Yeung is a co-founder of the Group. He has been the Chairman and the executive Director since 2000 and was appointed as Chief Executive Officer of the Company on 1 October 2011.

Mr. Yeung was elected the Honorary Fellowship 2004 by The Professional Validation Council of Hong Kong Industries, Directors of The Year Awards 2007 (executive Director): Listed Companies (SEHK – Non Hang Seng Index Constituents) by The Hong Kong Institute of Directors. In 2014, he was awarded the University Fellow of The Hong Kong Polytechnic University, re-elected the Industrial Fellow of Warwick University and was awarded the Medal of Honour (“M.H.”) by the Hong Kong Special Administrative Region Government on 1 July 2014. Mr. Yeung has over 40 years of experience in the electronics and acoustics industry. In addition, Mr. Yeung is the Vice President of the Chinese Manufacturers’ Association of Hong Kong, the Chairman of Hong Kong Electronics Industries Association and the Honorary Chairman & the Vice Chairman of Dongguan Electronics Industries Association, the President of Dongguan City Association of Enterprises with Foreign Investment Humen Branch, the Chairman of Electronics and Telecommunications Training Board of the Vocational Training Council and a Current Advisor of the 47th Yan Chai Hospital Board Office.

Save as disclosed herein, Mr. Yeung has no other major appointment and has not held any other directorship in other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Yeung was interested in an aggregate of 84,792,500 Shares, representing approximately 20.20% of the issued Shares. These Shares comprised 10,521,000 shares registered under Mr. Yeung’s name, 3,700,000 Shares which may be allotted to him upon exercise in full of the outstanding options granted to him under a share option scheme of the Company and 70,571,500 Shares held by Loyal Fair Group Limited. Loyal Fair Group Limited was wholly owned by Silverfun Property (PTC) Ltd, which was in turn wholly owned by Golden Hope Financial Limited. Silverfun Property (PTC) Ltd was the trustee of Yeung Unit Trust, which was then beneficially owned by the Yeung Family Trust, a discretionary trust and the objects of which were the family members of Mr. Yeung Chi Hung, Johnny, including Mr. Yeung Siu Chung, Ben. Golden Hope Financial Limited was wholly owned by Mr. Yeung. Mr. Yeung is the father of Mr. Yeung Siu Chung, Ben, who is an executive Director of the Company.

Save as disclosed herein, Mr. Yeung does not have any relationship with any other directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) and nor does he have any interest in the Shares within the meaning of Part XV of the SFO.

Under the service agreement of Mr. Yeung with the Company in relation to his service as executive Director, he is appointed for a term of two years commencing from 1 April 2014. Under the terms of his service agreement, Mr. Yeung is entitled to:

- (a) a salary at the rate of HK\$160,465 per month each payable in arrears within the first 5 working days of the succeeding calendar month and a 13th month salary payable within the first 5 working days of each January. The above salary of Mr. Yeung is determined by reference to the responsibilities and duties assumed by him and has been reviewed by the remuneration committee of the Company; and
- (b) a discretionary bonus as may be recommended by the remuneration committee of the Company based on 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. Yeung is determined by reference to the responsibilities and duties assumed by him and has been reviewed and approved by the remuneration committee of the Company. There shall be a review of the salary and annual director's fee of Mr. Yeung 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 provided that such increases shall not exceed 20% per annum.

As at the Latest Practicable Date, Mr. Yeung was granted options under the share option scheme of the Company to subscribe for an aggregate of 3,700,000 Shares. Accordingly, Mr. Yeung was taken as interested in 3,700,000 Shares, which represented approximately 0.88% 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 discloseable nor is/was Mr. Yeung 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. Yeung that need to be brought to the attention of the Shareholders.

MR. YUEN YEE SAI, SIMON, AGED 72, AN EXECUTIVE DIRECTOR, (“MR. YUEN”)

Mr. Yuen is a co-founder of the Group. He has been the Joint Deputy Chairman and the executive Director of the Company since 2000.

Mr. Yuen was elected the Associateship 2004 by The Professional Validation Council of Hong Kong Industries. He has over 40 years of experience in the electronics industry and has in depth knowledge of trading in the PRC. In addition, he is a Vice Chairman of the Committee of the Association of Foreign Investment Enterprises of Dongguan City, Honorary Citizen of Dongguan City and Humen Town, a Vice Chairman of Dongguan Overseas Friendship Association.

Save as disclosed herein, Mr. Yuen has no other major appointments and qualifications and has not held any directorship in other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Yuen was interested in an aggregate of 68,682,500 Shares, representing approximately 16.36% of the issued Shares. These shares comprised 1,000 Shares registered under Mr. Yuen's name, 4,110,000 Shares which may be allotted to him upon exercise in full of the outstanding options granted to him under a share option scheme of the Company and 64,571,500 Shares held by Sky Talent Enterprises Limited. Sky Talent Enterprises Limited was wholly owned by Mr. Yuen. Mr. Yuen is the father of Mr. Yuen Chi King, Wyman, the executive Director of the Company.

Save as disclosed herein, Mr. Yuen does not have any relationship with any other directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) and nor does he have any interests in the Shares within the meaning of Part XV of the SFO.

Under the service agreement of Mr. Yuen with the Company in relation to his service as executive Director, he is appointed for a term of two years commencing from 1 April 2014. Under the terms of his service agreement, Mr. Yuen is entitled to:

- (a) a salary at the rate of HK\$155,990 per month and a 13th month salary payable within the first 5 working days of each January. The above salary of Mr. Yuen is determined by reference to the responsibilities and duties assumed by him and has been reviewed by the remuneration committee of the Company; and
- (b) a discretionary bonus as may be recommended by the remuneration committee of the Company based on 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 of the Company. There shall be a review of the salary and annual director's fee of Mr. Yuen conducted at the end of each financial year of the Company and any increment shall be decided in the sole discretion of the Board provided that such increases shall not exceed 20% per annum.

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 4,110,000 Shares. Accordingly, Mr. Yuen was taken as interested in 4,110,000 Shares, which represented approximately 0.98% 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 discloseable 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. CHOW MAN YAN, MICHAEL, AGED 65, AN EXECUTIVE DIRECTOR (“MR. CHOW”)

Mr. Chow is a co-founder of the Group. He has been the Joint Deputy Chairman and the executive Director of the Company since 2000.

Mr. Chow was elected the Associateship 2004 by The Professional Validation Council of Hong Kong Industries. He has over 40 years of experience in the electronics and acoustics industry, especially in production and material management and inventory control.

Save as disclosed herein, Mr. Chow has no other major appointments and qualifications and has not held any directorship in other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Chow was interested in an aggregate of 81,926,500 Shares, representing approximately 19.51% of the issued Shares. These shares comprised 8,355,000 Shares registered under Mr. Chow’s name, 3,000,000 Shares which may be allotted to him upon exercise in full of the outstanding options granted to him under a share option scheme of the Company and 70,571,500 Shares held by Asia Supreme Limited. Asia Supreme Limited was wholly owned by Mr. Chow. Mr. Chow is the brother of Ms. Chow Lai Fung, who is an executive Director of the Company.

Save as disclosed herein, Mr. Chow does not have any relationship with any other directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) and nor does he have any interests in the Shares within the meaning of Part XV of the SFO.

Under the service agreement of Mr. Chow with the Company in relation to his service as executive Director, he is appointed for a term of two years commencing from 1 April 2014. Under the terms of his service agreement, Mr. Chow is entitled to:

- (a) a salary at the rate of HK\$155,990 per month and a 13th month salary payable within the first 5 working days of each January. The above salary of Mr Chow is determined by reference to the responsibilities and duties assumed by his and has been reviewed by the remuneration committee of the Company; and
- (b) a discretionary bonus as may be recommended by the remuneration committee of the Company based on 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. Chow is determined by reference to the responsibilities and duties assumed by his and has been reviewed and approved by the remuneration committee of the Company. There shall be a review of the salary and annual director’s fee of Mr. Chow conducted at the end of each financial year of the Company and any increment shall be decided in the sole discretion of the Board provided that such increases shall not exceed 20% per annum.

As at the Latest Practicable Date, Mr. Chow was granted options under the share option scheme of the Company to subscribe for an aggregate of 3,000,000 Shares. Accordingly, Mr. Chow was taken as interested in 3,000,000 Shares, which represented approximately 0.71% of the total issued share capital of the Company as at the Latest Practicable Date, under Part XV of the SFO.

As at the Latest Practicable Date, Mr. Chow did not have any direct or indirect interests in the Shares within the meaning of Part XV of the SFO.

There is no other information which is discloseable nor is/was Mr. Chow 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. Chow that need to be brought to the attention of the Shareholders.

**DR. CHUNG CHI PING, ROY, AGED 61, AN INDEPENDENT NON-EXECUTIVE DIRECTOR
("DR. CHUNG")**

Dr. Chung joined the Board as an independent non-executive Director, a member of each of the audit committee, the remuneration committee and the nomination committee of the Company on 1 April 2014.

Dr. Chung holds a Doctor of Engineering Degree from the University of Warwick, United Kingdom and a Doctor of Business Administration Degree from City University of Macau. He was appointed as an Industrial Professor by the University of Warwick, United Kingdom in December 2010. He was awarded an Honorary Doctor of Business Administration by the Hong Kong Polytechnic University in 2007 and an Honorary Doctorate Degree by the University of Newcastle, New South Wales, Australia in 2006. He was awarded the Bronze Bauhinia Star (BBS) Medal by the Hong Kong Special Administrative Region Government on 1 July 2011. He was appointed as Justice of Peace by the Hong Kong Special Administrative Region Government on 1 July 2005 and won the Hong Kong Young Industrialists Award in 1997.

Dr. Chung is a co-founder and non-executive director of Techtronic Industries Company Limited (stock code: 669) ("**Techtronic**"), a company listed on the Main Board of the Stock Exchange. Since 27 November 2013, Dr. Chung has been an independent non-executive director of TK Group (Holdings) Limited (stock code: 2283), a company listed on the Main Board of the Stock Exchange. He has also been an independent non-executive director of Kin Yat Holdings Limited (stock code: 638) and KFM Kingdom Holdings Limited (stock code: 3816), both listed on the Main Board of the Stock Exchange, since 30 January 1997 and 22 September 2012 respectively.

Dr. Chung 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. Chung is appointed for a specific term of directorship of one year commencing from 1 April 2014. Dr. Chung is entitled to an annual director's fee of HK\$200,000 which was determined by the Board with regard to the expected time spent and contribution by him on the affairs of the Company.

Save as disclosed above, (i) Dr. Chung did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) he did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) he did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) he did not hold other positions with other members of the Group.

There is no other information to be disclosed pursuant to the requirements of the Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on the Stock Exchange.

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

NOTICE OF ANNUAL GENERAL MEETING



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 Thursday, 7 August 2014 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 (“**Directors**”) and auditors of the Company for the year ended 31 March 2014;
2. to declare a final dividend and special final dividend for the year ended 31 March 2014;
3.
 - (a) to re-elect Mr. Yeung Chi Hung, Johnny as an executive Director;
 - (b) to re-elect Mr. Yuen Yee Sai, Simon as an executive Director;
 - (c) to re-elect Mr. Chow Man Yan, Michael as an executive Director;
 - (d) to re-elect Dr. Chung Chi Ping, Roy as an independent non-executive Director; and
 - (e) to authorise the board of Directors to fix the remuneration of 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:

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

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

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 of the Company 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 nominal amount of the share capital 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 of the Company 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 nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
 - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount 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 nominal amount of the share capital of the Company in issue 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:

“**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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 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 of the Company 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 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, 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 of the Company during the Relevant Period of all powers of the Company to repurchase shares 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 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 1981 of Bermuda (“**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 nominal amount 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 nominal amount of the issued share capital 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:
 - (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (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 of the Company pursuant to paragraph (a) of resolution numbered 5 above be and it is hereby extended by the addition to the aggregate nominal amount of the shares in the capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the shares in the capital 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, 8 July 2014

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.
2. A form of proxy for use at the meeting is being dispatched to the shareholders of the Company together with a copy of this notice. 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 notorially certified copy of that power or authority, at the offices of the Company’s Hong Kong branch share registrar (“**Branch Registrar**”), Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no less than 48 hours before the time for holding the meeting 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.

NOTICE OF ANNUAL GENERAL MEETING

3. To facilitate the processing of proxy voting, the register of members of the Company will be closed from Tuesday, 5 August 2014 to Thursday, 7 August 2014 (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, 4 August 2014.
4. The board of Directors has recommended a final dividend and a special final dividend for the year ended 31 March 2014 (the "Dividends") of HK5.0 cents and HK4.0 cents per ordinary share respectively and, if such Dividends are declared by the shareholders by passing Resolution 2, it is expected to be paid on or about 28 August 2014, to those shareholders whose names appeared on the Company's register of members on 13 August 2014. In order to qualify for the proposed Dividends, the register of members of the Company will be closed from Wednesday, 13 August 2014 to Friday, 15 August 2014 (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 Tuesday, 12 August 2014.
5. Where a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted at 8:30 a.m. on Thursday, 7 August 2014, 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 7 August 2014 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 Monday, 18 August 2014 at 10:30 a.m.
6. As at the date of this notice, the board of Directors of the Company comprises 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 and Dr. Chung Chi Ping, Roy, Mr. Che Wai Hang, Allen and Mr. Lee Yiu Pun as independent non-executive directors.