
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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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, 9 August 2018 at 16th Floor, Tower 1, Grand Central Plaza, 138 Shatin Rural Committee Road, Shatin, New Territories, Hong Kong is set out on pages 13 to 17 of this circular. Whether or not you are able to attend the annual general meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same to the Company’s branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time fixed for holding of the meeting (not later than 10:30 a.m. on Tuesday, 7 August 2018) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the annual general meeting or any adjournment thereof should you so wish.

4 July 2018

* 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, 9 August 2018 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
“CG Code”	Corporate Governance Code and Corporate Governance Report, as set out in Appendix 14 to the Listing Rules
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	Fujikon Industrial Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning as defined under the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“General Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares of up to a maximum of 20% of the aggregate number of issued Shares as at the date of passing of the relevant resolution at the Annual General Meeting
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	25 June 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

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

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

4 July 2018

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

Dear Sir/Madam,

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

INTRODUCTION

The purposes of this circular are to provide you with the information regarding the resolutions to be proposed at the Annual General Meeting relating to (i) the granting of each of the General Mandate, the Repurchase Mandate and the Extension Mandate, and (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 Shareholders on 11 August 2017. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will expire at the conclusion of the Annual General Meeting.

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

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

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

RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 99 of the Bye-laws, Mr. Yuen Chi King, Wyman, Mr. Che Wai Hang, Allen and Mr. Lee Yiu Pun will 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.

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

Mr. Che Wai Hang, Allen and Mr. Lee Yiu Pun have served as independent non-executive Directors for more than nine years. The nomination committee of the Company has assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules and affirmed that Mr. Che and Mr. Lee remain independent as having regard that they have not taken part in the day-to-day management or performed any management role or executive function in the Company or any of its subsidiaries. The Board concurs with the view of the nomination committee of the Company that the long service of Mr. Che and Mr. Lee remain independent of management and free of any relationship which could materially interfere with the exercise of their independent judgement. Furthermore, given their professional knowledge or accounting expertise, experience and previous contributions to the Company, the Board believes that their re-election is in the best interests of the Company and its Shareholders as a whole.

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

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 13 to 17 of this circular. A form of proxy for use at the Annual General Meeting is enclosed herewith.

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

Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and, in any event not less than 48 hours before the time for the Annual General Meeting (not later than 10:30 a.m. on Tuesday, 7 August 2018) or any adjournment thereof to the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish.

VOTING BY POLL

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

After the conclusion of the Annual General Meeting, the poll results will be published on the respective websites of the Stock Exchange (www.hkex.com.hk) 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.

LETTER FROM THE BOARD

ADDITIONAL INFORMATION

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

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

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

LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 421,227,000 Shares. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are allotted and issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 42,122,700 Shares, which represents 10% of the number of issued Shares as at the date of passing such resolution.

REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Repurchase Mandate will only be exercised when the Directors believe that such repurchases will benefit the Company and the Shareholders.

FUNDING OF REPURCHASES

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

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Group as compared with the position as at 31 March 2018, being the date of the latest published audited financial statements of the Company. The Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements and/or the gearing position of the Group which in the opinion of the Directors are from time to time appropriate for the Group.

SHARE PRICES

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

2017	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
June	1.220	1.040
July	1.260	1.180
August	1.320	1.090
September	1.180	1.100
October	1.220	1.140
November	1.630	1.290
December	1.500	1.300
2018		
January	1.490	1.330
February	1.390	1.180
March	1.370	1.240
April	1.260	1.080
May	1.170	1.090
June (up to the Latest Practicable Date)	1.300	1.170

UNDERTAKINGS

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

CONNECTED PERSON

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company if the Repurchase Mandate is approved at the Annual General Meeting and exercised.

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

THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best of the knowledge and belief of the Directors, Mr. Yeung Chi Hung, Johnny ("**Mr. Yeung**"), Mr. Yuen Yee Sai, Simon ("**Mr. Yuen**") and Mr. Chow Man Yan, Michael ("**Mr. Chow**"), together with the companies directly or indirectly owned by them respectively, namely Loyal Fair Group Limited ("**Loyal Fair**"), Sky Talent Enterprises Limited ("**Sky Talent**") and Asia Supreme Limited ("**Asia Supreme**"), are parties acting in concert and interested in an aggregate of 196,591,500 Shares, representing approximately 46.67% of the existing issued Shares as at the Latest Practicable Date. On the basis that there were 421,227,000 Shares in issue as at the Latest Practicable Date and assuming that there will be no issue or repurchase of Shares prior to the date of the Annual General Meeting, if the Repurchase Mandate were exercised in full, the aggregate shareholding interest held by the above parties acting in concert would increase to approximately 51.86% of the then issued share capital of the Company.

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

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

SECURITIES REPURCHASE MADE BY THE COMPANY

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

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

MR. YUEN CHI KING, WYMAN, AGED 43, AN EXECUTIVE DIRECTOR (“MR. YUEN”)

Mr. Yuen is responsible for overseeing the implementation of corporate strategy and the financial functions of the Group. He graduated from the University of Toronto, Canada with a Bachelor degree of Commerce and from Saint Louis University, United States of America with a Master degree of Finance. Prior to joining the Group, Mr. Yuen has worked for a few regional financial securities institutions and was responsible for the provision of corporate finance advisory services. Mr. Yuen has more than 10 years of experience in financial securities industry and he is a member of the American Institute of Certified Public Accountants.

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

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

Under the service agreement of Mr. Yuen with the Company in relation to his service as an executive Director, he is appointed for a term of two years commencing from 29 May 2017. Under the terms of his service agreement, Mr. Yuen is entitled to:

- (a) a salary at the rate of HK\$124,000 per month and a 13th month salary payable within the first 5 working days of each January; and
- (b) a discretionary bonus upon the audited consolidated net profit after taxation and minority interests but before extraordinary items and exceptional items of the Group in respect of that financial year of the Company.

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

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

Accordingly, Mr. Yuen was taken as interested in 4,020,000 Shares, which represented approximately 0.95% of the total issued share capital of the Company as at the Latest Practicable Date, under Part XV of the SFO.

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

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

MR. CHE WAI HANG, ALLEN, AGED 50, AN INDEPENDENT NON-EXECUTIVE DIRECTOR (“MR. CHE”)

Mr. Che has been an independent non-executive Director since 1 June 2005 and he is currently the chairman of the remuneration committee and a member of each of the audit committee and the nomination committee of the Company.

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

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

Mr. Che has not entered into any service contract with the Company or any other members of the Group. Pursuant to his appointment letter with the Company, Mr. Che is appointed for a specific term of directorship of one year commencing from 1 June 2018. Mr. Che is entitled to an annual director’s fee of HK\$250,000 which was determined by the Board with regard to the expected time spent and contribution by him on the affairs of the Company.

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

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

MR. LEE YIU PUN, AGED 56, AN INDEPENDENT NON-EXECUTIVE DIRECTOR (“MR. LEE”)

Mr. Lee has been an independent non-executive Director since 1 June 2005 and he is currently the chairman of the audit committee and a member of each of the remuneration committee and the nomination committee of the Company.

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

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

Mr. Lee has not entered into any service contract with the Company or any other members of the Group. Pursuant to his appointment letter with the Company, Mr. Lee is appointed for a specific term of directorship of one year commencing from 1 June 2018. Mr. Lee is entitled to an annual director's fee of HK\$250,000 which was determined by the Board with regard to the expected time spent and contribution by him on the affairs of the Company.

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

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

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, 9 August 2018 at 16th Floor, Tower 1, Grand Central Plaza, 138 Shatin Rural Committee Road, Shatin, New Territories, Hong Kong for the following purposes:

1. to receive and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 March 2018;
2. to declare a final dividend for the year ended 31 March 2018;
3. (a) to re-elect Mr. Yuen Chi King, Wyman as an executive director of the Company (“**Director**”);
(b) to re-elect Mr. Che Wai Hang Allen as an independent non-executive Director;
(c) to re-elect Mr. Lee Yiu Pun as an independent non-executive Director; and
(d) to authorise the board of Directors to fix the remuneration of the Directors;
4. to re-appoint the auditor of the Company and to authorise the board of Directors to fix their remuneration;

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

ORDINARY RESOLUTIONS

5. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and all other applicable laws, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue or

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

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 number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the directors 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 number of issued shares of the Company 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 number of any shares in the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate number of issued shares of the Company on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda (**“Companies Act”**) or any other applicable law of Bermuda to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (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 or any other stock exchange on which the shares in the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares in the Company which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act or any other applicable law of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

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 number of shares 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 number of shares of the Company repurchased or agreed to be repurchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 6 above.”

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

Hong Kong, 4 July 2018

Head office and principal place of business in Hong Kong:

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

Notes:

1. Any shareholder of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company. A form of proxy for use at the meeting is being despatched to the shareholders of the Company together with a copy of this notice.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company’s branch share registrar and transfer office in Hong Kong (“**Branch Registrar**”), Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting (not later than 10:30 a.m. on Tuesday, 7 August 2018) or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the meeting or any adjournment thereof, should he so wish.
3. To facilitate the processing of proxy voting, the register of members of the Company will be closed from Monday, 6 August 2018 to Thursday, 9 August 2018 (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 Friday, 3 August 2018.

NOTICE OF ANNUAL GENERAL MEETING

4. The board of directors of the Company has recommended a final dividend for the year ended 31 March 2018 (the “**Dividend**”) of HK5.0 cents per ordinary share and, if such Dividend is declared by the shareholders by passing Resolution 2, it is expected to be paid on 5 September 2018, to those shareholders whose names appeared on the Company’s register of members on 16 August 2018. In order to qualify for the proposed Dividend, the register of members of the Company will be closed from Thursday, 16 August 2018 to Monday, 20 August 2018 (both days inclusive), during which period no transfers of shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Branch Registrar, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 15 August 2018.

5. Typhoon or Black Rainstorm Warning Arrangements
 - (i) Where a “black” rainstorm warning is in force or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted at 8:30 a.m. on Thursday, 9 August 2018, 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 9 August 2018 at 10:30 a.m. will then be held at 16th Floor, Tower 1, Grand Central Plaza, 138 Shatin Rural Committee Road, Shatin, New Territories, Hong Kong, on Friday, 24 August 2018 at 10:30 a.m.

 - (ii) The annual general meeting will be held as scheduled when an amber or red rainstorm warning signal is in force. Having considered their own situations, shareholders should decide on their own whether they would attend the annual general meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.

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