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六福集團(國際)有限公司

LUK FOOK HOLDINGS (INTERNATIONAL) LIMITED

(Incorporated in Bermuda with Limited Liability)
Stock Code : 0590

CLARIFICATION ANNOUNCEMENT PLACING OF EXISTING SHARES AND SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



Reference is made to the announcement of the Company dated 20 January 2012 (the “**Announcement**”), regarding the captioned matter. This announcement is supplemental to, and should be read in conjunction with, the Announcement. Terms in this announcement shall have the same meanings as those defined in the Announcement unless defined otherwise.

The Company wishes to provide the following additional information:

1. it is expected that the Placees (and their respective ultimate beneficial owner(s), if applicable) will be independent of and not acting in concert with the Vendor and its concert parties;

2. the condition precedent to completion of the Subscription relating to the granting of a waiver by the executive director of the corporate finance division of the SFC or any delegate of the executive director (“**Executive**”) on dispensations from making a mandatory general offer under Rule 26 of the Takeovers Code as referred to in the Announcement under the section headed “The Agreement — II. The Subscription — Conditions for the Subscription” cannot be waived by the Vendor; and an application will be made by the Vendor to the Executive for a waiver under note 6 on dispensations from Rule 26 of the Takeovers Code; and
3. assuming the Placees do not hold any Shares immediately before the Placing Completion and there is no other change in the shareholding of the Company after the date of this announcement, according to the information provided by the Vendor and to the best knowledge of the Directors, the shareholding structure of the Company immediately before and after the Placing Completion and the Subscription Completion are as follows:

Name of Shareholder	Note	Shareholding as at the date of this announcement		Shareholding immediately after the Placing Completion but before the Subscription Completion		Shareholding immediately after the Placing Completion and the Subscription Completion	
		Number	(Approx. %)	Number	(Approx. %)	Number	(Approx. %)
Vendor and parties acting in concert with it							
<i>The Vendor</i>	1	234,185,672	43.17%	187,585,672	34.58%	234,185,672	39.75%
<i>Dragon King Investment Ltd.</i>	2	8,634,504	1.59%	8,634,504	1.59%	8,634,504	1.47%
<i>Kwai Kee Cheung Jewellery & Goldsmith Company Limited</i>	3	1,511,050	0.28%	1,511,050	0.28%	1,511,050	0.26%
<i>Wong Wai Sheung</i>	4, 8, 10	3,968,561	0.73%	3,968,561	0.73%	3,968,561	0.67%
<i>Luk Chui Yee</i>	5	290,000	0.05%	290,000	0.05%	290,000	0.05%
<i>Tse Moon Chuen</i>	4, 8	247,344	0.05%	247,344	0.05%	247,344	0.04%
<i>Wong Koon Cheung</i>	4, 8	2,678,090	0.49%	2,678,090	0.49%	2,678,090	0.45%
<i>Chan Wai</i>	4, 8	3,849,022	0.71%	3,849,022	0.71%	3,849,022	0.65%
<i>Wong Ho Lung, Danny</i>	4, 8	370,000	0.07%	370,000	0.07%	370,000	0.06%
<i>Wong Lan Sze, Nancy</i>	4, 8	209,000	0.04%	209,000	0.04%	209,000	0.04%
<i>Other directors of the Vendor</i>	8, 9	7,342,903	1.35%	7,342,903	1.35%	7,342,903	1.25%
Sub-total:		<u>263,286,146</u>	<u>48.53%</u>	<u>216,686,146</u>	<u>39.94%</u>	<u>263,286,146</u>	<u>44.69%</u>
Li Hon Hung	4	682,437	0.13%	682,437	0.13%	682,437	0.12%
Wong Hau Yeung	4	50,000	0.01%	50,000	0.01%	50,000	0.01%
Chung Vai Ping	4	309,865	0.06%	309,865	0.06%	309,865	0.05%
Lee Shu Kuan (deceased)		6,370,229	1.17%	6,370,229	1.17%	6,370,229	1.08%
Wah Hang Kimon Investments Limited	6	630,624	0.12%	630,624	0.12%	630,624	0.11%
Wah Hang Kimon Holdings Limited	7	1,956,000	0.36%	1,956,000	0.36%	1,956,000	0.33%
Placees		—	0.00%	46,600,000	8.59%	46,600,000	7.91%
Other public Shareholders		<u>269,222,549</u>	<u>49.63%</u>	<u>269,222,549</u>	<u>49.63%</u>	<u>269,222,549</u>	<u>45.70%</u>
Total		<u>542,507,850</u>	<u>100.00%</u>	<u>542,507,850</u>	<u>100.00%</u>	<u>589,107,850</u>	<u>100.00%</u>

Notes:

1. Mr. WONG Wai Sheung, Mr. TSE Moon Chuen, Mr. CHAN Wai and Mr. WONG Koon Cheung, the Directors, and together with their associates collectively controlled over one-half of the voting power of Luk Fook (Control) Limited.
2. Mr. WONG Wai Sheung, Mr. TSE Moon Chuen, Mr. CHAN Wai and Mr. WONG Koon Cheung, the Directors, and together with their associates collectively controlled over one-third of the voting power of Dragon King Investment Ltd.
3. Mr. WONG Wai Sheung, Ms. LUK Chui Yee, Mr. WONG Ho Lung, Danny and Miss WONG Lan Sze, Nancy are discretionary beneficiaries of the WONG's Family Trust (the "Trust"). The Trust was the beneficial owner of the entire issued share capital of Kwai Kee Cheung Jewellery & Goldsmith Company Limited.
4. Mr. WONG Wai Sheung, Mr. TSE Moon Chuen, Mr. WONG Koon Cheung, Mr. CHAN Wai, Mr. WONG Ho Lung, Danny, Miss WONG Lan Sze, Nancy, Mr. LI Hon Hung, Miss WONG Hau Yeung and Miss CHUNG Vai Ping are Directors.
5. Ms. LUK Chui Yee is the spouse of Mr. WONG Wai Sheung, the Director.
6. Mr. LEE Shu Kuan, (deceased, former Director), held 33.3% of the entire issued share capital of Wah Hang Kimon Investments Limited.
7. Mr. LEE Shu Kuan, (deceased, former Director), held 51% of the entire issued share capital of Wah Hang Kimon Holdings Limited.
8. Mr. WONG Wai Sheung, Mr. TSE Moon Chuen, Mr. WONG Koon Cheung, Mr. CHAN Wai, Mr. WONG Ho Lung, Danny, Miss WONG Lan Sze, Nancy are directors of the Vendor.
9. These Shares are held by 2 other directors of the Vendor (including their close relatives).
10. On 26 January 2012, Mr. WONG Wai Sheung entered into on market transactions for acquisitions of an aggregate of 340,000 Shares to be settled on the second trading day after the trade date ("**Wong Transactions**"). Immediately upon completion of the Wong Transactions (and assuming there is no other change of shareholding of the Vendor and parties acting in concert with it), the total number of Shares held by the Vendor and parties acting in concert with it will be increased to 263,626,146, representing approximately 48.59% of the Shares in issue as at the date of this announcement and approximately 44.75% of the Shares in issue immediately after the Placing Completion and the Subscription Completion.

As there will be changes in the aggregate percentage shareholdings in respect of the Vendor and its concert parties from approximately 48.53% (assuming completion of the Wong Transactions, 48.59%) to approximately 39.94% (assuming completion of the Wong Transactions, 40%) immediately after the Placing Completion and from approximately 39.94% (assuming completion of the Wong Transactions, 40%) to approximately 44.69% (assuming completion of the Wong Transactions, 44.75%) immediately after the Subscription Completion (i.e. an increase in the voting right of the Vendor and its concert parties in the Company by more than 2%), the Vendor and its concert parties would be obliged to make a

general offer for all the other issued Shares under Rule 26 of the Takeovers Code. The Vendor and its concert parties will apply to the SFC for a waiver to the Vendor and its concert parties from the obligation to make a general offer pursuant to Note 6 on dispensation from Rule 26 of the Takeovers Code with respect to the acquisition of the Subscription Shares.

By order of the Board of
Luk Fook Holdings (International) Limited
WONG Wai Sheung
Chief Executive

Hong Kong, 26 January 2012

As at the date of this Announcement, the Company's executive directors are Mr. WONG Wai Sheung (Chief Executive), Mr. TSE Moon Chuen, Mr. LAW Tim Fuk, Paul, Mr. WONG Ho Lung, Danny, Miss WONG Lan Sze, Nancy, Miss WONG Hau Yeung and Miss CHUNG Vai Ping; the non-executive directors are Mr. WONG Koon Cheung, Mr. Chan Wai, Miss YEUNG Po Ling, Pauline, Mr. HUI King Wai, Mr. HUI Chiu Chung, JP and Mr. LI Hon Hung, MH, JP; the independent non-executive directors are Mr. LO Mun Lam, Raymond (Chairman), Mr. TAI Kwok Leung, Alexander, and Mr. IP Shu Kwan, Stephen, GBS, JP.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in the Announcement and this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in the Announcement and this announcement have been arrived at after due and careful consideration and there are no other facts not contained in the Announcement and this announcement, the omission of which would make any statement in the Announcement and this announcement misleading.