

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*

**SHK** 新工投資有限公司  
Hong Kong Industries Limited

*(Incorporated in Hong Kong with limited liability)  
(Stock Code : 666)*

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of SHK Hong Kong Industries Limited (“the Company”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 5th June, 2014 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the report of the directors and independent auditor’s report for the year ended 31st December, 2013.
2. To declare a final dividend of HK1 cent per share for the year ended 31st December, 2013.
3. (i) To re-elect Mr. Mark Wong Tai Chun as executive director of the Company;  
(ii) To re-elect Mr. Albert Ho (who has served as an independent non-executive director of the Company for more than nine years) as independent non-executive director of the Company; and  
(iii) To authorise the board of directors of the Company (“the Board”) to fix the remuneration of directors of the Company.
4. To re-appoint BDO Limited as auditor of the Company and to authorise the Board to fix its remuneration.
5. As special business, to consider and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

**(I) “THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the issued shares of the Company at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
  - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders of the Company in general meeting.”

**(II) “THAT:**

- (a) subject to paragraph (c) below and pursuant to Section 141 of the Companies Ordinance, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power 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 (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of share allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue, (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; (iii) an issue of share 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 share of the Company; or (iv) an issue of shares as scrip dividends pursuant to the Articles of Association of the Company from time to time, shall not exceed 20% of the issued shares of the Company at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution,  
“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders of the Company in general meeting.

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

- (III) “**THAT** subject to the passing of the ordinary resolutions referred to in items 5(I) and 5(II) of the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to Ordinary Resolution referred to in item 5(II) of the notice convening this meeting be and is hereby extended by the addition thereto of a number representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution referred to in item 5(I) of the notice convening this meeting, provided that such number of shares so repurchased shall not exceed 10% of the issued shares of the Company at the date of the said ordinary resolution referred to in item 5(I).”
6. As special business, for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as special resolution of the Company:

#### **SPECIAL RESOLUTION**

**“THAT:**

the existing Article 178 of, and the Appendix annexed to, the Articles of Association of the Company be deleted in its entirety and the following be and is hereby adopted as new Article 178 of the Articles of Association of the Company:

178 For so long as the shares of the Company are listed on The Stock Exchange of Hong Kong Limited under Chapter 21 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”):

- (a) The principal investment objective of the Company is to achieve long term capital appreciation by primarily investing in:
  - shares, options and warrants issued by listed and unlisted companies;
  - bonds, debts, loans and fixed income instruments issued by listed and unlisted companies and governments, with or without any right to subscribe or acquire shares or other assets;
  - derivative contracts issued by financial institutions;

- joint ventures in any legal form;
  - investment funds, including limited partnerships and such other forms commonly used in the financial markets;
  - futures contracts for the purpose of hedging; and
  - interests in properties and real estates;
- (b) The Company will not either on its own or in conjunction with any connected person (as defined in the Listing Rules), take legal or effective management control of underlying investments and in any event will not own or control more than 30% (or such other percentage as may from time to time be specified in the Takeovers Code as being the level for triggering a mandatory general offer) of the voting rights in any one company or body except in relation to wholly-owned subsidiaries of the Company; and
- (c) The Company shall maintain a reasonable spread of investments and the value of its holding of investments issued by any one company or body shall not exceed 20% of the net asset value of the Company at the time the investment is made.

and the investment objective and policies of the Company as set out in the section headed “Investment Objective and Policies” on pages 6 and 7 of the prospectus dated 6th December, 1990 issued by the Company be and is hereby amended accordingly.”

By Order of the Board  
**SHK Hong Kong Industries Limited**  
**Lo Tai On**  
*Company Secretary*

Hong Kong, 22nd April, 2014

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and to speak and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the share registrar of the Company, Tricor Secretaries Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. With regard to item no. 3 in this notice, details of the retiring directors are set out in Appendix I to the circular to shareholders of the Company dated 22nd April, 2014.
4. The register of members of the Company will be closed on Wednesday, 4th June, 2014 and Thursday, 5th June, 2014, during which period no transfer of shares of the Company will be registered. To be eligible to attend and vote at the Annual General Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Secretaries Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 3rd June, 2014.
5. The register of members of the Company will be closed on Thursday, 12th June, 2014 and Friday, 13th June, 2014, during which period no transfer of shares of the Company will be registered. In order for the Shareholder to qualify for the proposed final dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Secretaries Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 11th June, 2014.

*As at the date of this announcement, the composition of the Board is as follows: Mr. Warren Lee Wa Lun (Chairman) and Mr. Mark Wong Tai Chun are Executive Directors; Mr. Arthur George Dew and Mr. Peter Lee Yip Wah are Non-Executive Directors; and Dr. Ambrose So Shu Fai, Mr. Albert Ho and Mr. Louie Chun Kit are Independent Non-Executive Directors.*