#### THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Fairwood Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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#### FAIRWOOD HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 52)

#### PROPOSED GRANT OF SHARE OPTIONS

#### AND

#### NOTICE OF SPECIAL GENERAL MEETING

A notice convening the special general meeting (the "SGM") of Fairwood Holdings Limited (the "Company") to be held at Conference Room, 2nd Floor, TRP Commercial Centre, 18 Tanner Road, North Point, Hong Kong (the "Venue") on Thursday, 10 September 2020 at 4:30 p.m. or immediately after conclusion of the Company's annual general meeting to be held on the same day, whichever is later, is set out on page 12 of this circular. A form of proxy for use by the Shareholders at the SGM is also enclosed with this circular. Whether or not you intend to attend and vote at the SGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's head office and principal place of business in Hong Kong at 2nd Floor, TRP Commercial Centre, 18 Tanner Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or any adjournment thereof in person should you so wish.

#### PRECAUTIONARY MEASURES FOR THE SGM

Please see pages 1 to 2 of this circular for certain measures being taken to try to prevent and control the spread of the novel coronavirus ("COVID-19") at the SGM, including:

- mandatory body temperature screening and health declaration;
- mandatory wearing of surgical face masks;
- disinfection of hands and footwear; and
- no distribution of corporate gift and no refreshment is to be served.

Any person who has travelled outside Hong Kong within 14 days immediately before the SGM ("recent travel history"), is subject to quarantine or self-quarantine in relation to COVID-19, or has close contact with any person under quarantine or with recent travel history shall not attend the SGM. For the health and safety of the Shareholders, the Company reminds Shareholders that they may appoint the Chairman of the SGM as their proxy on the resolution at the SGM as an alternative to attending the SGM in person.

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#### PRECAUTIONARY MEASURES FOR THE SGM

In view of the ongoing COVID-19 and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the SGM with a view to addressing the risk to attending Shareholders and other attendees of infection:

- (i) Mandatory body temperature checks will be conducted on every Shareholder, proxy and other attendees at the entrance of the Venue. Any person with a body temperature of over 37.5 degrees Celsius or has any symptom of COVID-19 may be denied entry into or be required to leave the Venue;
- (ii) Every Shareholder, proxy and other attendees must wear surgical face masks inside the Venue at all the times:
- (iii) There will be disinfection of hands and footwear at the entrance of the Venue;
- (iv) Any person who has travelled outside Hong Kong within 14 days immediately before the SGM ("recent travel history"), is subject to quarantine or self-quarantine in relation to COVID-19, or has close contact with any person under quarantine or with recent travel history shall not attend the SGM;
- (v) Every Shareholder, proxy and other attendees will be required to submit a signed and completed health declaration form prior to being admitted to the Venue. Any person who has given a positive confirmation(s) to any of the questions asked in the health declaration form may not be admitted to the Venue;
- (vi) No distribution of corporate gift and no refreshment is to be served;
- (vii) Seating at the Venue will be arranged to allow appropriate social distancing. As a result, Shareholders, proxy and other attendees shall be admitted on a "first-come-first-served" basis due to limited capacity for attending the SGM; and
- (viii) Any other arrangement as required to be implemented for compliance with Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Cap. 599G) as amended, supplemented or otherwise modified from time to time.

To the extent permitted under the applicable law, the Company reserves the rights to deny entry into or require any person to leave the Venue in order to ensure the safety of the attendees at the SGM.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for its prevention and control, the Company reminds all Shareholders that physical attendance in person at the SGM is not necessary for the purpose of exercising their voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the SGM as their proxy to vote on the resolution at the SGM instead of attending the SGM in person.

#### PRECAUTIONARY MEASURES FOR THE SGM

The form of proxy for use by the Shareholders at the SGM is enclosed with this circular. Alternatively, the form of proxy can be downloaded from the Company's website at www.fairwoodholdings.com.hk and the website of the Stock Exchange at www.hkexnews.hk.

If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of a proxy.

If any Shareholder chooses not to attend the SGM in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcomed to contact the Company via the following manners:

Email: 2020sgm@fairwood.com.hk

Fax: 2165 0599

If any Shareholder has any question relating to the SGM, please contact Computershare Hong Kong Investor Services Limited, the Company's share registrar as follows:

Computershare Hong Kong Investor Services Limited

Address: 17M Floor, Hopewell Centre,

183 Queen's Road East, Wanchai, Hong Kong

Email: hkinfo@computershare.com.hk

Telephone: +852 2862 8555 Fax: +852 2865 0990

#### **DEFINITIONS**

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"Associate(s)" has the meaning ascribed thereto under the Listing Rules;

"Board" the board of Directors;

"Bye-laws" the Bye-laws of the Company as amended from time to time;

"Company" Fairwood Holdings Limited, an exempted company

incorporated in Bermuda with limited liability, whose shares

are listed on the Main Board of the Stock Exchange;

"Connected Person(s)" has the meaning ascribed thereto under the Listing Rules;

"Date of Grant" 10 August 2020, being the date on which the Proposed Grant

under the Share Option Scheme was conditionally approved by

the Board;

"Director(s)" the director(s) of the Company;

"Group" the Company and its subsidiaries;

"HK\$" Hong Kong dollars, the lawful currency of Hong Kong;

"Hong Kong" the Hong Kong Special Administrative Region of the People's

Republic of China;

"Independent Non-Executive

Directors"

the independent non-executive Directors, being Mr. NG Chi Keung, Mr. Joseph CHAN Kai Nin, Dr. Peter LAU Kwok

Kuen, Mr. Tony TSOI Tong Hoo and Mr. Peter WAN Kam

To;

"Independent Shareholders" in the case of the Proposed Grant, the Shareholders other than

Mr. Francis Lo and his Associates and all Connected Persons

of the Company;

"Latest Practicable Date" 19 August 2020, 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;

"Mr. Dennis Lo" Mr. Dennis LO Hoi Yeung, Chairman of the Board and

Executive Director;

## **DEFINITIONS**

"Mr. Francis Lo"	Mr. LO Fai Shing Francis, Chief Executive Officer of the Company and Executive Director;				
"Proposed Grant"	the conditional grant of 1,000,000 Share Options to subscribe for an aggregate of 1,000,000 Shares under the Share Option Scheme to Mr. Francis Lo, subject to the approval of the Independent Shareholders;				
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time;				
"SGM"	the special general meeting of the Company to be held at Conference Room, 2nd Floor, TRP Commercial Centre, 18 Tanner Road, North Point, Hong Kong on Thursday, 10 September 2020 at 4:30 p.m. or immediately after conclusion of the Company's annual general meeting to be held on the same day, whichever is later;				
"SGM Notice"	the notice convening the SGM as set out on page 12 of this circular;				
"Share(s)"	ordinary share(s) of HK\$1.00 each in the share capital of the Company;				
"Shareholder(s)"	the holder(s) of Share(s);				
"Share Option(s)"	share options to subscribe for Share(s) under the Share Option Scheme;				
"Share Option Scheme"	the share option scheme adopted by the Company on 7 September 2011;				
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;				
"Substantial Shareholder"	has the meaning ascribed thereto under the Listing Rules; and				
"%"	per cent.				



#### FAIRWOOD HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 52)

Executive Directors:

Dennis LO Hoi Yeung (Executive Chairman) LO Fai Shing Francis (Chief Executive Officer) MAK Yee Mei

Peggy LEE

Non-executive Director:

CHAN Chee Shing

Independent Non-executive Directors:

NG Chi Keung

Joseph CHAN Kai Nin

Peter LAU Kwok Kuen

Tony TSOI Tong Hoo

Peter WAN Kam To

Registered Office:

Victoria Place, 5th Floor, 31 Victoria Street,

Hamilton HM10, Bermuda

Head Office and Principal Place

of Business in Hong Kong:

2nd Floor, TRP Commercial Centre,

18 Tanner Road, North Point,

Hong Kong

21 August 2020

To the Shareholders

Dear Sir or Madam,

# PROPOSED GRANT OF SHARE OPTIONS AND NOTICE OF SPECIAL GENERAL MEETING

#### 1. INTRODUCTION

Reference is made to the announcement of the Company dated 10 August 2020 in relation to, among others, the Proposed Grant.

The purpose of this circular is to provide you with (a) information in respect of the Proposed Grant; (b) the recommendation of the Board, including all the Independent Non-executive Directors, in relation to the Proposed Grant; and (c) the SGM Notice.

#### 2. PROPOSED GRANT

Reference is made to the announcement of the Company dated 10 August 2020 in relation to, among others, the Proposed Grant by the Company to conditionally grant 1,000,000 Share Options to Mr. Francis Lo to subscribed for 1,000,000 Shares, which represents to approximately 0.77% of the total number of Shares in issue as at the Latest Practicable Date, which shall be subject to Independent Shareholders' approval.

Details of the Share Options to be granted under the Proposed Grant are set out below:

Date of Grant : 10 August 2020

Exercise price of the Share Options

: HK\$17.08 per Share, which is the highest of:

- (i) the closing price of HK\$17.08 per Share as stated in the Stock Exchange's daily quotation sheet on the Date of Grant;
- (ii) the average closing price of HK\$17.008 per Share as stated in the Stock Exchange's daily quotation sheet for the five business days immediately preceding the Date of Grant; and
- (iii) the nominal value of HK\$1.00 per Share.

Number of Share Options conditionally granted

: 1,000,000 (representing approximately 0.77% of the total number of Shares in issue as at the Latest Practicable Date

Consideration for the grant of the Share Options

: HK\$1.00 to be paid by Mr. Francis Lo upon the acceptance of the Proposed Grant

Validity period of the Share Options

: The Share Options would vest in five tranches which shall be exercisable during periods as set out below:

- (i) 10% of the Share Options shall be exercisable from 1 April 2021 to 31 March 2027;
- (ii) 15% of the Share Options shall be exercisable from 1 April 2022 to 31 March 2027;
- (iii) 20% of the Share Options shall be exercisable from 1 April 2023 to 31 March 2027;

- (iv) 25% of the Share Options shall be exercisable from 1 April 2024 to 31 March 2027; and
- (v) 30% of the Share Options shall be exercisable from 1 April 2025 to 31 March 2027.

Performance Target

: No performance target is needed to be achieved by Mr. Francis Lo before the Share Options granted to him can be exercised

The Shares to be allotted upon the exercise of the Share Options shall rank pari passu in all respects with and shall have the same voting rights, rights in respect of any dividend or other distributions paid or made on or after the date of issue, rights of transfer and other rights, including those arising on liquidation of the Company as attached to the Shares in issue on the date of such allotment and will be subject to all the provisions of the Bye-Laws for the time being in force. The Share Options themselves, however, do not carry any right to voting, dividend, transfer or other rights (including those arising on a liquidation of the Company) prior to their being exercised and the underlying Shares being issued.

Other than the 40,000 Share Options granted to Mr. Francis Lo on 6 July 2020 as replacement of the cancelled Share Options, no Share Option has been granted to him within the 12-month period prior to the Proposed Grant.

None of the Directors is a trustee of the Share Option Scheme nor has a direct or indirect interest in the trustee(s) of the Share Option Scheme.

The Proposed Grant has been approved by the Independent Non-executive Directors in accordance with Rule 17.04(1) of the Listing Rules. Mr. Dennis Lo and Mr. Francis Lo have abstained from voting for approving the Proposed Grant.

#### 3. LISTING RULES IMPLICATIONS

Under Rule 17.04(1) of the Listing Rules and the terms of the Share Option Scheme, each grant of Share Options to a Director, chief executive or Substantial Shareholder of the Company, or any of their respective Associate, must be approved by the Independent Non-executive Directors. In addition, any grant of Share Options to a Substantial Shareholder of the Company or an Independent Non-executive Director, or any of their respective Associates, which would result in the Shares issued and to be issued upon exercise of all Share Options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant (i) representing in aggregate over 0.1% of the Shares in issue; and (ii) having an aggregate value, based on the closing price of the Shares as the date of each grant, in excess of HK\$5 million, such further grant of Share Options must be approved by the Independent Shareholders in a general meeting at which the grantee, his Associates, Connected Persons of the Company must abstain from voting in favour at such meeting.

Given that (a) Mr. Francis Lo is an Associate of Mr. Dennis Lo, a Substantial Shareholder of the Company; and (b) the number of Shares to be issued upon exercise of the 1,000,000 Share Options granted to Mr. Francis Lo under the Proposed Grant, along with the 40,000 Share Options granted to Mr. Francis Lo as detailed in the announcement made by the Company on 6 July 2020, during the past 12-month period represents in aggregate over 0.1% of the issued Shares and the aggregate number of the aforesaid Share Options carries an aggregate value in excess of HK\$5 million (based on the closing price of the Shares on the Date of Grant (i.e. HK\$17.08)), such Proposed Grant is conditional upon the approval of Independent Shareholders at the SGM. Save as disclosed above, no Share Option has been granted to Mr. Francis Lo within the 12-month period up to and including the Date of Grant.

To the extent it is aware by the Board having made all reasonable enquiries, as at the Latest Practicable Date, Mr. Francis Lo and his Associate and all Connected Persons of the Company, held and entitled to exercise control over a total of 60,076,384 Shares (representing approximately 46.38% of the Shares in issue as at the Latest Practicable Date), must abstain from voting in favour of the resolution approving the Proposed Grant at the SGM.

As at the Latest Practicable Date, none of the Shareholders who were required to abstain from voting in favour of the resolution approving the Proposed Grant have given to the Company notice of their intention to vote against the resolution at the SGM.

# 4. EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY UPON EXERCISE OF THE SHARE OPTIONS

The shareholding structure of the Company (a) as at the Latest Practicable Date; (b) immediately upon exercise of 1,000,000 Share Options granted under the Proposed Grant; and (c) immediately upon exercise of all outstanding Share Options of Mr. Francis Lo under the Share Option Scheme (including those under the Proposed Grant) are as follows:

Immediately upon exercise of

	As at the Latest Practicable Date		Immediately upon exercise of 1,000,000 Share Options granted under the Proposed Grant		all outstanding Share Options of Mr. Francis Lo under the Share Option Scheme (including those under the Proposed Grant)	
	Number of Shares held	Approximately percentage of the entire issued share capital of the Company	Number of Shares held	Approximately percentage of the entire issued share capital of the Company	Number of Shares held	Approximately percentage of the entire issued share capital of the Company
Mr. Francis Lo , his Associate and all Connected Persons of the Company (Notes 1 and 2) Other Shareholders	60,076,384 69,456,396	46.38% 53.62%	61,076,384 69,456,396	46.79% 53.21%	61,156,384 69,456,396	46.82% 53.18%
Total:	129,532,780	100.00%	130,532,780	100.00%	130,612,780	100.00%

Notes:

Mr. Francis Lo, by virtue of his interests in the two separate trusts as one of the discretionary objects and as
Chief Executive Officer of the Company and Executive Director, is deemed to be interested in 55,435,384
Shares under the SFO. Other than the aforesaid, he has no personal interests in the Shares.

For the purpose of this table, the figure includes the personal interest of 109,000 Shares held by Mr. Dennis Lo but excludes the duplication of 55,435,384 Shares held by Mr. Dennis Lo through Neblett Investments Limited ("Neblett") and CFJ Holdings Limited ("CFJ") which have already been included into the interests held by Mr. Francis Lo in the same table. These companies are beneficially owned by two separate trusts of which Mr. Dennis Lo and Mr. Francis Lo are the discretionary objects. Both Mr. Dennis Lo and Mr. Francis Lo, by virtue of their interests in the trusts as the discretionary objects and as the Executive Chairman and Chief Executive Officer of the Company and Executive Director respectively, were deemed interested in the Shares held by Neblett and CFJ.

2. These figures are based on the best knowledge of the Company after making reasonable enquiries and are for illustrative purposes only.

#### 5. REASONS FOR THE PROPOSED GRANT

The purpose of the Share Option Scheme is to (a) attract and retain the best quality personnel for the development of the Company's businesses; and (b) provide incentives or rewards to the employees of the Company and Directors and promote the long term financial success of the Company by aligning their interests to Shareholders.

On 10 August 2020, the Board has resolved to grant an aggregate of 2,320,000 Share Options to certain employees (including senior management) of the Company and Directors (including Mr. Francis Lo) as such grant could demonstrate to them that their effort and contribution to the Group are valued and will be rewarded and can motivate them to perform and create value for the Shareholders, which achieve the purposes of the Share Option Scheme.

Mr. Francis Lo is the Chief Executive Officer of the Company and Executive Director and is responsible for the day-to-day management of the Group as well as the strategic planning and overall business operations of the Group. He has implemented various measures such as digitalization to enhance the business efficiency of the Group. In view of the long exercise period of the Share Options and the respective number of Share Options to be exercised during the five tranches increases progressively according to the length of services to the Company, the Proposed Grant serves as an incentive for his persistent devotions and leadership by further aligning the long-term interests of the Group with him and is an appropriate way to reward and encourage his ongoing valuable performance in achieving the goals and business growth of the Group.

Taking into account that (a) Mr. Francis Lo's role and responsibilities in the Group and expected substantial contributions to the Company, including but not limited to business strategy planning and business development; (b) the stability of key personnel is crucial to the long-term development of the Group; and (c) the dilution effect of the Proposed Grant is insignificant, the remuneration committee of the Company is of the view that the Proposed Grant will be a part of his remuneration package and an incentive to encourage him for his continued contributions to the Group in the future. Thus, the remuneration committee of the Company has recommended the Board to approve the Proposed Grant.

The Board considers that the economic benefits of the Share Options depend upon the increase in share price to be driven by improving the overall management business synergies and operational performance of the Group at which time all the Shareholders also stand to benefit. Thus, the Proposed Grant provides an incentive to the Share Option grantees (including Mr. Francis Lo) to increase profitability of the Group, thereby raising share price and share value of the Group and the Shareholders.

In view of the above, the Proposed Grant is considered to be an appropriate way to reward and encourage the ongoing contribution of Mr. Francis Lo and is in the best interests of the Company and the Shareholders as a whole.

#### 6. SGM AND PROXY ARRANGEMENT

The SGM Notice is set out on page 12 of this circular.

A form of proxy for use by the Shareholders at the SGM is enclosed with this circular. Whether or not you intend to attend and vote at the SGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's head office and principal place of business in Hong Kong at 2nd Floor, TRP Commercial Centre, 18 Tanner Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or any adjournment thereof (as the case may be) in person should you so wish.

#### 7. VOTING AT THE SGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at a general meeting must be taken by poll. Accordingly, the Chairman of the SGM will demand poll voting for the resolution set out in the SGM Notice.

The results of the poll will be published on the respective websites of the Company (www.fairwoodholdings.com.hk) and the Stock Exchange (www.hkexnews.hk) in the manner prescribed under Rule 13.39(5) of the Listing Rules.

#### 8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

#### 9. RECOMMENDATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Independent Non-executive Directors consider that the terms of the Proposed Grant are fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, the Independent Non-executive Directors recommend the Independent Shareholders to vote in favour of the resolution to be proposed at the SGM to approve the Proposed Grant.

Yours faithfully
By Order of the Board
Dennis LO Hoi Yeung
Executive Chairman

#### NOTICE OF SPECIAL GENERAL MEETING



# FAIRWOOD HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 52)

**NOTICE IS HEREBY GIVEN** that the Special General Meeting of Fairwood Holdings Limited (the "Company") will be held at Conference Room, 2nd Floor, TRP Commercial Centre, 18 Tanner Road, North Point, Hong Kong on Thursday, 10 September 2020 at 4:30 p.m. or immediately after conclusion of the Company's annual general meeting to be held on the same day, whichever is later, for the following purpose:

1. To consider, and if thought fit, pass the following resolution by way of special business as Ordinary Resolution:

"THAT the grant of 1,000,000 share options to Mr. LO Fai Shing Francis under the share option scheme adopted by the Company on 7 September 2011 to subscribe for 1,000,000 ordinary shares in the share capital of the Company at the exercise price HK\$17.08 per share and on the terms and conditions set out in the circular of the Company dated 21 August 2020 be and is hereby approved, confirmed and ratified and that any one Director of the Company be and is hereby authorized to do all such acts and/or execute all such documents as may be necessary or expedient in order to give full effect to such grant and exercise of the share options."

By Order of the Board

MAK Yee Mei

Company Secretary

Hong Kong, 21 August 2020

#### 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 on a poll, vote in his stead. A proxy need not be a member of the Company.
- 2. To be valid, the instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Head Office and Principal Place of Business of the Company at 2nd Floor, TRP Commercial Centre, 18 Tanner Road, North Point, Hong Kong, not less than 48 hours before the appointed time for holding the meeting or any adjournment thereof (as the case may be).
- 3. The Register of Members of the Company will be closed from Friday, 4 September 2020 to Thursday, 10 September 2020 (both days inclusive) during which period no transfer of shares will be registered.
- 4. In order for the shareholders to be eligible to attend and vote at the forthcoming special general meeting of the Company, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrars, Computershare Hong Kong Investor Services Limited, Rooms 1712–6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on Thursday, 3 September 2020 for registration.
- 5. Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at a general meeting must be taken by poll and the Company will announce the results of the poll on the respective websites of the Company (www.fairwoodholdings.com.hk) and the Stock Exchange (www.hkexnews.hk).