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## **FAIRWOOD HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*



**(Stock Code: 52)**

### **PROPOSED ADOPTION OF CHINESE NAME AS SECONDARY NAME AND PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME**

#### **PROPOSED ADOPTION OF CHINESE NAME AS SECONDARY NAME**

The Board proposes to put forward to the Shareholders a proposal to adopt and register the Chinese name “大快活集團有限公司” as the secondary name of the Company which is currently used by the Company for identification purpose only.

The proposed Adoption of Chinese Name as Secondary Name is subject to, among other things, the passing of a special resolution by the Shareholders to approve the proposed Adoption of Chinese Name as Secondary Name at the AGM.

#### **PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME**

As the 2011 Share Option Scheme will expire on 6 September 2021, the Board proposes the adoption of the New Share Option Scheme so as to continue providing incentives or rewards to the Eligible Person thereunder for his/her contributions to the success of the Group.

The New Share Option Scheme will constitute a share option scheme under Chapter 17 of the Listing Rules. The proposed adoption of the New Share Option Scheme is subject to (i) the approval of the Shareholders by way of an ordinary resolution at the AGM; and (ii) the Stock Exchange granting the approval of the New Share Option Scheme for the listing of, and permission to deal in, the new Shares which may be issued upon exercise of the subscription rights attaching to the Options.

A circular containing, among other things, (i) details of the proposed Adoption of Chinese Name as Secondary Name; and (ii) details of the New Share Option Scheme, together with a notice convening the AGM will be despatched to the Shareholders as soon as practicable. As no Shareholder has a material interest in the proposed Adoption of Chinese Name as Secondary Name and the adoption of the New Share Option Scheme, no Shareholder is required to abstain from voting on the resolutions proposed to consider and approve the proposed Adoption of Chinese Name as Secondary Name and the adoption of the New Share Option Scheme.

## **PROPOSED ADOPTION OF CHINESE NAME AS SECONDARY NAME**

The Board proposes to put forward to the Shareholders a proposal to adopt and register the Chinese name “大快活集團有限公司” as the secondary name of the Company which is currently used by the Company for identification purpose only.

### **Conditions for the proposed Adoption of Chinese Name as Secondary Name**

The proposed Adoption of Chinese Name as Secondary Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the AGM to approve the proposed Adoption of Chinese Name as Secondary Name; and
- (ii) the Registrar approving the proposed Adoption of Chinese Name as Secondary Name.

Subject to the satisfaction of the conditions set out above, the proposed Adoption of Chinese Name as Secondary Name will take effect from the date of entry of the secondary name of the Company on the register of companies together with the primary name maintained by the Registrar and issuing a certificate of secondary name. The Company will carry out all necessary registration and/or filing procedures with the Registrar and the Companies Registry in Hong Kong.

### **Reasons for the proposed Adoption of Chinese Name as Secondary Name**

The Board considers that the proposed Adoption of Chinese Name as Secondary Name will improve the Company’s corporate image while facilitating the Company’s future development, particularly in the Mainland China, and is in the best interest of the Company and the Shareholders as a whole.

### **Effect of the proposed Adoption of Chinese Name as Secondary Name**

The proposed Adoption of Chinese Name as Secondary Name will not, of itself, affect any of the rights of the Shareholders. All existing share certificates of the Company bearing the existing name of the Company will, after the proposed Adoption of Chinese Name as Secondary Name has become effective, continue to be evidence of legal title to the Shares and valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of existing share certificates of the Company for new share certificates bearing the primary and secondary names of the Company. Upon the proposed Adoption of Chinese Name as Secondary Name becoming effective, the Shares will be traded on the Stock Exchange under the existing English name and the secondary name and the Board intends to adopt a Chinese stock short name for the Company correspondingly.

Further announcement(s) will be made by the Company to inform the Shareholders of, among other things, the effective date of the proposed secondary name of the Company and the adoption of a corresponding Chinese stock short name for trading of the Shares on the Stock Exchange as and when appropriate.

## **PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME**

The 2011 Share Option Scheme was adopted by the Company on 7 September 2011 and will expire on 6 September 2021. The Board proposes the adoption of the New Share Option Scheme so as to continue providing incentives or rewards to the Eligible Person thereunder for his/her contributions to the success of the Group.

The New Share Option Scheme will constitute a share option scheme under Chapter 17 of the Listing Rules. The proposed adoption of the New Share Option Scheme is subject to (i) the approval of the Shareholders by way of an ordinary resolution at the AGM; and (ii) the Stock Exchange granting the approval of the New Share Option Scheme for the listing of, and permission to deal in, the new Shares which may be issued upon exercise of the subscription rights attaching to the Options.

**As at the date of this announcement, the New Share Option Scheme remains subject to the approval of the Shareholders. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

## **GENERAL**

A circular containing, among other things, (i) details of the proposed Adoption of Chinese Name as Secondary Name; and (ii) details of the New Share Option Scheme, together with a notice convening the AGM will be despatched to the Shareholders as soon as practicable. As no Shareholder has a material interest in the proposed Adoption of Chinese Name as Secondary Name and the adoption of the New Share Option Scheme, no Shareholder is required to abstain from voting on the resolutions proposed to consider and approve the proposed Adoption of Chinese Name as Secondary Name and the adoption of the New Share Option Scheme.

The Company will make further announcement(s) to inform the Shareholders of the results of the AGM, the effective date of the proposed Adoption of Chinese Name as Secondary Name as and when appropriate.

## **DEFINITIONS**

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| “2011 Share Option Scheme”                   | the existing share option scheme of the Company adopted on 7 September 2011;  |
| “Adoption of Chinese Name as Secondary Name” | the proposed adoption and registration of the Chinese name “大快活集團有限公司” as the secondary name of the Company at the AGM;   |
| “AGM”  | the annual general meeting of the Company to be held in relation to, among other things, approving the proposed Adoption of Chinese Name as Secondary Name and the adoption of the New Share Option Scheme; |

“Board”	the board of Directors;
“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;
“Directors”	the directors of the Company;
“Eligible Person”	any: (a) Employee; or (b) non-executive Director and any independent non-executive Director or officer of any member of the Group;
“Employee”	any person employed by the Company or a subsidiary of the Company and any person who is an officer or Director (whether executive or non-executive) of the Company or any subsidiary of the Company. An Option Holder shall not cease to be an Employee in the case of (a) any leave of absence approved by the Company or the relevant subsidiary; or (b) transfers between the Company and any subsidiary or any successor;
“Group”	the Company and its subsidiaries;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“New Share Option Scheme”	the new share option scheme which is proposed to be adopted by the Company at the AGM;
“Option(s)”	an option to subscribe for Shares granted pursuant to the New Share Option Scheme;
“Option Holder”	any Eligible Person who accepts an offer of the grant of an Option in accordance with the terms of the New Share Option Scheme or (where the context so requires) the legal personal representative(s) of such Eligible Person;
“Registrar”	the Registrar of Companies in Bermuda;
“Share(s)”	ordinary share(s) of HK\$1.00 each in the share capital of the Company;

“Shareholder(s)” holder(s) of the Shares; and

“Stock Exchange” The Stock Exchange of Hong Kong Limited.

By Order of the Board  
**Dennis Lo Hoi Yeung**  
*Executive Chairman*

Hong Kong, 29 July 2021

*As at the date of this announcement, the Directors of the Company are:*

*Executive Directors: Mr Dennis Lo Hoi Yeung (Executive Chairman), Mr Lo Fai Shing Francis (Chief Executive Officer), Ms Mak Yee Mei and Ms Peggy Lee; and*

*Independent Non-executive Directors: 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.*

*Website: [www.fairwoodholdings.com.hk](http://www.fairwoodholdings.com.hk)*