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

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**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.

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**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,  
REPURCHASE SHARES AND RESELL TREASURY SHARES,  
RE-ELECTION OF DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting to be held at 10:30 a.m. on Friday, 22 August 2025 at 16th Floor, Tower 1, Grand Central Plaza, 138 Shatin Rural Committee Road, Shatin, New Territories, Hong Kong is set out on pages 14 to 18 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, Computershare Hong Kong Investor Services 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 Wednesday, 20 August 2025 (Hong Kong time)) 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. For the avoidance of doubt, holders of treasury shares of the Company, if any, shall abstain from voting at the Annual General Meeting.

18 July 2025

\* For identification purposes only

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## DEFINITIONS

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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 Friday, 22 August 2025 at 16th Floor, Tower 1, Grand Central Plaza, 138 Shatin Rural Committee Road, Shatin, New Territories, Hong Kong
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“CG Code”	Corporate Governance Code and Corporate Governance Report, as set out in Appendix C1 to the Listing Rules
“close associates”	has the meaning as defined under 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
“core 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 (including any sale or transfer of treasury shares out of treasury) with Shares of up to a maximum of 20% of the aggregate number of issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution at the Annual General Meeting
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	11 July 2025, 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
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Company
“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 (excluding treasury shares, if any) as at the date of passing the relevant resolution at the Annual General Meeting, and to determine such Shares repurchased shall be held as treasury shares of the Company or otherwise be cancelled
“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
“treasury shares”	has the meaning as defined under the Listing Rules
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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### 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

***Independent non-executive Directors:***

Ng Wang Pun, Dennis

Che Wai Hang, Allen

Tse Kan

***Registered office:***

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM10

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

18 July 2025

*To the Shareholders*

Dear Sir/Madam,

### **GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES, REPURCHASE SHARES AND RESELL TREASURY 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, (ii) the re-election of Directors, and (iii) to give you notice of the Annual General Meeting.

\* For identification purposes only

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## LETTER FROM THE BOARD

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### 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 16 August 2024. 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 (including any sale or transfer of treasury shares out of treasury) with new Shares with an aggregate number not exceeding 20% of the aggregate number of issued Shares (excluding treasury shares, if any) 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 (excluding treasury shares, if any) 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

According to the Bye-laws, one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Pursuant to Bye-law 99, Mr. Yuen Yee Sai, Simon, Mr. Yeung Siu Chung, Ben and Dr. Ng Wang Pun Dennis would 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.

The Nomination Committee, having reviewed the Board's composition, nominated Mr. Yuen Yee Sai, Simon, Mr. Yeung Siu Chung, Ben and Dr. Ng Wang Pun Dennis to the Board for it to recommend to Shareholders for re-election at the Annual General Meeting. The nominations were made in accordance with the Company's nomination policy and the objective criteria (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skill, knowledge and length of service), with due regard for the benefits of diversity, as set out under the Company's board diversity policy.

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.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 14 to 18 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 Wednesday, 20 August 2025 (Hong Kong time)) or any adjournment thereof to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services 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.

Where a "black" rainstorm warning is in forced or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted at 8:30 a.m. on 22 August 2025, the Annual General Meeting to be held at 16th Floor, Tower 1, Grand Central Plaza, 138 Shatin Rural Committee Road, Shatin, New Territories, Hong Kong, on 22 August 2025 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, 29 August 2025 at 10:30 a.m. 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.

### 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. Treasury shares, if any, registered in the name of the Company, shall have no voting rights at the Annual General Meeting. For the avoidance of doubt, treasury shares, if any, pending withdrawal from and/or transfer through CCASS shall not bear any voting rights at the Company's Annual General Meeting. 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](http://www.hkex.com.hk)) and the Company ([www.fujikon.com](http://www.fujikon.com)).

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## LETTER FROM THE BOARD

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### 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.

### 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 425,839,000 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 42,583,900 Shares, which represents 10% of the number of issued Shares (excluding treasury shares, if any) 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. When exercising the Repurchase Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchases, resolve to cancel the Shares repurchased following settlement of any such repurchase or hold them as treasury shares. Such repurchases for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per share and/or the earnings per share. On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Bye-laws and the applicable laws of Bermuda and the Listing Rules. Share repurchases will only be made when the Directors believe that such a repurchase 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 2025, 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.

#### **GENERAL**

The Company confirms that the explanatory statement set out in this Appendix I contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the proposed share repurchase has unusual features.

Following a repurchase of Shares, the Company may cancel any repurchased Shares and/or hold them as treasury shares subject to, among others, market conditions and its capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances.

For any treasury shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures which include (without limitation):

- (i) procuring its broker not to give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS;
- (ii) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the relevant record date for the dividend or distributions; and
- (iii) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

**SHARE PRICES**

The highest and lowest prices at which the Shares (excluding treasury shares, if any) have traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

<b>2024</b>	<b>Price per Share</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
June	0.78	0.73
July	0.79	0.76
August	0.83	0.72
September	0.76	0.64
October	0.79	0.70
November	0.74	0.68
December	0.75	0.68
<b>2025</b>		
January	0.73	0.63
February	0.69	0.63
March	0.71	0.64
April	0.66	0.54
May	0.63	0.55
June	0.73	0.60
July (up to the Latest Practicable Date)	0.76	0.68

**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 close 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 core 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. Johnny Yeung**"), Mr. Yuen Yee Sai, Simon ("**Mr. Simon Yuen**") and Mr. Chow Man Yan, Michael ("**Mr. Michael Chow**") together with the companies directly or indirectly owned by them, namely Sky Talent Enterprises Limited ("**Sky Talent**") and Asia Supreme Limited ("**Asia Supreme**"), are parties acting in concert and interested in an aggregate of 161,740,000 Shares, representing approximately 37.98% of the existing issued Shares as at the Latest Practicable Date. On the basis that there were 425,839,000 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 42.20% of the then issued share capital of the Company.

On the basis of the shareholding of Mr. Johnny Yeung, Mr. Simon Yuen, Mr. Michael Chow, 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 YEE SAI, SIMON AGED 83, AN EXECUTIVE DIRECTOR**

Mr. Simon Yuen is a co-founder of the Group. He has been the Joint Deputy Chairman and an executive Director since 2000. Mr. Simon Yuen is responsible for the overall strategic planning of production and operation related affairs of the Group. He was elected the Associateship 2004 by The Professional Validation Council of Hong Kong Industries. Mr. Simon Yuen has over 50 years of experience in the electronics industry and has in depth knowledge of trading in the PRC. In addition, he is the Honorary Citizen of Dongguan City and Humen Town. Mr. Simon Yuen is the father of Mr. Yuen Chi King, Wyman, an executive Director.

As at the Latest Practicable Date, Mr. Simon Yuen was interested in an aggregate of 64,572,500 Shares, representing approximately 15.16% of the issued Shares within the meaning of Part XV of the SFO. These Shares comprised of 1,000 Shares registered under Mr. Simon Yuen's name and 64,571,500 Shares held by Sky Talent Enterprises Limited. Sky Talent Enterprises Limited was wholly owned by Mr. Simon Yuen as at the Latest Practicable Date.

Mr. Simon Yuen has not held any directorship in other listed companies in the last three years. Save as disclosed herein, Mr. Simon Yuen is not related to any other directors, senior management, substantial shareholders or controlling shareholders of the Company.

Under the service agreement of Mr. Simon Yuen with the Company in relation to his service as an executive Director, he is appointed for a term of two years commencing from 1 April 2025. Under the terms of his service agreement, Mr. Simon Yuen is entitled to:

- (a) a salary at the rate of HK\$207,470 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. Simon Yuen is determined by reference to the responsibilities and duties assumed by him and has been reviewed and approved by the Remuneration Committee. There shall be a review of the salary and annual director's fee of Mr. Simon Yuen conducted at the end of each financial year of the Company and any increment shall be decided in the sole discretion of the Board.

There is no other information to be disclosed pursuant to the requirements of the 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. Simon Yuen that need to be brought to the attention of the Shareholders.

**MR. YEUNG SIU CHUNG, BEN (“MR. BEN YEUNG”), AGED 49, AN EXECUTIVE DIRECTOR**

Mr. Ben Yeung is an executive Director and the Chief Operating Officer of the Group. He joined the Group in 2002 and was appointed as an executive Director in August 2007. Mr. Ben Yeung is responsible for overseeing the business development functions and implementing the corporate strategy of the Group, and committed to modernise the company’s management system. He holds a Master of Business Administration degree from Yale University, United States of America and a Bachelor of Science degree in International Business from Pepperdine University, United States of America. Mr. Ben Yeung has over 20 years of working experience in an engineering and marketing capacity. He was elected Young Industrialist Awards 2013 of Hong Kong by Federation of Hong Kong Industries and awarded the Most Valuable CIO by BT Media/CSDN in 2014. In addition, Mr. Yeung is a member of Hong Kong Electrical Appliance Industries Association and a member of the Entrepreneurs’ Organization (EO). He is the son of Mr. Yeung Chi Hung, Johnny, who is the Chairman, Chief Executive Officer of the Company and an executive Director.

As at the Latest Practicable Date, Mr. Ben Yeung was interested in an aggregate of 74,591,500 Shares, representing approximately 17.52% of the issued Shares within the meaning of Part XV of the SFO. These Shares comprised 32,020,000 Shares registered under Mr. Ben Yeung’s name and 42,571,500 Shares held by Loyal Fair Group Limited. Loyal Fair Group Limited was wholly owned by Mr. Ben Yeung as the Latest Practicable Date.

Mr. Ben Yeung has not held any directorship in other listed companies in the last three years. Save as disclosed herein, Mr. Ben Yeung is not related to any other directors, senior management, substantial shareholders or controlling shareholders of the Company.

Under the service agreement of Mr. Ben Yeung with the Company in relation to his service as an executive Director, he is appointed for a term of two years commencing from 1 April 2025. Under the terms of his service agreement, Mr. Ben Yeung is entitled to:

- (a) a salary at the rate of HK\$162,700 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. Ben Yeung is determined by reference to the responsibilities and duties assumed by him and has been reviewed and approved by the Remuneration Committee. There shall be a review of the salary of Mr. Ben Yeung conducted at the end of each financial year of the Company during the term of service agreement of Mr. Ben Yeung and any increment shall be decided in the sole discretion of the Board based on the recommendation of the Remuneration Committee.

There is no other information to be disclosed pursuant to the requirements of the 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. Ben Yeung that need to be brought to the attention of the Shareholders.

**DR. NG WANG PUN, DENNIS (“DR. NG”), AGED 74, AN INDEPENDENT NON-EXECUTIVE DIRECTOR (“DR. NG”)**

Dr. Ng joined the Board as an independent non-executive Director, a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee on 23 June 2021.

Dr. Ng holds a master degree in materials engineering from Yanshan University and a doctorate degree in business administration from City University of Macau (formerly known as Asia International Open University (Macau)). He was awarded a fellowship by the Professional Validation Council of Hong Kong in 2004 and The Hong Kong Polytechnic University in 2014/2015, and an honorary fellowship by Vocational Training Council in 2017. Dr. Ng is the Honorary Consul of the Federal Democratic Republic of Ethiopia in the Hong Kong Special Administrative Region of the PRC. He was awarded the Medal of Honor (MH), the Bronze Bauhinia Star Award (BBS) and the Silver Bauhinia Star Award (SBS) by The Government of the Hong Kong Special Administrative Region in 2007, 2013 and 2020 respectively.

Dr. Ng is the founder of Polaris, an ivory ornaments and jewelry manufacturer company, and is currently the managing director of Polaris Arts & Jewelry Limited. He is the Permanent Honorary President of the Chinese Manufacturers’ Association of Hong Kong. Dr. Ng is currently a member of the Trade and Industry Advisory Board and a member of the vetting committee of the New Industrialisation Vetting Committee organized by the Innovation and Technology Commission. Dr. Ng is an independent non-executive director of Perfect Group International Holdings Limited, a company listed on the Stock Exchange (stock code: 3326), with effect from 1 August 2024.

Dr. Ng 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, Dr. Ng is appointed for a specific term of directorship of one year commencing from 23 June 2025. Dr. Ng 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.

Save as disclosed, Dr. Ng has not held any directorship in other listed companies in the last three years and is not related to any other directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Dr. Ng did not have any direct or indirect interests in the Shares within the meaning of Part XV of the SFO. Dr. Ng has also confirmed his independence in accordance with Rule 3.13 of the Listing Rules. There is no information which is disclosable nor is/was Dr. Ng 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 Dr. Ng that need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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### 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 (“**Annual General Meeting**”) of Fujikon Industrial Holdings Limited (“**Company**”) will be held in physical form at 10:30 a.m. on Friday, 22 August 2025 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 2025;
2. to declare a final dividend for the year ended 31 March 2025;
3.
  - (a) to re-elect Mr. Yuen Yee Sai, Simon as an executive director of the Company (“**Director**”);
  - (b) to re-elect Mr. Yeung Siu Chung, Ben as an executive Director;
  - (c) to re-elect Dr. Ng Wang Pun, Dennis as an independent non-executive Director; and
  - (d) to authorise the board of Directors (“**Board**”) to fix the remuneration of the Directors;
4. to re-appoint the auditor of the Company and to authorise the Board to fix their remuneration;

and as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions, with or without amendments, of the Company:

\* For identification purposes only



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## NOTICE OF ANNUAL GENERAL MEETING

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### 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 otherwise deal with the unissued shares (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury if permitted under the Listing Rules) 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 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 (including any sale or transfer of treasury shares out of treasury) 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 (excluding treasury shares, if any) of the Company on the date of the passing of this resolution; and
  - (bb) (if the Directors 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 (excluding treasury shares, if any) 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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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
- (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 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 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 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, if permitted under the Listing Rules, to determine whether such Shares repurchased shall be held as treasury shares by the Company or otherwise be cancelled, subject to and in accordance with all applicable laws and requirements of the Listing Rules or those of any other recognised stock exchange as amended from time to time, 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 (excluding treasury shares, if any) 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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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.”
7. “**THAT** conditional on the passing of resolutions numbered 5 and 6 above, the general mandate granted to the Directors 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 (or sold or transferred out of treasury) by the Directors 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, 18 July 2025

*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

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## NOTICE OF ANNUAL GENERAL MEETING

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*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**"), Computershare Hong Kong Investor Services 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 Wednesday, 20 August 2025 (Hong Kong time)) 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 Tuesday, 19 August 2025 to Friday, 22 August 2025 (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 Monday, 18 August 2025. The shareholders whose names appeared on the Company's register of members on Friday, 22 August 2025, the record date of the meeting, will be entitled to attend and vote at the Annual General Meeting.
4. The board of directors of the Company has recommended a final dividend of HK5.0 cents per ordinary share (the "**Dividend**") for the year ended 31 March 2025 and, if such Dividend is declared by the shareholders by passing Resolution 2, it is expected to be paid on 12 September 2025, to those shareholders whose names appeared on the Company's register of members on 28 August 2025. In order to qualify for the proposed Dividend, the register of members of the Company will be closed from Thursday, 28 August 2025 to Monday, 1 September 2025 (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, 27 August 2025.
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 22 August 2025, the Annual General Meeting to be held at 16th Floor, Tower 1, Grand Central Plaza, 138 Shatin Rural Committee Road, Shatin, New Territories, Hong Kong, on 22 August 2025 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, 29 August 2025 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.

*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 and Mr. Yeung Siu Chung, Ben as executive directors of the Company and Dr. Ng Wang Pun, Dennis, Mr. Che Wai Hang, Allen and Ms. Tse Kan as independent non-executive directors of the Company.*