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

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L A I F U N G H O L D I N G S

Lai Fung Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1125)

Executive Directors:

Lam Kin Ngok, Peter (*Chairman*)
Lam Kin Ming (*Deputy Chairman*)
Lam Kin Hong, Matthew (*Executive Deputy Chairman*)
Lam Hau Yin, Lester (*Chief Executive Officer*)
U Po Chu
Lau Shu Yan, Julius
Tam Kin Man, Kraven
Leung Churk Yin, Jeanny
Cheng Shin How

Non-executive Directors:

Leow Juan Thong, Jason
Lucas Ignatius Loh Jen Yuh[#]
Lam Bing Kwan*
Ku Moon Lun*
Law Kin Ho*

Registered Office:

P.O. Box 309
Ugland House
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Cayman Islands

Principal Place of Business:

11th Floor
Lai Sun Commercial Centre
680 Cheung Sha Wan Road
Kowloon
Hong Kong

[#] also Alternate Director to Mr. Leow Juan Thong, Jason

* Independent Non-executive Director

To the Shareholders

Dear Sir or Madam,

PROPOSALS RELATING TO GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

INTRODUCTION

The Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) contain provisions to regulate the repurchase by companies with primary listings on the Stock Exchange of their own shares on the Stock Exchange (the “Share Buy Back Rules”). Any such repurchase must be approved by shareholders in advance by ordinary resolution.

The purpose of this circular is to provide you with an explanatory statement as required by the Listing Rules and the information relating to the ordinary resolutions to be proposed at the forthcoming Annual General Meeting of the Company to be held on Tuesday, 21 December 2010 (the “Annual General Meeting”) to grant general mandates to the directors of the Company (the “Directors”) to (i) exercise the powers of the Company to repurchase issued and fully-paid up shares of the Company; (ii) issue new shares; and (iii) increase the number of shares which the Directors may issue under the general mandate to issue new shares by the number of shares repurchased.

GENERAL MANDATE TO REPURCHASE SHARES

(i) The Share Buy Back Rules

The Share Buy Back Rules are summarised as follows:

(a) *Shareholders’ Approval*

All proposed repurchases of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval for particular transactions.

(b) *Source of Funds*

Repurchases must be funded out of funds which are legally available for the purpose in accordance with the company’s constitutional documents and the laws of the jurisdiction in which the company is incorporated.

(c) *Maximum Number of Shares*

The shares proposed to be repurchased by a company must be fully-paid up. A maximum of 10% of the issued share capital of the company as at the date of the resolution authorising the repurchase may be repurchased on the Stock Exchange.

(ii) The Repurchase Proposal

Ordinary resolution No. 5(A) to be proposed at the Annual General Meeting relates to the grant of a general mandate to the Directors to repurchase, on the Stock Exchange, issued and fully-paid up ordinary shares of HK\$0.10 each in the share capital of the Company (the “Shares”) up to a maximum of 10% of the existing issued share capital of the Company as at the date of passing the said resolution (the “Repurchase Proposal”).

(iii) Reasons for Repurchases

Although the Directors have no present intention of repurchasing any Shares, they believe that the flexibility afforded by the Repurchase Proposal would be beneficial to the Company and the shareholders of the Company (the “Shareholders”). Trading conditions on the Stock Exchange have sometimes been volatile in recent years. At any time in the future when the Shares are trading at a discount to their net asset value, the ability of the Company to repurchase Shares will be beneficial to those Shareholders who retain their investment in the Company since their percentage interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company. Share repurchase will only be made when the Directors believe that such repurchase will benefit the Company and its Shareholders.

(iv) Share Capital

As at 16 November 2010, being the latest practicable date prior to the printing of this circular (the “Latest Practicable Date”), the issued and fully-paid up share capital of the Company comprised 8,047,956,478 Shares.

Subject to the passing of the ordinary resolution No. 5(A), the Company would be allowed under the Repurchase Proposal to repurchase Shares up to a maximum of 804,795,647 Shares on the basis that no further Shares are issued or repurchased prior to the date of the forthcoming Annual General Meeting.

(v) Funding of Repurchases

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the laws of the Cayman Islands.

The Directors propose that such repurchases of Shares would be appropriately financed by the Company’s internal resources and/or available banking facilities. There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts for the year ended 31 July 2010 contained in the Annual Report for 2009-2010) in the event that the Repurchase Proposal was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Proposal to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which are, in the opinion of the Directors, appropriate for the Company from time to time

(vi) **Market Prices**

The highest and lowest prices at which the Shares had been traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date were as follows:

	SHARES	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2009		
November	0.2850	0.2500
December	0.3350	0.2550
2010		
January	0.2900	0.2460
February	0.2650	0.2450
March	0.2900	0.2550
April	0.3350	0.2700
May	0.2850	0.2230
June	0.2600	0.2350
July	0.2800	0.2450
August	0.2700	0.2490
September	0.3000	0.2500
October	0.2950	0.2700
November (up to 16 November 2010)	0.3250	0.2800

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases under the Repurchase Proposal in accordance with the Listing Rules and the laws of the Cayman Islands. If a shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the power to repurchase Shares pursuant to the Repurchase Proposal, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code"). Accordingly, a Shareholder or group of Shareholders acting in concert 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. As at the Latest Practicable Date, the estate of the late Mr. Lim Por Yen ("Mr. Lim") held 115,156,000 Shares, Mr. Lau Shu Yan, Julius ("Mr. Lau") held 6,458,829 Shares and eSun Holdings Limited ("eSun") was interested in 3,265,688,037 Shares. The aforesaid shareholdings represent approximately 1.43%, 0.08% and 40.58% respectively, making a total of 42.09% of the existing issued share capital of the Company. Assuming the shareholdings of the estate of Mr. Lim, Mr. Lau and eSun in the Company remain unchanged, full exercise by the Company of the general mandate to repurchase the Shares as mentioned herein will increase the interest of the estate of Mr. Lim, Mr. Lau and eSun in the issued share capital of the Company to 1.59%, 0.09% and 45.09% respectively, making a total of 46.77%. The number of Shares beneficially owned by the public will be reduced to 53.23%. In accordance with the Takeovers Code, the estate of Mr. Lim, Mr. Lau and eSun will be presumed to be acting in concert. In

the opinion of the Directors, such increase may give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to exercise the power to repurchase shares pursuant to the Repurchase Proposal to such an extent as to result in takeover obligations.

None of the Directors, to the best of their knowledge having made all reasonable enquiries, nor any of their associates (as defined in the Listing Rules) presently intends to sell any Shares to the Company under the Repurchase Proposal in the event that the Repurchase Proposal is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) that they have any present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Proposal is approved by the Shareholders.

(vii) Share Purchases Made by the Company

No purchase of the Shares has been made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

GENERAL MANDATE TO ISSUE SHARES

Ordinary resolution No. 5(B) to be proposed at the Annual General Meeting relates to the granting of a general mandate to the Directors to issue new Shares up to a maximum of 20% of the existing issued share capital of the Company as at the date of passing the said resolution.

Ordinary resolution No. 5(C) relates to the extension of the general mandate to be granted to the Directors to issue new Shares during the Relevant Period (as defined in the ordinary resolution No. 5(A) of the Notice of Annual General Meeting of the Company contained in the Annual Report for 2009-2010) by adding to it the number of Shares repurchased by the Company under the Repurchase Proposal, if any.

VOTING AT ANNUAL GENERAL MEETING

In compliance with Rule 13.39(4) of the Listing Rules, voting on all resolutions set out in the notice of the Annual General Meeting will be decided by way of poll and an announcement will be issued by the Company to inform Shareholders of the results of the poll.

Pursuant to Article 80 of the existing Articles of Association of the Company, a resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded or is required by the Listing Rules or any other applicable laws. A poll may be demanded by:

- (i) the Chairman of the meeting; or
- (ii) at least three members present in person or by proxy and entitled to vote; or
- (iii) any member or members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or

- (iv) any member or members present in person or by proxy and holding shares in the Company conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A form of proxy for use at the Annual General Meeting is enclosed with the Annual Report for 2009-2010. To be valid, the form of 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 lodged with the Company's share registrars in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or at any adjournment thereof.

RECOMMENDATION

The Directors believe that the Repurchase Proposal and the granting of general mandate to issue new Shares as mentioned above are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that all Shareholders vote in favour of the resolutions No. 5(A) to 5(C) to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of
Lai Fung Holdings Limited
Lam Kin Ngok, Peter
Chairman