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Louis XIII Holdings Limited

路易十三集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 577)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “**SGM**”) of Louis XIII Holdings Limited (the “**Company**”) will be held at Victoria Room, 2nd Floor, Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong on Wednesday, 11 December 2013 at 4:30 p.m., for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company as indicated below:

ORDINARY RESOLUTIONS

1. “**THAT,**

- (a) the placing agreement dated 8 November 2013 (the “**Placing Agreement**”) entered into between the Company and Deutsche Bank, Hong Kong Branch and CLSA Limited (the “**Placing Agents**”) in connection with, amongst other, the allotment and issue by way of private placement through the Placing Agents, on a best efforts basis, of up to 17,172,000 new shares (“**Placing Shares**”) of HK\$2.00 each in the share capital of the Company, and the transactions contemplated under the Placing Agreement, a copy of the Placing Agreement has been produced to the meeting marked “A” and initialled by the chairman of the meeting for identification purposes, and the execution, performance and implementation thereof and ancillary matters contemplated thereunder be and are hereby confirmed, approved and ratified;

* *For identification purpose only*

- (b) any one of the directors of the Company be and is hereby authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which, in the opinion of the board of directors of the Company may think necessary, appropriate, desirable or expedient to implement and, or, give effect to the terms of, or the transactions contemplated by the Placing Agreement and to agree to such variation, amendments or waiver or matters relating thereto as are, in the opinion of the board of directors of the Company, in the interests of the Company and its shareholders as a whole; and
- (c) the directors of the Company be and are hereby afforded a specific mandate to exercise all the powers of the Company to allot and issue the Placing Shares, subject to and in accordance with the terms and conditions set out in the Placing Agreement.”

2. “**THAT,**

- (a) the creation and issue by the Company of the zero coupon convertible bonds due 2025 of an aggregate principal sum of HK\$299,942,350 (the “**Convertible Bonds**”), convertible into new shares of HK\$2.00 each in the capital of the Company on substantially the same terms and conditions (the “**Bond Conditions**”) contained in the annex to the subscription agreement dated 8 November 2013 entered into between the Company and Ontario Teachers’ Pension Plan Board (the “**Subscription Agreement**”), a copy of the Subscription Agreement has been produced to the meeting marked “B” and initialled by the chairman of the meeting for identification purposes, in respect of, inter alia, the subscription of the Convertible Bonds pursuant to the Subscription Agreement be and is hereby generally and unconditionally approved in all respects;
- (b) the Subscription Agreement and the transactions contemplated under the Subscription Agreement and the execution, performance and implementation thereof and ancillary matters contemplated thereunder be and are hereby confirmed, approved and ratified, and the board of directors of the Company be and are hereby authorised to issue the Convertible Bonds upon and subject to the terms of the Subscription Agreement, to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which, in the opinion of the board of directors of the Company may think necessary, appropriate, desirable or expedient to implement and, or, give effect to the terms of, or the transactions contemplated by the Subscription Agreement and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of the Bond Conditions) as are, in the opinion of the board of directors of the Company, in the interests of the Company and its shareholders as a whole; and

- (c) the directors of the Company be and are hereby afforded a specific mandate to exercise all the powers of the Company to allot and issue up to 36,445,000 new shares of HK\$2.00 per share (or such greater number as may be required to be issued as a result of an adjustment to the conversion price as provided for in accordance with the terms of the Bond Conditions), in the capital of the Company as may be required to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Bonds pursuant to the Subscription Agreement, subject to and in accordance with the terms and conditions set out in the Subscription Agreement.

By Order of the Board of
Louis XIII Holdings Limited
Mui Ching Hung, Joanna
Company Secretary

Hong Kong, 26 November 2013

Principal Place of Business:

16th Floor, Paul Y. Centre
51 Hung To Road
Kwun Tong, Kowloon
Hong Kong

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Notes:

1. Any member 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 member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company.
2. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, shall be deposited at the Company's principal place of business in Hong Kong at 16th Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting at which the person named in the instrument purposes to vote.

As at the date of this notice, the directors of the Company are:

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| Mr Stephen Hung | : Joint Chairman (Executive Director) |
| Mr Peter Lee Coker Jr. | : Joint Chairman (Executive Director) |
| Mr Lau Ko Yuen, Tom | : Deputy Chairman (Executive Director) |
| Mr Walter Craig Power | : Executive Director & Chief Executive Officer |
| Ir James Chiu, <i>OBE, JP</i> | : Independent Non-Executive Director |
| Professor Lee Chack Fan, <i>GBS, SBS, JP</i> | : Independent Non-Executive Director |
| Mr Iain Ferguson Bruce | : Independent Non-Executive Director |
| Mr Francis Goutenmacher | : Independent Non-Executive Director |