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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 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 Friday, 24 May 2013 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** subject to (i) The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue upon the Share Consolidation (as defined below) becoming effective and the underlying Consolidated Shares which may fall to be allotted and issued upon the exercise of the conversion rights attaching to the Convertible Bonds and the exercise of the Exchange Right (each of which expressions are defined in the circular of which this notice forms part); and (ii) compliance with all relevant procedures and requirements under Bermuda law (where applicable) to effect the Share Consolidation, with effect from the business day immediately following the date on which this resolution is passed:
 - (a) every ten (10) issued and unissued existing shares of HK\$0.20 each in the share capital of the Company be consolidated into one (1) consolidated share of HK\$2.00 each (each a “**Consolidated Share**”) (the “**Share Consolidation**”), and such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the memorandum and bye-laws of the Company; and

* *For identification purpose only*

- (b) any one of the Directors be and is hereby authorised to do all such acts, deeds and things and to effect all necessary actions and to sign and execute all such documents, including under the seal of the Company (where applicable), on behalf of the Company, as he may, in his absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing.”

2. **“THAT:**

- (a) the business services agreement dated 24 April 2013 entered into between Paul Y. Engineering (BVI) Limited and ITC Properties Holdings Group Limited (the **“Business Services Agreement”**), in respect of which a copy of the Business Services Agreement marked “A” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification, and the terms of and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the annual caps for each of the three years ending 31 March 2016 as set out in the Business Services Agreement be and are hereby approved, ratified and confirmed; and
- (c) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents and to do all such acts or things incidental to, ancillary to or in connection with the Business Services Agreement and to take such steps as he may consider necessary, desirable or expedient to give effect to or in connection with the Business Services Agreement or any of the transactions contemplated thereunder.”

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

Hong Kong, 8 May 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 are:–

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>SBS, JP</i>	:	Independent Non-Executive Director
Mr Iain Ferguson Bruce	:	Independent Non-Executive Director
Mr Francis Goutenmacher	:	Independent Non-Executive Director