

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



FORD GLORY GROUP HOLDINGS LIMITED

福源集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1682)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Ford Glory Group Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Thursday, 10 July 2014 at Unit D, 3rd Floor, Winfield Industrial Building, 3 Kin Kwan Street, Tuen Mun, New Territories, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

1. “**THAT** the Disposal Agreement (as defined in the circular (“**Circular**”) dated 18 June 2014 issued by the Company to its shareholders accompanying the notice convening this Meeting of which this resolution forms part) for the disposal of the entire issued share capital of Ford Glory Holdings Limited (“**FG Holdings**”) dated 14 March 2014 between the Company as the vendor and Sure Strategy Limited (“**Sure Strategy**”) as the purchaser, under which the entire issued share capital of FG Holdings shall be sold by the Company to Sure Strategy at a total cash consideration of HK\$270,000,000 subject to the terms and conditions contained therein, and the transactions contemplated under the Disposal Agreement be and are hereby approved, confirmed and ratified; and the directors of the Company be and are hereby authorised to sign, execute and deliver any agreements, deeds, instruments and any other documents (and, where necessary, to affix the seal of the Company on them in accordance with the bye-laws of the Company (the “**Bye-laws**”)) in connection with the Disposal Agreement and to do and take all such action, steps, deeds and things in such manner and to sign all documents as they may deem necessary, desirable or appropriate to give effect to the Disposal Agreement and the transactions contemplated under it.”

* *For identification purposes only*

2. **“THAT**, subject to completion of the Share Sale Agreement (as defined in the Circular in accordance with its terms, the engagement of and appointment of Ms. Cheng Sylvia, Ms. Ching Chor Bik and Mr. Yick Chong San as employees of the Remaining Group (as defined in the Circular) on the terms and conditions described in the section headed “G. Special Deal in relation to the Retained Employees Arrangement” of the “Letter from the Board” in the Circular be and is hereby approved; and the directors of the Company be and are hereby authorised to make, sign, execute and deliver any agreements, deeds, instruments and any other documents (and, where necessary, to affix the seal of the Company on them in accordance with the Bye-laws) in connection with such appointment and to do and take all such action, steps, deeds and things in such manner and to sign all documents as they may deem necessary, desirable or appropriate to give effect to it.”
3. **“THAT**, the terms and conditions of the lease agreement (the **“HK Lease Agreement”**) to be entered into between Ford Glory International Limited and United Gainer Investment Limited for the leasing of the office premises of the Remaining Group, which is a portion of the property located at 19/F., Ford Glory Plaza, 37-39 Wing Hong Street, Cheung Sha Wan, Kowloon, Hong Kong with a total gross floor area of approximately 3,900 square feet are hereby approved; and the directors of the Company be and are hereby authorised to make, sign, execute and deliver any agreements, deeds, instruments and any other documents (and, where necessary, to affix the seal of the Company on them in accordance with the Bye-laws) in connection with the HK Lease Agreement and to do and take all such action, steps, deeds and things in such manner and to sign all documents as they may deem necessary, desirable or appropriate to give effect to it.”
4. **“THAT**, subject to the conditions set out in the sub-paragraph headed “Conditions to the Special Cash Dividend” under the paragraph headed “D. Special Cash Dividend” of the “Letter from the Board” in the Circular having been satisfied, the distribution (**“Distribution”**) in cash of HK\$0.72 per share to the holders of the ordinary shares of HK\$0.01 each in the issued share capital of the Company whose names appear on the register of members of the Company as at the close of business on the Record Date (as defined in the Circular) be and is hereby approved; and the directors of the Company be and are hereby authorised to make, sign, execute and deliver any agreements, deeds, instruments and any other documents (and, where necessary, to affix the seal of the Company on them in accordance with the Bye-laws) in connection with the Distribution and to do and take all such action, steps, deeds and things in such manner and to sign all documents as they may deem necessary, desirable or appropriate to give effect to the Distribution, including without limitation to exercise the powers and authorities conferred under the Bye-laws and the applicable law and regulations in Hong Kong in respect of the Distribution.”

SPECIAL RESOLUTIONS

5. **“THAT**, conditional on compliance with the relevant legal procedures and requirements under the Companies Act 1981 of Bermuda (as amended) and the Bye-laws to effect the Share Premium Cancellation (as defined below), with effect from the date on which this resolution is passed by shareholders of the Company (the **“Effective Date of Share Premium Cancellation”**):
 - (a) all amounts standing to the credit of the share premium account of the Company as at the Effective Date of Share Premium Cancellation be cancelled (**“Share Premium Cancellation”**);

- (b) the credit arising from the Share Premium Cancellation be transferred to the contributed surplus account of the Company and the directors of the Company be and are hereby authorised to apply the amount then standing in the contributed surplus account of the Company in any manner permitted by the laws of Bermuda and the Bye-laws, including, but not limited to, (i) eliminating or setting off accumulated losses of the Company as may arise from time to time; and/or (ii) paying dividend or making any other distribution (including payment of any part of the Distribution out of the contributed surplus account from time to time without further authorisation from the shareholders of the Company and all such actions in relation thereto be approved, ratified and confirmed; and
- (c) the board of directors of the Company be and is hereby authorised to take all actions in connection with the Share Premium Cancellation as the board of directors of the Company shall think necessary or desirable including, without limiting, the generality of the foregoing (i) approving the execution and delivery of any instruments or agreements and the issue of any documents for and on behalf of the Company in connection with or for the purpose of giving effect to the Share Premium Cancellation; and (ii) exercising all the powers of the Company to give effect to the Share Premium Cancellation.”
6. **“THAT** subject to and conditional upon (i) completion of the Share Sale Agreement (as defined in the Circular); and (ii) the entry of “Highlight China IoT International Limited” as the new English name and the entry of “高銳中國物聯網國際有限公司” as the new secondary name in Chinese of the Company in the register maintained by the Registrar of Companies in Bermuda and the issue of a certificate of incorporation on change of name and a certificate of secondary name by the Registrar of Companies in Bermuda:
- (a) the English name of the Company be and is hereby changed from “Ford Glory Group Holdings Limited” to “Highlight China IoT International Limited” and the Chinese name of “高銳中國物聯網國際有限公司” be adopted as the new secondary name of the Company, with effect from the date of registration as set out in the certificate of incorporation on change of name and the certificate of secondary name issued by the Registrar of Companies in Bermuda, and that such documents in connection with the change of name of the Company be filed and registered with the Registrar of Companies in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong); and
- (b) any one of the directors of the Company be and is hereby authorised to sign, execute and deliver all such documents and take all such actions and steps and do such acts, matters and things as he or she considers necessary, appropriate, desirable or expedient to give full effect to this resolution, and for the purpose of or in connection with the implementation of the change of name of the Company.”

On behalf of the Board
Ford Glory Group Holdings Limited
Choi Lin Hung
Chairman

Hong Kong, 18 June 2014

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*
19/F, Ford Glory Plaza
37-39 Wing Hong Street
Cheung Sha Wan
Kowloon
Hong Kong

Notes:

1. A member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or (if he is the holder of two or more shares) more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the office of the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time of holding this Meeting or any adjourned meeting.
3. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto. If more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. A form of proxy for use at this Meeting is enclosed with the Company's circular dated 18 June 2014 to the Shareholders.
6. All ordinary and special resolutions set out above will be determined by way of poll.
7. As at the date of this notice, the board of directors of the Company comprises Mr. Choi Lin Hung, Mr. Lau Kwok Wa, Stanley and Mr. Ng Tze On as executive Directors; Mr. Chen Tien Tui and Mr. Li Ming Hung as non-executive Directors; and Mr. Lau Chi Kit, Mr. Mak Chi Yan, Mr. Wong Wai Kit, Louis and Mr. Yuen Kin Kei as independent non-executive Directors.