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If you have sold or transferred all your shares in China Fordoo Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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CHINA FORDOO HOLDINGS LIMITED

中國虎都控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2399)

**PROPOSED SUBDIVISION OF SHARES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM of the Company to be held at Unit 1908, 19/F, 9 Queen's Road Central, Central, Hong Kong on Tuesday, 15 October 2019 at 3:00 p.m. is set out on pages 11 to 12 of this circular.

Whether or not you intend to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof, as the case may be, should you so wish and in such event, the proxy shall be deemed to be revoked.

24 September 2019

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EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Subdivision is set out below:

2019

Latest time for lodging transfer forms of Shares to qualify for entitlements to attend and vote at the EGM	4:30 p.m. on Wednesday, 9 October
Closure of register of members of the Company.....	from Thursday, 10 October to Tuesday, 15 October (both dates inclusive)
Latest date and time of lodgement of form of proxy for the EGM (not less than 48 hours prior to the time of the EGM).....	3:00 p.m. on Sunday, 13 October
Expected date and time of the EGM.....	3:00 p.m. on Tuesday, 15 October
Publication of the announcement of the results of the EGM.....	Tuesday, 15 October
<p style="text-align: center;">The following events are conditional on the fulfilment of the conditions for the implementation of the Share Subdivision as set out in the section headed “Conditions of the Share Subdivision” below.</p>	
Effective date of the Share Subdivision.....	Thursday, 17 October
First day of free exchange of existing share certificates for the new share certificates for the Subdivided Shares	Thursday, 17 October
Dealings in Subdivided Shares commence	9:00 a.m. on Thursday, 17 October
Original counter for trading in existing Shares of board lots of 1,000 Shares temporarily closes.....	9:00 a.m. on Thursday, 17 October
Temporary counter for trading in Subdivided Shares of board lots of 4,000 Subdivided Shares (in the form of existing share certificates) opens	9:00 a.m. on Thursday, 17 October
Original counter for trading in Subdivided Shares of board lots of 1,000 Subdivided Shares (only new share certificates for Subdivided Shares can be traded at this counter) reopens.....	9:00 a.m. on Thursday, 31 October

EXPECTED TIMETABLE

Parallel trading in the Shares and Subdivided Shares (in the form of existing share certificates and new share certificates) commences..... 9:00 a.m. on Thursday, 31 October

Temporary counter for trading Subdivided Shares of board lots of 4,000 Subdivided Shares (in the form of existing share certificates) closes..... 4:00 p.m. on Wednesday, 20 November

Parallel trading in the Shares and Subdivided Shares (in the form of existing share certificates and new share certificates) ends 4:00 p.m. on Wednesday, 20 November

Free exchange of existing share certificates for the Shares for new share certificates for the Subdivided Shares ends..... 4:30 p.m. on Friday, 22 November

Note: all times and dates in this circular refer to Hong Kong local times and dates.

Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of Directors
“Business Day(s)”	any day(s) on which the Stock Exchange is open for the transactions of business
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	China Fordoo Holdings Limited, a limited liability company incorporated under the laws of the Cayman Islands and whose Shares are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Unit 1908, 19/F, 9 Queen’s Road Central, Central, Hong Kong on Tuesday, 15 October 2019 at 3:00 p.m., the notice of which is set out on pages 11 to 12 of this circular, or any adjournment thereof, for the Shareholders to consider and, if thought fit, approve, the Share Subdivision
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	17 September 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Committee”	the listing committee of the Stock Exchange for considering applications for listing and the granting of listing of securities on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	existing ordinary share(s) of HK\$0.01 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s) or Subdivided Share(s), as the case may be
“Share Option(s)”	option(s) to subscribe for Share(s) granted by the Company in accordance with the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company on 9 June 2014
“Share Subdivision”	the proposed subdivision of each issued and unissued Share into four (4) Subdivided Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) of HK\$0.0025 each in the share capital of the Company upon the Share Subdivision becoming effective



CHINA FORDOO HOLDINGS LIMITED

中國虎都控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2399)

Executive Directors:

Mr. Kwok Kin Sun (*Chairman*)
Mr. Kwok Hon Fung
(*Chief Executive Officer*)
Ms. Mo Wei

Independent non-executive Directors:

Mr. Cheung Chiu Tung
Mr. Poon Yick Pang Philip
Ms. Huang Yumin

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Headquarters and principal place of
business in the People's Republic of
China:*

Fordoo Industrial Zone E12
Xunmei Industrial Zone, Fengze District
Quanzhou City, Fujian Province, China

Principal place of business in Hong Kong:

Office 812, Unit 1908, 19/F
9 Queen's Road Central
Central, Hong Kong

Investor relations contact:

Office 812, Unit 1908, 19/F
9 Queen's Road Central
Central, Hong Kong

24 September 2019

To the Shareholders,

Dear Sir or Madam,

**PROPOSED SUBDIVISION OF SHARES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 28 August 2019 in relation to, among other things, the Share Subdivision.

The purpose of this circular is to provide you with, among other things, (i) details of the Share Subdivision; and (ii) a notice convening the EGM.

LETTER FROM THE BOARD

PROPOSED SHARE SUBDIVISION

The Board proposes to subdivide each existing issued and unissued Shares of HK\$0.01 each in the share capital of the Company into four (4) Subdivided Shares of HK\$0.0025 each.

Effects of the Share Subdivision

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$10,000,000 divided into 1,000,000,000 Shares of HK\$0.01 each, of which 480,900,000 Shares have been issued and are fully paid or credited as fully paid. Assuming that no further Shares are issued or repurchased after the Latest Practicable Date, upon the Share Subdivision becoming effective, the authorised share capital of the Company will be HK\$10,000,000 divided into 4,000,000,000 Subdivided Shares of HK\$0.0025 each, of which 1,923,600,000 Subdivided Shares will be in issue and fully paid or credited as fully paid.

All Subdivided Shares will rank pari passu with each other in all respects with the Shares in issue prior to the Share Subdivision and the Share Subdivision will not result in any change in the relevant rights of the Shareholders.

The Shares are currently traded in board lot size of 1,000 Shares. Upon the Share Subdivision becoming effective, the board lot size of the Subdivided Shares for trading on the Stock Exchange will remain as 1,000 Subdivided Shares.

Dealings of the Subdivided Shares

The Subdivided Shares will be identical in all respects and rank pari passu in all respects with each other as to all future dividends and distributions which are declared, made or paid. Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares and any Subdivided Shares which may fall to be issued upon exercise of the outstanding share options granted by the Company and all Subdivided Shares which may fall to be issued upon the exercise of Share Options to be granted from time to time under the Share Option Scheme, such Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

LETTER FROM THE BOARD

Conditions of the Share Subdivision

The Share Subdivision is conditional upon:

- (a) the passing by the Shareholders at the EGM of an ordinary resolution approving the Share Subdivision; and
- (b) the Listing Committee granting the listing of, and permission to deal in, the Subdivided Shares, and any Subdivided Shares which may fall to be issued upon exercise of the outstanding share options granted by the Company and all Subdivided Shares which may fall to be issued upon the exercise of Share Options to be granted from time to time under the Share Option Scheme.

The Share Subdivision will become effective after the conditions of the Share Subdivision above are fulfilled.

Listing Application

An application has been made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Subdivided Shares to be in issue, and any Subdivided Shares which may fall to be issued upon exercise of the outstanding Share Options granted by the Company and all Subdivided Shares which may fall to be issued upon exercise of Share Options to be granted from time to time under the Share Option Scheme.

No part of the securities of the Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought on any other stock exchanges other than the Stock Exchange and no such listing permission to deal in is being or currently proposed to be sought from any other stock exchanges.

Exchange of Share Certificates

Subject to the Share Subdivision having become effective, the existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Wednesday, 20 November 2019 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will continue to be good evidence of legal title to the Subdivided Shares on the basis of one (1) Share for four (4) Subdivided Shares.

Upon the Share Subdivision becoming effective, the Shareholders can submit their existing certificates for the Shares to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, in exchange for the new share certificates for the Subdivided Shares free of charge between 9:00 a.m. and 4:30 p.m. on any Business Day from Thursday, 17 October 2019 to Friday, 22 November 2019 (both days inclusive). After the expiry of such period, existing certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each existing share certificate cancelled or new share certificate issued (whichever number of share certificates involved is higher).

LETTER FROM THE BOARD

It is expected that the new share certificates for the Subdivided Shares will be available for collection within a period of 10 Business Days after the submission of the existing share certificates for the Shares to Boardroom Share Registrars (HK) Limited for exchange.

The new share certificates will be blue in colour so as to be distinguished from the existing share certificates which are green in colour.

Reason for the Share Subdivision

The proposed Share Subdivision will reduce the nominal value and trading price of each Share and increase the number of Shares in issue. Although the Share Subdivision will result in downward adjustment to the trading price of the Shares, the Board believes that the Share Subdivision would enhance the liquidity in trading of Shares and thereby would enable the Company to attract more investors and broaden its Shareholder base. Accordingly, the Board considers that the Share Subdivision is in the interest of the Company and its Shareholders as a whole.

Save for the expenses to be incurred by the Company in relation to the Share Subdivision, the implementation of the Share Subdivision will not, by itself, alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interest of the Shareholders.

The Directors confirm that there is no agreement, arrangement, understanding, intention, negotiation (concluded or otherwise) on any potential fund-raising activities of the Company in the next twelve months. The Directors further confirm that there is no intention to carry out other corporate actions of the Company in the next twelve months which may have an effect of undermine or negate the intended purpose of the Share Subdivision.

Adjustment to Options

As at the Latest Practicable Date, there were 300,000 outstanding Share Options granted under the Share Option Scheme to subscribe for an aggregate of 300,000 Shares. Upon the Share Subdivision becoming effective, pro-rata adjustments will be made to the exercise prices and the number of outstanding Share Options. The Company has appointed an auditor to certify in writing that such pro-rata adjustments are in accordance with the terms of the Share Option Scheme and the supplementary guidance regarding the adjustment of share options under Rule 17.03(13) of the Listing Rules.

The Company will inform each of the grantees of the Share Options regarding the adjustments to be made pursuant to the respective terms and conditions of the Share Option Scheme. The Company will make further announcement(s) on the adjustments to the Share Options granted under the Share Option Scheme in due course.

Save as disclosed above, the Company has no other outstanding share options or convertible securities to subscribe for any Share.

LETTER FROM THE BOARD

EGM

The EGM will be held at Unit 1908, 19/F, 9 Queen's Road Central, Central, Hong Kong on Tuesday, 15 October 2019 at 3:00 p.m. for the Shareholders to consider and, if thought fit, approve the proposed Share Subdivision. The notice convening the EGM is set out on pages 11 to 12 of this circular.

A form of proxy for the EGM is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk. Whether or not you intend to attend the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting (as the case may be) should you so wish, and in such event, the instructions appointing a proxy shall be deemed to be revoked.

The voting in relation to the resolution proposed at the EGM will be conducted by way of a poll. To the best knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholder is required under the Listing Rules to abstain from voting on the resolutions regarding the Share Subdivision at the EGM.

CLOSURE OF REGISTER OF MEMBERS FOR EGM

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 10 October 2019 to Tuesday, 15 October 2019, both days inclusive. During this period, no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer forms of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Wednesday, 9 October 2019 (Hong Kong time).

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed resolution, including without limitation, regarding the Share Subdivision, as set out respectively in the notice of EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the proposed resolution at the EGM.

MISCELLANEOUS

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

By Order of the Board
China Fordoo Holdings Limited
Kwok Kin Sun
Chairman and Executive Director



CHINA FORDOO HOLDINGS LIMITED

中國虎都控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2399)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of China Fordoo Holdings Limited (the “**Company**”) will be held at Unit 1908, 19/F, 9 Queen’s Road Central, Central, Hong Kong on Tuesday, 15 October 2019 at 3:00 p.m. for the purposes of considering and, if though fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the Subdivided Shares (as defined below), each of the issued and unissued ordinary shares of par value of HK\$0.01 each be subdivided into four (4) ordinary shares of par value of HK\$0.0025 each in the share capital of the Company (the “**Subdivided Shares**”) with effect from the second next business day immediately following the date on which this resolution is passed, being a day on which the Stock Exchange is open for business of dealing in securities (the “**Effective Date**”), such that the authorised share capital of the Company will become HK\$10,000,000 divided into 4,000,000,000 Subdivided Shares of par value of HK\$0.0025 each, and the Subdivided Shares shall rank pari passu in all respects with each other in accordance with the memorandum and articles of association of the Company (the “**Share Subdivision**”), and that any director of the Company be and is hereby authorised for and on behalf of the Company to execute (where appropriate, as a deed) and deliver, and (where required) to affix the common seal or securities seal of the Company to, all such documents, instruments and agreements and to do all such acts or things deemed by such director in his/her absolute discretion to be incidental to, ancillary to or in connection with the matters

NOTICE OF EGM

contemplated in and/or for implementation of the Share Subdivision including but not limited to, cancelling any existing share certificates in respect of the Shares upon receipt from, and issuing new share certificates in respect of the Subdivided Shares to, holders of the existing shares of the Company pursuant to the Share Subdivision.”

By Order of the Board
China Fordoo Holdings Limited
Kwok Kin Sun
Chairman and Executive Director

Hong Kong, 24 September 2019

As at the date of this notice, the executive directors of the Company are Mr. Kwok Kin Sun, Mr. Kwok Hon Fung and Ms. Mo Wei; and the independent non-executive directors of the Company are Mr. Cheung Chiu Tung, Mr. Poon Yick Pang Philip and Ms. Huang Yumin.

Notes:

1. Any member entitled to attend and vote at the above meeting is 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. A proxy needs not be a member of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at the offices of the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the commencement of the above meeting or any adjournment thereof.
3. The transfer books and register of members of the Company will be closed from Thursday, 10 October 2019 to Tuesday, 15 October 2019, both days inclusive, during which period no transfer of shares in the Company will be effected. In order to qualify for the right to attend and vote at the meeting, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Wednesday, 9 October 2019.
4. In the case of joint holders of a share, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any 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, and 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. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.