
IMPORTANT

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Goldbond Group Holdings Limited**, you should at once hand this circular with the accompanying proxy form to the purchaser or transferee or to the licensed securities dealer, the bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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GOLDBOND GROUP HOLDINGS LIMITED

金榜集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 00172)

**(1) PROPOSED GENERAL MANDATES TO REPURCHASE
SHARES AND ISSUE SHARES,
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
(3) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at JW Marriott Ballroom, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 26 August 2014 at 10:00 a.m. (the “AGM”) is set out on pages AGM-1 to AGM-5 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, as soon as possible and in any event not less than 24 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

18 July 2014

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held and convened on 26 August 2014 at 10:00 a.m. at JW Marriott Ballroom, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong
“AGM Date”	Tuesday, 26 August 2014
“AGM Notice”	the notice of the AGM
“Articles”	the articles of association of the Company as amended from time to time and “Article” shall mean an article thereof
“Board”	the board of Directors of the Company
“Business Day(s)”	any day on which the Stock Exchange is open for business of dealing in securities
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”	Goldbond Group Holdings Limited, a company incorporated in Hong Kong with limited liability whose issued Shares are listed on the Stock Exchange
“controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	the general mandate to allot, issue and otherwise deal with Shares proposed to be granted to the Directors as described in the ordinary resolution no. 6 of the AGM Notice
“Latest Practicable Date”	15 July 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Memorandum”	the memorandum of association of the Company as amended from time to time
“Repurchase Mandate”	the general mandate to repurchase Shares proposed to be granted to the Directors as described in the ordinary resolution no. 5 of the AGM Notice
“Repurchase Resolution”	the ordinary resolution no. 5 as set out in the AGM Notice in respect of the grant of the Repurchase Mandate
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Shares from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
“%”	per cent.

LETTER FROM THE BOARD



GOLDBOND GROUP HOLDINGS LIMITED
金榜集團控股有限公司

(Incorporated in Hong Kong with limited liability)
(Stock code: 00172)

Executive Directors:

Mr. Wang Jun
(Chairman)
Mr. Wong Yu Lung, Charles
(Deputy Chairman)
Mr. Ding Chung Keung, Vincent
(Chief Executive Officer)
Ms. Wong, Michelle Yatye
Mr. Melvin Jitsumi Shiraki

Registered office:

Units 1901-06, 19th Floor
Tower One, Lippo Centre
89 Queensway
Hong Kong

Independent non-executive Directors:

Mr. Ma Ho Fai SBS JP
Mr. Cheng Yuk Wo
Mr. Ng Chi Keung MH

18 July 2014

*To the Shareholders and,
for information only, holders of the preference shares
and share options of the Company*

Dear Sir or Madam,

**(1) PROPOSED GENERAL MANDATES TO REPURCHASE
SHARES AND ISSUE SHARES,
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
(3) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM for the approval of, *inter alia*:

- (a) the grant to the Directors of the Repurchase Mandate to repurchase Shares as set out in the ordinary resolution no. 5 of the AGM Notice;

LETTER FROM THE BOARD

- (b) the grant to the Directors of the Issue Mandate to allot, issue and otherwise deal with Shares as set out in the ordinary resolution no. 6 (and the extension thereto as described in the ordinary resolution no. 7 of the AGM Notice);
- (c) the re-election of the retiring Directors; and
- (d) the proposed amendments to the Memorandum and the Articles.

REPURCHASE MANDATE AND ISSUE MANDATE

At the annual general meeting of the Company held on 30 August 2013, general mandates were granted to the Directors to exercise all powers of the Company, *inter alia*, (i) to repurchase Shares with the aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company on 30 August 2013, and (ii) to allot, issue and deal with Shares not exceeding the sum of 20% of the aggregate nominal amount of the issued share capital of the Company on 30 August 2013 and the nominal amount (up to a maximum of 10% of the aggregate nominal amount of the then issued share capital of the Company) of any Shares repurchased by the Company.

These general mandates will expire at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase, at any time until the next annual general meeting of the Company following the passing of the resolution or such earlier date as stated therein, Shares up to a maximum of 10% of the total number of Shares in issue as at the AGM Date (subject to adjustment in the case of subdivision and consolidation of Shares), as set out as the ordinary resolution no. 5 of the AGM Notice. An explanatory statement, as required under the Listing Rules to provide the requisite information in connection with the Repurchase Mandate, is set out in Appendix I to this circular.

Ordinary resolutions will also be proposed at the AGM to grant the Issue Mandate to the Directors to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the AGM Date (subject to adjustment in the case of subdivision and consolidation of Shares), and to extend the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate, as set out as ordinary resolution nos. 6 and 7, respectively, of the AGM Notice. As at the Latest Practicable Date, the number of Shares in issue was 2,745,012,843 Shares. Subject to the passing of the ordinary resolution approving the Issue Mandate and on the basis that no further Shares will be issued or repurchased up to the AGM Date, the Company would be allowed under the Issue Mandate to issue a maximum of 549,002,568 Shares (subject to adjustment in the case of subdivision and consolidation of Shares).

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Articles 117 and 118 of the Articles, Mr. Ding Chung Keung, Vincent, Mr. Ma Ho Fai SBS JP (“Mr. Ma”) and Ms. Wong, Michelle Yatyea will retire at the AGM and, being eligible, have offered themselves for re-election as Directors. Mr. Ma has served the Company as an independent non-executive Director for more than nine years and pursuant to Appendix 14 to the Listing Rules, his further appointment as independent non-executive Director should be subject to a separate resolution to be approved by the Shareholders. Nonetheless, the Company believes that Mr. Ma can independently express opinions on the affairs and contribute to the growth of the Group for the reason that Mr. Ma has been meeting the independence guidelines set out in Rule 3.13 of the Listing Rules and has not involved in the daily operations and management of the Group. Information on the retiring Directors proposed to be re-elected at the AGM is set out in Appendix II hereto.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND THE ARTICLES

In light of the Companies Ordinance having taken effect on 3 March 2014, a special resolution as set out in resolution no. 8 of the AGM Notice will be proposed at the AGM to dispense with the Memorandum in its entirety and amend the Articles. The amended Articles will allow the Company to align the Articles with some of the new provisions/requirements under the Companies Ordinance. The proposed amendments to the Articles are set out in the Appendix III to this circular.

The legal adviser to the Company has confirmed that the proposed amendments comply with the requirements of the Listing Rules and the applicable laws of Hong Kong. The Company confirms that there is nothing unusual about the proposed amendments for a Hong Kong company listed on the Stock Exchange.

BOOK CLOSURE FOR AGM ATTENDANCE

In order to ascertain the right to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 21 August, 2014 to Tuesday, 26 August, 2014 (both days inclusive) during which period no transfer of Shares will be registered.

Shareholders are reminded that in order to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Wednesday, 20 August, 2014.

THE AGM

A notice convening the AGM to be held on Tuesday, 26 August 2014 at 10:00 a.m. at JW Marriott Ballroom, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong is set out on pages AGM-1 to AGM-5 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

LETTER FROM THE BOARD

Under Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at general meetings must be taken by poll except where the chairman, in good faith, decides to allow resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong so as to be received not less than 24 hours before the time appointed for holding of the AGM or any adjournment thereof. The return of a form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof.

RECOMMENDATION

The Directors consider that the proposed resolutions for approving the renewal of the Repurchase Mandate and the Issue Mandate and to extend to Issue Mandate by adding the number of Shares repurchased by the Company, the re-election of the retiring Directors, and the amendments to the Memorandum and the Articles as set out in the AGM Notice are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all proposed resolutions as set out in the AGM Notice at the AGM.

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 Company. 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.

Yours faithfully,
By order of the Board
Ding Chung Keung, Vincent
Chief Executive Officer

This explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the proposed resolution approving the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 2,745,012,843 Shares. On the basis that no further Shares are issued or repurchased prior to the AGM Date and subject to the passing of the relevant ordinary resolution approving the Repurchase Mandate, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 274,501,284 Shares during the Relevant Period (as defined in ordinary resolution no. 5(c) of the AGM Notice as set out on page AGM-2 of this circular).

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the interest of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or its earnings per Share and will only be made when the Directors consider that such repurchases will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles and the laws of Hong Kong.

As compared with the financial position disclosed in the audited financial statements for the year ended 31 March 2014, the Directors anticipate that there might be an adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate was to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

4. GENERAL

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their close associates, have any present intention to sell any of the Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the applicable laws of Hong Kong and the Listing Rules.

No purchase has been made by the Company of its Shares in the six months prior to the date of this circular (whether on the Stock Exchange or otherwise).

No core connected person (as defined in the Listing Rules) has notified the Company that it has a present intention to sell any of the Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

5. EFFECT UNDER THE CODE

On the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, if a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of the Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of such increase, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Code.

As at the Latest Practicable Date, Allied Luck Trading Limited ("Allied Luck"), Ace Solomon Investments Limited ("Ace Solomon") and the executive Directors were directly or indirectly interested in approximately 31.18%, 26.08% and 4.51% of the issued Shares respectively. Ace Solomon and all the executive Directors are parties acting in concert with Allied Luck. Assuming that there will be no change to the above shareholdings and the issued Shares between the Latest Practicable Date and the date of exercising the Repurchase Mandate, if the Repurchase Mandate, if so approved, is exercised in full, the shareholdings of Allied Luck, Ace Solomon and the executive Directors in the Company will be increased to approximately 34.64%, 28.98% and 5.01% of the issued Shares respectively. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate to such extent as would, in the circumstance: (a) give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code; or (b) result in less than 25% of the issued Shares in the public hands.

6. SHARES PRICES

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

Month	Price per Share	
	Highest price <i>(HK\$)</i>	Lowest price <i>(HK\$)</i>
2013		
August	0.305	0.275
September	0.290	0.260
October	0.395	0.275
November	0.395	0.315
December	0.475	0.340
2014		
January	0.455	0.355
February	0.425	0.365
March	0.420	0.360
April	0.435	0.360
May	0.395	0.365
June	0.440	0.375
July (up to the Latest Practicable Date)	0.422	0.395

The following is the information, as at the Latest Practicable Date, on the retiring Directors proposed to be re-elected at the AGM and required to be disclosed pursuant to the Listing Rules.

- (1) Mr. Ding Chung Keung, Vincent (“Mr. Ding”), aged 44, the Chief Executive Officer of the Company, has been appointed as an executive Director since June 2005. He is a member of the Company’s remuneration committee and nomination committee. Mr. Ding has been in the investment, audit and finance industries for more than 20 years and is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of Association of Chartered Certified Accountants. Mr. Ding holds a bachelor degree in business administration from The Chinese University of Hong Kong. For the period from 1 September 2011 to 26 March 2014, Mr. Ding was an independent non-executive director of 21 Holdings Limited, a company whose issued shares are listed on the Stock Exchange. Save as disclosed above, Mr. Ding did not hold any directorship in other listed public companies during the last three years preceding the Latest Practicable Date.

Mr. Ding’s directorship with the Company is subject to retirement by rotation at least once every three years pursuant to the relevant provisions under the Articles. Pursuant to the service agreements entered into between the Group and Mr. Ding, there is no fixed term of engagement and either party may terminate the engagement by one month’s prior notice. He receives from the Group a monthly remuneration of HK\$130,000, RMB2,000 and a discretionary bonus to be determined by the Board from time to time with reference to his qualification, experience, scope of responsibilities and the prevailing market conditions.

Mr. Ding does not have any relationship with any other Directors, senior management, substantial or controlling Shareholder of the Company. As at the Latest Practicable Date, Mr. Ding was taken to be interested in a total of 21,230,000 Shares and 77,000,000 underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (“SFO”).

- (2) Mr. Ma Ho Fai SBS JP (“Mr. Ma”), aged 62, was appointed as an independent non-executive Director on 14 February 2003. He is a member of the Company’s audit committee and remuneration committee. Mr. Ma is a partner of Woo, Kwan, Lee and Lo and was admitted as a solicitor in Hong Kong, England and Wales, Australian Capital Territory and Singapore. He is also a China-Appointed Attesting Officer in Hong Kong. In addition, he is a Deputy to the 11th National People’s Congress of the PRC and a member of the 10th Yunnan Provincial Committee of the Chinese People Political Consultative Conference. Mr. Ma did not hold any directorship in other listed public companies in the last three years preceding the Latest Practicable Date.

There is no service contract between Mr. Ma and the Company. His appointment is for a term of three years with effect from the date of his appointment and is subject to retirement by rotation and re-election in accordance with the Articles. He is entitled to an annual director's fee of HK\$240,000 which was fixed by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions. He is not entitled to any bonus payments.

Mr. Ma has no relationship with any Directors, senior management, substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Ma was taken to be interested in 1,200,000 Shares and 1,500,000 underlying Shares within the meaning of Part XV of the SFO.

- (3) Ms. Wong, Michelle Yatyee ("Ms. Wong"), aged 33, was appointed as an executive Director on 1 February 2007. She graduated from University of Southern California, California, the United States of America with a bachelor degree of arts in political science and holds a juris doctorate in law from Whittier Law School, California, the United States of America. She did not hold any directorship in other listed public companies in the last three years preceding the Latest Practicable Date.

Ms. Wong's directorship with the Company is subject to retirement by rotation at least once every three years pursuant to the relevant provisions under the Articles. She has a service contract with the Company which does not have a specific length of service and is determinable by either party on one month's prior notice. Ms. Wong receives a monthly remuneration of HK\$80,000 and a discretionary bonus to be determined by the Board from time to time, with reference to her qualification, experience, scope of responsibilities and the prevailing market conditions.

Ms. Wong is the daughter of Mr. Wong Yu Lung, Charles, the Deputy Chairman of the Company. She is also the controlling Shareholder of Ace Solomon, a substantial Shareholder, and the discretionary beneficiary of a trust which includes the issued shares of Allied Luck, a substantial Shareholder. Save as disclosed herein, Ms. Wong does not have any relationship with any other Directors, senior management, substantial or controlling Shareholder of the Company. As at the Latest Practicable Date, she was interested in a total of 1,571,655,517 Shares and 13,000,000 underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any information that need to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or any other matters which need to be brought to the attention of the Shareholders in connection with the re-election of the above Directors.

Details of the proposed amendments to the Memorandum and the Articles are set out as follows:

1. The Memorandum shall be deleted in its entirety.
2. References to “Reprinted Articles of Association ... (updated by a Special Resolution passed on 28 September 2007)” shall be revised to read as “Reprinted Articles of Association ... (updated by a Special Resolution passed on ~~28 September 2007~~26 August 2014)”.

3. The original Article 1, which reads:

“The marginal notes shall not affect the construction thereof. In these Articles, unless the context otherwise requires:-

“the Ordinance” means the Companies Ordinance and any Statutory Modification or re-enactment for the time being in force.

“the Company” means GOLDBOND GROUP HOLDINGS LIMITED 金榜集團控股有限公司.

“these Presents” means these Articles of Association and the regulations of the Company for the time being in force.

“the Directors” means the Directors for the time being of the Company.

“the Office” means the Registered Office for the time being of the Company.

“the Register” means the Register of Members to be kept pursuant to the Ordinance.

“the Seal” means the Common Seal of the Company.

“Dividend” includes bonus.

“Month” means calendar month.

“Year” means year from the 1st January to the 31st December inclusive.

“Dollars” means Dollars of Hong Kong Currency.

“Member” means any duly registered Shareholder holding one or more shares in the Company.

“associate” shall have the meaning ascribed to it in the Listing Rules from time to time.

“Listing Rules” means the Rules Governing the Listing of Securities on the SEHK.

“SEHK” means The Stock Exchange of Hong Kong Limited.

“SFO” means the Securities and Futures Ordinance (Cap. 571 of Laws of Hong Kong), as amended from time to time, and every other act of the legislature of Hong Kong for the time being in force applying to or affecting the Company, its memorandum of association and/or the Articles.

“Recognised Clearing House” means a recognised clearing house within the meaning of Schedule 1 of the SFO or a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction.

“In writing” and “written” includes printing, lithography and other modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include Corporations.”

is to be revised as:

“The marginal notes shall not affect the construction thereof. In these Articles, unless the context otherwise requires:-

~~“the Ordinance” means the Companies Ordinance and any Statutory Modification or re-enactment for the time being in force.~~

“the Ordinance” or “the Companies Ordinance” means the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and any amendments thereto or re-enactment thereof for the time being in force and includes every other ordinance incorporated therewith or substituted therefor and in the case of any such substitution the references in these Presents to the provisions of the Ordinance shall be read as references to the provisions substituted therefor in the new Ordinance.

“the Board” means the board of Directors for the time being of the Company.

“clear days” means in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

“the Company” means GOLDBOND GROUP HOLDINGS LIMITED 金榜集團控股有限公司.

“these Presents” means these Articles of Association and the regulations of the Company for the time being in force.

“the Directors” means the Directors for the time being of the Company.

“the Office” means the Registered Office for the time being of the Company.

“the Register” means the Register of Members to be kept pursuant to the Ordinance.

“the Seal” means the ~~Common Seal~~ seal of the Company; or any official seal that the Company may have in accordance with the Ordinance.

“the Secretary” means any person appointed by the Directors to perform any of the duties of the company secretary and shall (subject to the provisions of the Ordinance) include a joint, assistant or deputy company secretary.

“Dividend” includes ~~bonus~~ distribution in specie or in kind, scrip dividends, capital distribution and capitalisation issue.

“electronic communication” means a communication sent by electronic transmission in any form through any medium.

“Month” means calendar month.

“Year” means year from the 1st January to the 31st December inclusive.

“Dollars” means ~~Dollars of~~ Hong Kong dollars, the lawful currency of Hong Kong ~~Currency.~~

“Hong Kong” means the Hong Kong Special Administrative Region of the People’s Republic of China.

“Member” means any duly registered Shareholder holding one or more shares in the Company.

“associate” shall have the meaning ascribed to it in the Listing Rules from time to time.

“Listing Rules” means the Rules Governing the Listing of Securities on ~~the~~ SEHK as amended from time to time.

“SEHK” means The Stock Exchange of Hong Kong Limited.

~~“SFO” means the Securities and Futures Ordinance (Cap. 571 of Laws of Hong Kong), as amended from time to time, and every other act of the legislature of Hong Kong for the time being in force applying to or affecting the Company, its memorandum of association and/or the Articles.~~

“SFO” means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and any amendments thereto or re-enactment thereof for the time being in force and includes every other ordinance incorporated therewith or substituted therefor and in the case of any such substitution the references in these Presents to the provisions of the SFO shall be read as references to the provisions substituted therefor in the new SFO.

“Recognised Clearing House” means a recognised clearing house within the meaning of Schedule 1 of the SFO or a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction.

“In writing” and “written” includes printing, lithography and other modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include Corporations.”

4. The original Article 3, which reads:

“The regulations contained in Table “A” in the First Schedule to the Companies Ordinance, shall not apply to the Company.”

is to be deleted in its entirety and replaced with a new Article 3 as follows:

“The model articles set out in Schedule 1 to the Companies (Model Articles) Notice (Chapter 622H of the Laws of Hong Kong) shall not apply to the Company.”

5. The following new Article is to be inserted immediately following Article 3 above and is to be numbered as Article 3A:

“Company Name

The name of the Company is “GOLDBOND GROUP HOLDINGS LIMITED 金榜集團控股有限公司”.

6. The following new Article is to be inserted immediately following the new Article 3A above and is to be numbered as Article 3B:

“Members’ Liabilities

The liability of the Members is limited to any amount unpaid on the shares held by the Members.”

7. The original Article 8, which reads:

“Subject to the provisions, if any, in that behalf of the Memorandum of Association, and without prejudice to any special rights previously conferred on the holders of existing shares, any share may be issued with such preferred, deferred, or other special rights, or such restrictions, whether in regard to dividend, voting, return of share capital, or otherwise, as the Company may from time to time by Special Resolution determine, and any preference share may, with the sanction of a Special Resolution, be issued on the terms that it is, or at the option of the Company is liable, to be redeemed. The terms and manner of redemption shall be provided for by alteration of these Presents.”

is to be revised as:

“Subject to the provisions, ~~if any, in that behalf of the Memorandum of Association,~~ hereunder and without prejudice to any special rights previously conferred on the holders of existing shares, any share may be issued with such preferred, deferred, or other special rights, or such restrictions, whether in regard to dividend, voting, return of share capital, or otherwise, as the Company may from time to time by ~~Special~~ ordinary Resolution ~~resolution~~ determine, and any preference share may, with the sanction of an ordinary ~~Special Resolution~~ resolution, be issued on the terms that it is, or at the option of the Company is liable, to be redeemed. The terms and manner of redemption shall be provided for by alteration of these Presents.

8. The original Article 8B.1(a)(A), which reads:

“**‘A’ Limited Voting Convertible Preference Shares**” means the 40,000,000 non-interest bearing convertible redeemable preference shares of HK\$0.10 each in the capital of the Company or such other shares or securities as may be derived therefrom as a result of any consolidation or subdivision;

“**‘B’ Limited Voting Convertible Preference Shares**” means the 28,400,000 non-interest bearing convertible redeemable preference shares of HK\$0.10 each in the capital of the Company or such other shares or securities as may be derived therefrom as a result of any consolidation or subdivision;

(Collectively “**Limited Voting Convertible Preference Shares**”, or be referred to each as specified);

“**Articles**” means the Articles of Association for the time being adopted by the Company;

“**Business Day**” means a day on which commercial banks are open for and carrying on business in Hong Kong;

“**Closing Price**” means the closing price on the Relevant Stock Exchange, as published by the Relevant Stock Exchange, or in the absence of any such published closing price, the last published closing price;

“**Company**” means Goldbond Group Holdings Limited 金榜集團控股有限公司;

“**Company’s Redemption Notice**” means a notice given by the Company stating that all or some of the Limited Voting Convertible Preference Shares (being 100 Limited Voting Convertible Preference Shares or an integral multiple thereof) are to be redeemed on a specified date (being not more than 60 days nor less than 30 days after the date on which such notice may be given) and specifying the place at which certificates for such Limited Voting Convertible Preference Shares must be presented in connection with such redemption;

“**Conversion Date**” means 12 noon on the Business Day immediately following that on which an effective Conversion Notice shall have been delivered;

“**Conversion Notice**” means a notice, in such form as the Directors may from time to time specify, stating that a Convertible Preference Shareholder wishes to exercise the Conversion Right in respect of one or more Convertible Preference Shares;

“**Conversion Number**” means such number of Ordinary Shares as may, upon exercise of the Conversion Right, be subscribed at the Conversion Price in force on the relevant Conversion Date;

“**Conversion Period**” means the period in Article 8B. 4(C) and (D);

“**Conversion Price**” means HK\$0.36, HK\$0.60 and HK\$1.00 per Ordinary Share pursuant to Article 8B. 4(C) and (D) and such conversion price shall be subject to adjustments as set out in Article 8B.7;

“**Conversion Right**” means the right, subject to the provisions of the Articles, the Ordinance and to any other applicable fiscal or other laws or regulations, to convert the Limited Voting Convertible Preference Shares into the Conversion Number of Ordinary Shares during the relevant Conversion Period;

“**Convertible Preference Shareholder**” means a person or persons who is or are registered in the Register as a holder or joint-holders of Limited Voting Convertible Preference Shares;

“**Converting Shareholder**” means a Convertible Preference Shareholder all or some of whose Limited Voting Convertible Preference Shares are being or have been converted;

“**Dealing Day**” means a day on which the Relevant Stock Exchange is open for business and on which trading in the Ordinary Shares or other relevant securities is not suspended;

“**Directors**” means the board of directors of the Company or the directors present at a meeting of directors at which a quorum is present;

“**Equity Share Capital**” means issued share capital excluding any part thereof which neither as respect dividends nor as respects capital carries any right to participate beyond a specified amount in a distribution;

“**Hong Kong Stock Exchange**” means The Stock Exchange of Hong Kong Limited;

“**Issue Date**” means, in respect of any Limited Voting Convertible Preference Share, the date on which the Limited Voting Convertible Preference Share was issued and allotted;

“**Ordinance**” means the Companies Ordinance (Cap.32) of Laws of Hong Kong, as amended from time to time, and every other act of the legislature of Hong Kong for the time being in force applying to or affecting the Company, its memorandum of association and/or the Articles;

“**Ordinary Shares**” Ordinary Shares” means (i) fully paid ordinary shares of HK\$0.10 each (or of such other nominal value in which such ordinary shares are for the time being denominated following any consolidation or sub-division which gives rise to an adjustment to the Conversion Price in accordance with Article 8B.7) in the Company of the class listed on the Hong Kong Stock Exchange as the date of adoption of this Article or, where the context so requires, stock resulting from the conversion of Ordinary Shares into stock, provided that if all of the Ordinary Shares are replaced by other securities (all of which are identical), the expression “Ordinary Shares” shall thereafter refer to these other securities; and (ii) any such ordinary shares comprised in any issue, distribution or grant pursuant to which, when fully paid, will be Ordinary Shares;

“**Record Date**” means the date and time by which a subscriber or transferee of securities of the class in question would have to be registered in order to participate in the relevant distribution or rights;

“**Redemption Date**” means, with respect to any Relevant Limited Voting Convertible Preference Share, the date specified in the relevant Redemption Notice as the date on which the Relevant Limited Voting Convertible Preference Share is to be redeemed;

“**Redemption Notice**” means a Company’s Redemption Notice or a Shareholder’s Redemption Notice;

“**Redemption Value**” means the value of HK\$10.00 attributed to each Limited Voting Convertible Preference Share;

“**Register**” means the principal register and, where applicable, any branch register of duly registered holders from time to time of shares in the capital of the Company and to be kept pursuant to the Ordinance;

“**Registrar’s Office**” means the office of Central Registration Hong Kong Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong or such office of such person or such other person as the Company may from time to time designate by notice published in accordance with the Articles;

“**Relevant Convertible Preference Shares**” means a Limited Voting Convertible Preference Share which is to be converted pursuant to a Conversion Notice or redeemed pursuant to a Redemption Notice;

“**Relevant Jurisdiction**” means a jurisdiction in which the Company or any of its subsidiaries is incorporated, carries on business or holds any assets;

“**Relevant Ordinary Share**” means an Ordinary Share to be issued on conversion of the requisite number of Limited Voting Convertible Preference Share(s);

“**Relevant Stock Exchange**” means (i) the stock exchange on which the Ordinary Shares are at the relevant time principally traded, as determined by the Company, or (ii) if, for the purposes of Article 8B.7, the consideration at which any shares or securities are or are to be issued or transferred, or the relevant exercise, exchange or subscription price, if any, for such shares or securities, is to be fixed by reference to the price of such shares or securities on a particular stock exchange, that stock exchange;

“**this Article**” means this article 8B;

“**Shareholder’s Redemption Notice**” means a notice given by the Convertible Preference Shareholder stating that all or some of the Limited Voting Convertible Preference Shares held by him (being 100 Limited Voting Convertible Preference Shares or an integral multiple thereof) are to be redeemed on a specified date (being not more than 60 days nor less than 30 days after the date on which such notice may be given) in such form as may from time to time be specified by the Directors (and which shall be available upon request free of charge from the Registrar’s Office);

“**Hong Kong dollars**” or “**HK\$**” means the lawful currency of Hong Kong; and”

is to be revised as:

“**‘A’ Limited Voting Convertible Preference Shares**” means the 40,000,000 non-interest bearing convertible redeemable preference shares of HK\$0.10 each in the capital of the Company or such other shares or securities as may be derived therefrom as a result of any consolidation or subdivision;

“**‘B’ Limited Voting Convertible Preference Shares**” means the 28,400,000 non-interest bearing convertible redeemable preference shares of HK\$0.10 each in the capital of the Company or such other shares or securities as may be derived therefrom as a result of any consolidation or subdivision;

(Collectively “**Limited Voting Convertible Preference Shares**”, or be referred to each as specified);

“**Articles**” means the Articles of Association for the time being adopted by the Company;

“**Business Day**” means a day on which commercial banks are open for and carrying on business in Hong Kong;

“**Closing Price**” means the closing price on the Relevant Stock Exchange, as published by the Relevant Stock Exchange, or in the absence of any such published closing price, the last published closing price;

“**Company**” means Goldbond Group Holdings Limited 金榜集團控股有限公司;

“**Company’s Redemption Notice**” means a notice given by the Company stating that all or some of the Limited Voting Convertible Preference Shares (being 100 Limited Voting Convertible Preference Shares or an integral multiple thereof) are to be redeemed on a specified date (being not more than 60 days nor less than 30 days after the date on which such notice may be given) and specifying the place at which certificates for such Limited Voting Convertible Preference Shares must be presented in connection with such redemption;

“**Conversion Date**” means 12 noon on the Business Day immediately following that on which an effective Conversion Notice shall have been delivered;

“**Conversion Notice**” means a notice, in such form as the Directors may from time to time specify, stating that a Convertible Preference Shareholder wishes to exercise the Conversion Right in respect of one or more Convertible Preference Shares;

“**Conversion Number**” means such number of Ordinary Shares as may, upon exercise of the Conversion Right, be subscribed at the Conversion Price in force on the relevant Conversion Date;

“**Conversion Period**” means the period in Article 8B. 4(C) and (D);

“**Conversion Price**” means HK\$0.36, HK\$0.60 and HK\$1.00 per Ordinary Share pursuant to Article 8B. 4(C) and (D) and such conversion price shall be subject to adjustments as set out in Article 8B.7;

“**Conversion Right**” means the right, subject to the provisions of the Articles, the Ordinance and to any other applicable fiscal or other laws or regulations, to convert the Limited Voting Convertible Preference Shares into the Conversion Number of Ordinary Shares during the relevant Conversion Period;

“**Convertible Preference Shareholder**” means a person or persons who is or are registered in the Register as a holder or joint-holders of Limited Voting Convertible Preference Shares;

“**Converting Shareholder**” means a Convertible Preference Shareholder all or some of whose Limited Voting Convertible Preference Shares are being or have been converted;

“**Dealing Day**” means a day on which the Relevant Stock Exchange is open for business and on which trading in the Ordinary Shares or other relevant securities is not suspended;

“**Directors**” means the board of directors of the Company or the directors present at a meeting of directors at which a quorum is present;

“**Equity Share Capital**” means issued share capital excluding any part thereof which neither as respect dividends nor as respects capital carries any right to participate beyond a specified amount in a distribution;

“**Hong Kong Stock Exchange**” means The Stock Exchange of Hong Kong Limited;

“**Issue Date**” means, in respect of any Limited Voting Convertible Preference Share, the date on which the Limited Voting Convertible Preference Share was issued and allotted;

“**Ordinance**” means the Companies Ordinance (Cap.32) of Laws of Hong Kong, as amended from time to time, and every other act of the legislature of Hong Kong for the time being in force applying to or affecting the Company, its memorandum of association and/or the Articles;

“**Ordinance**” means the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and any amendments thereto or re-enactment thereof for the time being in force and includes every other ordinance incorporated therewith or substituted therefor and in the case of any such substitution the references in this Article to the provisions of the Ordinance shall be read as references to the provisions substituted therefor in the new Ordinance;

“Ordinary Shares” ~~Ordinary Shares~~ means (i) fully paid ordinary shares of HK\$0.10 each (or of such other nominal value in which such ordinary shares ~~are~~ were for the time being denominated following any consolidation or sub-division which gives rise to an adjustment to the Conversion Price in accordance with Article 8B.7) in the Company of the class listed on the Hong Kong Stock Exchange as the date of adoption of this Article or, where the context so requires, stock resulting from the conversion of Ordinary Shares into stock, provided that if all of the Ordinary Shares are replaced by other securities (all of which are identical), the expression “Ordinary Shares” shall thereafter refer to these other securities; and (ii) any such ordinary shares comprised in any issue, distribution or grant pursuant to which, when fully paid, will be Ordinary Shares;

“Record Date” means the date and time by which a subscriber or transferee of securities of the class in question would have to be registered in order to participate in the relevant distribution or rights;

“Redemption Date” means, with respect to any Relevant Limited Voting Convertible Preference Share, the date specified in the relevant Redemption Notice as the date on which the Relevant Limited Voting Convertible Preference Share is to be redeemed;

“Redemption Notice” means a Company’s Redemption Notice or a Shareholder’s Redemption Notice;

“Redemption Value” means the value of HK\$10.00 attributed to each Limited Voting Convertible Preference Share;

“Register” means the principal register and, where applicable, any branch register of duly registered holders from time to time of shares in the capital of the Company and to be kept pursuant to the Ordinance;

“Registrar’s Office” means the office of Central Registration Hong Kong Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong or such office of such person or such other person as the Company may from time to time designate by notice published in accordance with the Articles;

“Relevant Convertible Preference Shares” means a Limited Voting Convertible Preference Share which is to be converted pursuant to a Conversion Notice or redeemed pursuant to a Redemption Notice;

“Relevant Jurisdiction” means a jurisdiction in which the Company or any of its subsidiaries is incorporated, carries on business or holds any assets;

“Relevant Ordinary Share” means an Ordinary Share to be issued on conversion of the requisite number of Limited Voting Convertible Preference Share(s);

“**Relevant Stock Exchange**” means (i) the stock exchange on which the Ordinary Shares are at the relevant time principally traded, as determined by the Company, or (ii) if, for the purposes of Article 8B.7, the consideration at which any shares or securities are or are to be issued or transferred, or the relevant exercise, exchange or subscription price, if any, for such shares or securities, is to be fixed by reference to the price of such shares or securities on a particular stock exchange, that stock exchange;

“**this Article**” means this article 8B;

“**Shareholder’s Redemption Notice**” means a notice given by the Convertible Preference Shareholder stating that all or some of the Limited Voting Convertible Preference Shares held by him (being 100 Limited Voting Convertible Preference Shares or an integral multiple thereof) are to be redeemed on a specified date (being not more than 60 days nor less than 30 days after the date on which such notice may be given) in such form as may from time to time be specified by the Directors (and which shall be available upon request free of charge from the Registrar’s Office);

“**Hong Kong dollars**” or “**HK\$**” means the lawful currency of Hong Kong; and”

9. The original Article 10, which reads:

“Every person whose name is entered as a member in the Register of members shall be entitled without payment to receive one Certificate for all his shares, or upon payment of such sum not exceeding one dollar for every Certificate after the first as the Directors shall from time to time determine, to several certificates, each for one or more of his shares. The Certificates of title to shares shall be issued under the Seal of the Company. Provided further that where all the issued shares or all the issued shares in any particular class are fully paid and rank pari passu for all purposes it shall not be necessary for any such shares to have a distinguishing number.”

is to be deleted in its entirety and replaced with a new Article 10 as follows:

“Subject to the Ordinance, every person whose name is entered as a Member in the Register shall be entitled without payment to receive one certificate for all his shares, or upon payment of such amount not exceeding the maximum amount prescribed by SEHK as the Directors may from time to time determine, to several certificates, each for one or more of his shares. The provisions of Article 129 concerning the sealing or execution of certificates shall be complied with whenever share certificates are issued.”

10. The original Article 10A, which reads:

“Every share certificate shall specify the number of the shares in respect of which it is issued and the amount paid thereon and may otherwise be in such form as the Director may from time to time prescribe. No certificate shall be issued representing shares of more than one class. If at any time the share capital of the Company is divided into different classes of shares, every share certificate shall comply with the requirements of Section 57A of the Ordinance and if different classes of shares carry with them different voting rights, the descriptive title of each class of the shares, other than those with the most favourable voting rights, shall include the word “restricted voting” or “limited voting”.”

is to be revised as:

“Every share certificate shall specify the number of the shares in respect of which it is issued and the amount paid thereon and may otherwise be in such form as the Director may from time to time prescribe. No certificate shall be issued representing shares of more than one class. If at any time the share capital of the Company is divided into different classes of shares, every share certificate shall comply with the requirements of Section ~~57A~~179 of the Ordinance and if different classes of shares carry with them different voting rights, the descriptive title of each class of the shares, other than those with the most favourable voting rights, shall include the word “restricted voting” or “limited voting”.”

11. The original Article 22, which reads:

“The Company may by Special Resolution, authorise the issue of preference shares which are, or at the option of the Company are, liable to be redeemed. Subject to the provisions of Section 49 of the Ordinance, the redemption of all such redeemable preference shares may be effected on such terms, in such priority and in such manner as the Directors may from time to time determine.”

is to be revised as:

“The Company may by ~~S~~pecial ~~R~~esolution, authorise the issue of ~~preference~~ shares which are, or at the option of the Company are, liable to be redeemed. Subject to the provisions of ~~Section 49~~ of the Ordinance, the redemption of all such redeemable ~~preference~~ shares may be effected on such terms, in such priority and in such manner (and subject to any rules prescribed by SEHK from time to time) as the Directors may from time to time determine.”

12. The original Article 53, which reads:

“The Company may by Special Resolution:-

- (a) Consolidate and subdivide its capital into shares of larger amount than its existing shares.
- (b) Convert all or any of its paid up shares into Stock and re-convert that stock into paid up shares of any denomination.
- (c) By subdivision of its existing shares or any of them divide the whole or any part of its capital into shares of smaller amount than is fixed by the Memorandum of Association; provided that in the subdivision of the existing shares the proportion between the amount paid and the amount (if any) unpaid on each share of reduced amount shall be the same as it was in the case of the existing share from which the share of reduced amount is derived.
- (d) Cancel any shares which at the date of the passing of the Resolution have not been taken or agreed to be taken by any person.
- (e) Reduce its Capital in any manner allowed by Law.”

is to be deleted in its entirety and replaced with a new Article 53 as follows:

“The Company may from time to time by ordinary resolution alter its share capital in any one or more of the ways set out in Section 170 of the Ordinance, including but not limited to:-

- (a) increasing its share capital by allotting and issuing new shares of such sum, to be divided into shares of such amount as the resolution prescribes;
- (b) increasing its share capital without allotting and issuing new shares, if the funds or other assets for the increase are provided by the Members;
- (c) capitalising its profits, with or without allotting and issuing new shares;
- (d) allotting and issuing bonus shares with or without increasing its share capital;
- (e) converting all or any of its shares into a larger or smaller number of shares.”

13. The following new Article is to be inserted immediately following the new Article 53 above and is to be numbered as Article 53A:

“Subject to provisions of the Ordinance and these Presents, the Company may by special resolution reduce its share capital in any manner.”

14. The original Article 54, which reads:

“Whenever the Capital is divided into different classes of shares the rights and privileges attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the Shares of that class. To every such separate General Meeting the provisions of these Presents relating to General Meetings shall mutatis mutandis apply but so that at every such separate General Meeting the quorum shall be a person or persons holding or representing by attorney or proxy one-third of the issued shares of the class.”

is to be revised as:

“Whenever the Capital is divided into different classes of shares the rights and privileges attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of ~~an Extraordinary Resolution~~ a special resolution passed at a separate ~~General Meeting~~ general meeting of the holders of the Shares of that class. To every such separate ~~General Meeting~~ general meeting the provisions of these Presents relating to ~~General Meetings~~ general meetings shall mutatis mutandis apply but so that at every such separate ~~General Meeting~~ general meeting the quorum shall be a person or persons holding or representing by attorney or proxy one-third of the issued shares of the class.”

15. The original Article 55, which reads:

“A general meeting shall be held once in every year at such time (not being more than 15 months after the holding of the last preceding General Meeting) and place as the Directors may from time to time determine. General Meetings held under this Article shall be called Annual General Meetings. General Meetings other than Annual General Meetings shall be called Extraordinary Meetings.”

is to be deleted in its entirety and replaced with a new Article 55 as follows:

“The Company shall, in respect of each financial year of the Company, hold a general meeting as its annual general meeting in accordance with the requirement of the Ordinance in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. The annual general meeting shall be held at such time and place as the Board shall appoint.”

16. The original Article 56, which reads:

“The Directors may call an Extraordinary Meeting whenever they think fit, and shall, on requisition in accordance with the Ordinance proceed to convene an Extraordinary General Meeting as required by the Ordinance.”

is to be revised as:

“The Directors may call ~~an Extraordinary~~ a general mMeeting whenever they think fit, and shall, on requisition in accordance with the Ordinance proceed to convene ~~an Extraordinary a~~ General Mmeeting as required by the Ordinance.”

17. The original Article 57, which reads:

“(a) An annual general meeting and a meeting called for the passing of a special resolution shall be called by not less than twenty-one days’ notice in writing and a meeting other than an annual general meeting or a meeting called for the passing of a special resolution shall be called by not less than fourteen days’ notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, day and time of meeting, and, in the case of special business, the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given in manner hereinafter mentioned to all Members other than such as, under the provisions of these Presents or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, and also to the Auditors for the time being of the Company.

(b) Notwithstanding that a meeting of the Company is called by shorter notice than that specified in this Article, it shall be deemed to have been duly called if it is so agreed:

(i) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and

(ii) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.”

is to be revised as:

“(a) An annual general meeting ~~and a meeting called for the passing of a special resolution~~ shall be called by not less than twenty-one clear days’ notice in writing and a meeting other than an annual general meeting ~~or (including a meeting called for the passing of a special resolution)~~ shall be called by not less than fourteen clear days’ notice in writing. The notice ~~shall be exclusive of the day on which it is served or deemed to be served and of the day for~~

~~which it is given, and shall specify the place (and if the meeting is to be held in two or more places (in accordance with the requirements of the Ordinance), the principal place of the meeting and the other place or places of the meeting),~~ day and time of meeting, and, in the case of special business, the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given in manner hereinafter mentioned to all Members other than such as, under the provisions of these Presents or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, and also to the Auditors for the time being of the Company.

- (b) Subject to the provisions of the Ordinance, notwithstanding that a meeting of the Company is called by shorter notice than that specified in this Article, it shall be deemed to have been duly called if it is so agreed:
- (i) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
 - (ii) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. ~~in nominal value of the shares giving that right~~ of the total voting rights of all Members having a right to attend and vote at general meeting.”

18. The original Article 59, which reads:

“The business of an Annual General Meeting, shall be to receive and consider the accounts and balance sheet and the reports of the Directors and Auditors, to elect Directors and Auditors in place of those retiring and fix their remuneration and to sanction a dividend, and to transact any other business which under these Presents ought to be transacted at an Annual General Meeting. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary Meeting shall be deemed special.”

is to be revised as:

“The business of an ~~A~~nnual ~~G~~eneral ~~M~~meeting, shall be to receive and consider the accounts and balance sheet and the reports of the Directors and Auditors, to elect Directors and Auditors in place of those retiring and fix their remuneration and to sanction a dividend, and to transact any other business which under these Presents ought to be transacted at an ~~A~~nnual ~~G~~eneral ~~M~~meeting. All other business transacted at an ~~A~~nnual ~~G~~eneral ~~M~~meeting and all business transacted at an ~~an~~ Extraordinary a general Mmeeting other than an annual general meeting shall be deemed special.”

19. The original Article 86, which reads:

“The management of the business and the control of the Company shall be vested in the Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by Ordinance expressly directed or required to be exercised or done by the Company in General Meeting but subject nevertheless to such regulations (not being inconsistent with the provisions of the Ordinance or with these Articles) as may from time to time be made by Extraordinary Resolution but no regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.”

is to be revised as:

“The management of the business and the control of the Company shall be vested in the Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by Ordinance expressly directed or required to be exercised or done by the Company in ~~G~~general ~~M~~meeting but subject nevertheless to such regulations (not being inconsistent with the provisions of the Ordinance or with these Articles) as may from time to time be made by ~~Extraordinary~~ special ~~R~~resolution but no regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.”

20. The original Article 129, which reads:

“(a) The Directors shall provide for the safe custody of the Common Seal of the Company. The seal shall not be affixed to any instrument except by the authority of a Resolution of the Board of Directors, and except as hereinafter provided, in the presence of one Director and the Secretary or some other person whether or not a Director authorised or appointed by the Board and such Director and the Secretary or other person shall sign every instrument to which the seal of the Company is so affixed in their presence. Every certificate of shares, stock, debentures or debenture stock of the Company shall be issued under seal provided that, with the authority of a Resolution of the Board of Directors such certificates of shares, stock, debentures or debenture stock may be issued under the seal but without such signatures or with such signatures affixed by means of some method or system of mechanical signature.

(b) The Company may exercise the powers conferred by the Ordinance with regard to having an Official Seal for use abroad, and such powers shall be vested in the Directors.”

is to be revised as:

“(a) The Directors shall provide for the safe custody of the ~~Common~~ Seal of the Company. The ~~seal~~ Seal shall not be affixed to any instrument except by the

authority of a Resolution of the Board of Directors or of a Committee of the Directors authorised in that behalf. The Directors may from time to time make such regulations as they think fit (subject to the provisions of these Presents) determining the persons and the number of such persons who shall sign every instrument to which the Seal is affixed. Until otherwise so determined, every such instrument shall be signed by any and except as hereinafter provided, in the presence of one Director and the Secretary or any two Directors or any one or more some other persons whether or not a Director authorised for the purpose or appointed by the Board and such Directors, and, in favour of any purchaser or person bona fide dealing with the Company, the signature of such person(s) shall be conclusive evidence of the fact that the Seal has been properly affixed. and the Secretary or other person shall sign every instrument to which the seal of the Company is so affixed in their presence. Every certificate of shares, stock, debentures or debenture stock of the Company shall be issued under seal provided that, with the authority of a Resolution of the Board of Directors such certificates of shares, stock, debentures or debenture stock may be issued under the seal but without such signatures or with such signatures affixed by means of some method or system of mechanical signature. Any document executed in accordance with Section 127(3) of the Ordinance and expressed (in whatever words) to be executed by the Company shall have the same effect as if it had been executed under seal.

- (b) The Company may exercise the powers conferred by the Ordinance with regard to having an ~~Official~~ official Seal ~~seal~~ for use abroad, and such powers shall be vested in the Directors.
- (c) At the absolute discretion of the Company and subject to the Ordinance and any rules prescribed by SEHK, every certificate of shares or that which represents any other securities in the Company may be issued under the Seal kept by the Company pursuant to Section 126 of the Ordinance.
- (d) Each certificate, whether or not the Seal is affixed, shall bear the autographic signature of at least one Director and the Secretary or at least two Directors or any one or more other persons authorised for the purpose by the Directors, provided that the Directors may by resolution determine (either generally or in any particular case or cases) that such signatures shall be dispensed with, or shall be affixed by means of some method or system of mechanical signature.
- (e) Each certificate to which the Seal as is referred to in paragraph (c) of this Article shall be affixed need not bear any signatures.”

21. The original Article 153, which reads:

“Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by

cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the SEHK or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the SEHK, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders."

is to be revised as:

"Any ~~N~~notice or document (including share certificate and any "corporate communication" within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic ~~transmission or~~ communication and, subject to and to the extent not prohibited by law and in accordance with the Ordinance, the Listing Rules and other applicable laws, rules and regulations, any such ~~N~~notice and document may be served or delivered by the Company on or to any Member in the following manner:

- (a) either in hard copy form either (i) personally or (ii) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose; or;
- (b) as the case may be, in electronic form, by sending or transmitting it to any such address or transmitting it to through any telex or facsimile transmission number or electronic means to such Member at any electronic number or address or website supplied by him to the Company for the giving of Nnotice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member provided that the Company must first have received from the relevant

Member his written agreement, generally or specifically, that the notice or document may be sent or supplied to him in electronic form and no notice of revocation has been received by the Company from the Member in accordance with the Ordinance, and all other relevant requirements of the Ordinance have been complied with; or

(c) by posting it on the Company's website, provided that the Company must first have received from the relevant Member either (i) the Member's written agreement, generally or specifically, or (ii) the Member's deemed agreement in the manner prescribed in the Ordinance, and has notified him such notice or document has been made available on the Company's website, and no notice of revocation has been received by the Company from the Member in accordance with the Ordinance and all other relevant requirements of the Ordinance have been complied with; or

(d) ~~may also be served by publishing such notice and document in one English language and one Chinese language advertisement in appropriate newspapers being in each case a newspaper circulating generally in Hong Kong in accordance with the requirements of the SEHK or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the SEHK; or;~~

(e) by any means permitted by applicable laws and the Listing Rules.

~~and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above.~~

Subject to the Ordinance and the Listing Rules and unless these Presents otherwise provides, in the case of joint holders of a share, all notices or documents shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders and anything to be agreed or specified by the Members shall, with respect to any share to which persons are jointly entitled, be deemed to have been agreed or specified by all the holders of such share if any one of the joint holders in respect of such share has so agreed or specified (except for transfer of the share), provided that the Company may at its discretion act on the instruction of any of the joint holders in respect of any share if instructions (except for transfer of the share) received from the joint holders in respect of such share are not the same."

22. The original Article 154, which reads:

"Any Notice or other document:

(a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on

which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the board of Directors that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;

- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company's website or the website of the SEHK, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;
- (c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and
- (d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations."

is to be revised as:

"Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the second business day (as defined in Section 821 of the Ordinance) following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the board of Directors that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent or transmitted by electronic communication, shall be deemed to have been received by the Member 12 hours after the notice or documents was transmitted from the server of the Company or its agent.

- (c) if posted on the Company's website, shall be deemed to have been served and delivered at the expiration of 12 hours after the later of (i) the time when the Member receives or is deemed to have received notification of posting in such form as to contain the information prescribed by the Ordinance and (ii) the time when the notice or document is first made available on ~~be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company's website. In calculating a period of hours mentioned in paragraph (b) and (c) of this Article 154, any part of a day that is not a business day (as defined in Section 821 of the Ordinance) is to be disregarded; or the website of the SEHK, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;~~
- (de) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and
- (ed) if served by the advertisement in newspapers, shall be deemed to have been served on the day on which such notice or document is first published in the newspaper. ~~may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations."~~

23. The original Article 155(2), which reads:

"A notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred."

is to be revised as:

"A notice may be given by the Company to the person claiming to be entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt,

or by any like description, at the address within Hong Kong, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.”

24. The original Article 162, which reads:

“The Managing Directors, Directors, Auditors, Secretary and other Officers for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by them or any of them as the holder of any such office or appointment in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under Section 358 of the Ordinance in which relief is granted by the Court.”

is to be revised as:

“Subject to the provisions of the Ordinance, but without prejudice to any indemnity to which a Director may otherwise be entitled, ~~The~~ Managing Directors, Directors, ~~A~~uditors, Secretary and other ~~O~~fficers for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by them or any of them as the holder of any such office or appointment in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under ~~Section 358~~ of the Ordinance in which relief is granted by the Court.”

25. The original Article 164 which reads:

“If the Company shall be wound up the Liquidator may, with the sanction of an Extraordinary Resolution of the Company and any other sanction required by the Ordinance, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members or any of them as the Liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.”

is to be revised as:

“If the Company shall be wound up the Liquidator may, with the sanction of an ~~Extraordinary~~ special Resolution resolution of the Company and any other sanction required by the ~~Ordinance~~ Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), divide amongst the ~~m~~mMembers in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the ~~m~~mMembers or different classes of ~~m~~mMembers. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the ~~m~~mMembers or any of them as the Liquidator, with the like sanction, shall think fit, but so that no ~~m~~mMember shall be compelled to accept any shares or other securities whereon there is any liability.”

THE AGM NOTICE



GOLDBOND GROUP HOLDINGS LIMITED

金榜集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 00172)

NOTICE IS HEREBY GIVEN that an annual general meeting of Goldbond Group Holdings Limited 金榜集團控股有限公司 (the “Company”) will be held at JW Marriott Ballroom, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 26 August 2014 at 10:00 a.m. to transact the following ordinary business:

1. to receive and consider the audited financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 March 2014;
2. to declare a final dividend for the year ended 31 March 2014;
3. to re-elect the following retiring directors of the Company and to authorise the board of directors of the Company (the “Board”) to fix their remuneration:
 - (a) Mr. Ding Chung Keung, Vincent as executive director;
 - (b) Mr. Ma Ho Fai SBS JP as independent non-executive director; and
 - (c) Ms. Wong, Michelle Yatyee as executive director; and
4. to re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the Board to fix their remuneration,

and, by way of special businesses, to consider and, if thought fit, pass (with or without modifications), the following ordinary resolutions numbered 5 to 7 and pass (with or without modifications) the following special resolution numbered 8:

ORDINARY RESOLUTIONS

5. **“THAT:**
 - (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined herein) of all the powers of the Company to repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the

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Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time (the “Listing Rules”), be and is hereby generally and unconditionally approved;

(b) the aggregate number of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by the passing of an ordinary resolution of the shareholders of the Company in general meeting.”

6. **“THAT:**

(a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined herein) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures, notes and any other securities which carry rights to subscribe for and are convertible into shares of the Company) which would or might require the exercise of such power, subject to and in accordance with all applicable laws and the requirements of the Listing Rules, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures, notes and any other securities which carry rights to subscribe for and are convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;

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- (c) the aggregate number of shares of the Company allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereafter defined); (ii) an issue of shares of the Company upon the exercise of conversion rights under the terms of any warrants, debentures and notes issued by the Company or any securities which are convertible into shares of the Company; (iii) the exercise of any option under the share option scheme of the Company or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; (iv) any scrip dividends or similar arrangement providing for the allotment and issue of shares of the Company in lieu of the whole or part of the dividend on shares of the Company pursuant to the Articles of Association of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by the passing of an ordinary resolution of the shareholders of the Company in general meeting; and

“Right Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal restrictions under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

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7. “**THAT** conditional upon the passing of the resolutions set out in paragraphs 5 and 6 of the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to the resolution set out in paragraph 6 of the notice convening this meeting be and is hereby extended by the addition thereto such number of shares representing the aggregate number of shares of the Company purchased or otherwise acquired by the Company pursuant to the authority granted to the Directors under the resolution set out in paragraph 5 above, provided that such number shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution (subject to adjustment in the case of subdivision and consolidation of shares of the Company).”

SPECIAL RESOLUTION

8. “**THAT:**
- (a) the amendments to the existing memorandum and articles of association of the Company in the manner as set out in Appendix III to the circular of the Company dated 18 July 2014 be and are hereby approved; and
 - (b) the articles of association of the Company contained in the printed document, a copy of which has been produced to the meeting marked “A” and has been signed by the Chairman of the meeting for the propose of identification, be and are hereby approved and adopted as the new articles of association of the Company in substitution for the existing memorandum and articles of association of the Company.”

By Order of the Board
Goldbond Group Holdings Limited
Kelly Li
Company Secretary

Hong Kong, 18 July 2014

Registered office:
Units 1901-06, 19th Floor
Tower One, Lippo Centre
89 Queensway
Hong Kong

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Notes:

1. A member of the Company entitled to attend and vote at the above meeting (or at any adjournment of it) is entitled to appoint one or more proxies to attend and vote on his/her behalf. The proxy does not need to be a member of the Company.
2. A form of proxy in respect of the above meeting is enclosed. Whether or not you intend to attend the above meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon.
3. In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time for holding the above meeting or adjourned meeting (as the case may be).
4. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting or any adjournment thereof. In such event, the form of proxy shall be deemed to have been revoked.
5. Where there are joint holders of any share of the Company, any one of such holders may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such holders are present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.
6. Information on the retiring directors of the Company are set out in Appendix II to the Company's circular dated 18 July 2014.
7. For the purposes of determining shareholders' eligibility to attend and vote at the above meeting, and entitlement to the final dividend, the register of members of the Company will be closed. Details of such closures are set out below:

- (i) For determining eligibility to attend and vote at the above meeting:

Latest time to lodge transfer documents for registration	4:30 p.m. on Wednesday, 20 August 2014
Closure of register of members	Thursday, 21 August 2014 to Tuesday, 26 August 2014 (both dates inclusive)
Record date	Tuesday, 26 August 2014

- (ii) For determining entitlement to the final dividend:

Latest time to lodge transfer documents for registration	4:30 p.m. on Friday, 29 August 2014
Closure of register of members	Monday, 1 September 2014 to Thursday, 4 September 2014 (both dates inclusive)
Record date	Thursday, 4 September 2014

During the above closure periods, no transfer of shares will be registered. To be eligible to attend and vote at the above meeting, and to qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's registrar, Computershare Hong Kong Investor Service Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than the aforementioned latest time.