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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary 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 Monday, 10 June 2013 at 10 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the entering into of the conditional subscription agreement dated 2 May 2013 (the “**Subscription Agreement**”, a copy of which has been produced to the meeting marked “**A**” and initialled by the Chairman of the meeting for the purpose of identification) by Rongzhong Capital Holdings Limited (“**Rongzhong Capital**”), a 50.06%-owned subsidiary of the Company as at the date of the Subscription Agreement, with, among others, Capital Grower Limited and Clifton Rise International Limited (collectively the “**Subscribers**”) as subscribers, whereby Rongzhong Capital has agreed to issue, and the Subscribers have agreed to subscribe for, 4,422 shares of Rongzhong Capital, representing approximately 4.24% of the issued share capital of Rongzhong Capital as enlarged by such issue, at the total consideration of US\$3,000,000 (equivalent to approximately HK\$23.4 million) upon the terms and subject to the conditions therein contained, be and is hereby approved, confirmed and ratified;
- (b) the performance by the Company, Perfect Honour Limited (“**Perfect Honour**”) (a wholly-owned subsidiary of the Company and a shareholder of Rongzhong Capital) and Rongzhong Capital of all their respective obligations and of the transactions contemplated under and referred to in the Subscription Agreement and all documents referred to therein, including but not limited to the following, be and are hereby approved:
 - (i) the entering into of the amended and restated shareholders’ agreement (the “**Shareholders’ Agreement**”) by Perfect Honour with, among others, Rongzhong Capital and the Subscribers relating to Rongzhong Capital upon completion of the Subscription Agreement (“**Completion**”) and the performance by Perfect Honour of the transactions contemplated thereunder; and

- (ii) the entering into of the supplemental agreement to the shareholders' agreement (the "**Rongzhong Group Shareholders' Agreement**") by Perfect Honour with, among others, Rongzhong Group Limited ("**Rongzhong Group**") and Silver Creation Investments Limited relating to Rongzhong Group upon Completion and the performance by Perfect Honour of the transactions contemplated thereunder; and
- (c) the directors of the Company be and are hereby authorised to exercise all the powers of the Company and take all steps as they may in their opinion consider desirable, necessary or expedient in relation to the Subscription Agreement and all documents referred to therein and the respective transactions contemplated thereunder, including but not limited to those set out in sub-paragraph (b) above, and for the purposes of carrying out, implementing and giving effect to any or all transactions contemplated under and referred to in the Subscription Agreement and all documents referred to therein, including without limitation to the execution, amendment, supplement, delivery, submission and implementation of any documents or agreements."

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

Hong Kong, 24 May 2013

Registered office:

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

Notes:

1. Any member of the Company entitled to attend and vote at the meeting of the Company may appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and attend and vote on his behalf at the meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation shall be entitled to exercise the same power on behalf of such member of the Company which he or they represent as such member of the Company could exercise.
2. In order to be valid, the instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

3. The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered 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, not less than twenty-four (24) hours before the time appointed for the holding of the meeting or any adjournment thereof.
4. Delivery of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to have been revoked.
5. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. At the meeting, the chairman thereof will exercise his power under article 64(a) of the articles of association of the Company to put the above resolution to the vote of the members of the Company by way of poll.
7. As at the date of this notice, the board of directors of the Company comprises Mr. Wang Jun, Mr. Wong Yu Lung, Charles, Mr. Ding Chung Keung, Ms. Wong, Michelle Yatyee and Mr. Melvin Jitsumi Shiraki (all being executive directors), Mr. Ma Ho Fai SBS JP, Mr. Cheng Yuk Wo and Mr. Ng Chi Keung MH (all being independent non-executive directors).