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## IMPORTANT

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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** (the “Company”), 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.

The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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: 172)**

*Executive Directors:*

Mr. Wang Jun

*(Chairman)*

Mr. Wong Yu Lung, Charles

*(Deputy Chairman and Chief Executive Officer)*

Mr. Ding Chung Keung, Vincent

*(Deputy Chief Executive Officer)*

Mr. Lan Ning

*(Deputy Chief Executive Officer, China Region)*

Mr. Kee Wah Sze

Mr. Xie Xiao Qing

Miss Wong, Michelle Yatyee

*Registered office:*

Units 1901-06, 19th Floor

Tower One, Lippo Centre

89 Queensway

Hong Kong

*Independent non-executive Directors:*

Mr. Ip Yin Wah

Mr. Ma Ho Fai SBS JP

Mr. Melvin Jitsumi Shiraki

23 July 2007

*To the shareholders and, for information only,  
holders of the preference shares, convertible notes  
and share options of the Company*

Dear Sir or Madam,

**PROPOSALS RELATING TO RE-ELECTION OF RETIRING DIRECTORS,  
GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES,  
REFRESHMENT OF THE 10% GENERAL LIMIT  
ON GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME,  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

### **INTRODUCTION**

This circular contains information relating to the proposed re-election of certain directors of the Company (the “Directors”), the general mandates to purchase by the Company of its own

shares and to issue new shares, proposed refreshment of the 10% general limit on grant of options under the share option scheme adopted by the Company on 18 September 2002 and amended on 29 August 2003 (the “Share Option Scheme”), and the proposed amendments to the articles of association of the Company (the “Articles”) required to be sent to you in compliance with the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) so as to give you all information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions in relation thereto at the annual general meeting of the Company to be held on Friday, 28 September 2007 at 10:00 a.m. at JW Marriott Ballroom, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong (the “AGM”).

## **RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Articles 87, 117 and 118 of the Articles, Mr. Wong Yu Lung, Charles, Mr. Kee Wah Sze, Mr. Melvin Jitsumi Shiraki, Miss Wong, Michelle Yatye, Mr. Wang Jun and Mr. Xie Xiao Qing will retire at the AGM and, being eligible, offer themselves for re-election as Directors. Information of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix I hereto.

## **GENERAL MANDATE TO REPURCHASE SHARES**

At the annual general meeting of the Company held on 13 September 2006, a general mandate was given to the board of Directors (the “Board”) to exercise the powers of the Company to repurchase ordinary shares of HK\$0.10 each in the capital of the Company (the “Shares”). Such mandate will lapse at the conclusion of the AGM.

An ordinary resolution will therefore be proposed at the AGM granting the Directors authority to repurchase Shares up to ten per cent. of the issued share capital of the Company in issue as at the date of passing of such resolution (the “Repurchase Mandate”). An explanatory statement as required under the Listing Rules to provide the requisite information concerning the Repurchase Mandate is set out in Appendix II hereto.

## **GENERAL MANDATE TO ISSUE SHARES**

It will also be proposed at the AGM two ordinary resolutions respectively granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding twenty per cent. of the issued share capital of the Company at the date of passing of such resolution (the “Issue Mandate”) and extending the Issue Mandate by adding to it the number of Shares up to ten per cent. of the issued share capital of the Company as at the date of passing the relevant resolution approving the Repurchase Mandate repurchased by the Company under the Repurchase Mandate. Assuming no further Shares are issued or repurchased prior to the AGM and subject to the approval of the Issue Mandate, the Company would be allowed under such mandate to issue a maximum of 350,808,000 Shares during the course of the period prior to the next annual general meeting of the Company to be held in 2008.

## **REFRESHMENT OF THE 10% GENERAL LIMIT ON GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME**

Under the rules of the Share Option Scheme:

- (1) the maximum number of Shares which may be issued upon exercise of all outstanding options granted and not yet exercised under the Share Option Scheme and any other share option schemes of the Company shall not exceed 30% of the Shares in issue from time to time;

- (2) the total number of Shares which may be issued upon exercise of all options (excluding options lapsed in accordance with the Share Option Scheme and any other share option scheme of the Company and its subsidiaries (the “Group”)) to be granted under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme (“General Scheme Limit”); and
- (3) the General Scheme Limit may be refreshed by obtaining approval of the shareholders of the Company (the “Shareholders”) at general meeting provided that such refreshed limit shall not exceed 10% of the Shares in issue as at the date of approval of such limit (the “Refreshed Limit”). Options previously granted under the Share Option Scheme and any other scheme of the Group (if any) (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option scheme of the Group) shall not be counted for the purpose of calculating the Refreshed Limit.

As at 17 July 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein (the “Latest Practicable Date”), the Company had no other share option scheme other than the Share Option Scheme.

Based on the total number of Shares in issue as at 1 September 2005, being the date of which the General Scheme Limit was last refreshed, the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme is 166,244,000 Shares. As at the Latest Practicable Date, options carrying the rights to subscribe for up to a total of 67,000,000 Shares, representing approximately 4.03% of the Shares in issue as at 1 September 2005, have been granted under the Share Option Scheme, and as at the Latest Practicable Date, 9,000,000 shares options were lapsed and none of these options has been exercised.

As at the Latest Practicable Date, the total number of outstanding share options under the Share Option Scheme and the relevant details are as follows:

| <b>Grantee</b>                | <b>Date of grant</b> | <b>Exercise price<br/>(HK\$)</b> | <b>Exercise period</b> | <b>Number of share options</b> |
|-------------------------------|----------------------|----------------------------------|------------------------|--------------------------------|
| Directors                     |                      |                                  |                        |                                |
| Mr. Wong Yu Lung, Charles     | 8/11/2004            | 0.148                            | 1/1/2007-7/11/2014     | 16,000,000                     |
| Mr. Ding Chung Keung, Vincent | 7/7/2006             | 0.210                            | 1/1/2010-6/7/2016      | 8,000,000                      |
| Mr. Kee Wah Sze               | 8/11/2004            | 0.148                            | 1/1/2007-7/11/2014     | 12,000,000                     |
| Mr. Melvin Jitsumi Shiraki    | 29/7/2005            | 0.132                            | 1/1/2007-28/7/2015     | 1,600,000                      |
| Miss Wong, Michelle Yatye     | 29/3/2007            | 0.256                            | 29/3/2010-28/2/2017    | 16,000,000                     |
| Mr. Xie Xiao Qing             | 29/3/2007            | 0.256                            | 29/3/2010-28/2/2017    | 16,000,000                     |
| Eligible employees            | 8/11/2004            | 0.148                            | 1/1/2007-7/11/2014     | 10,600,000                     |
| (in aggregate)                | 7/7/2006             | 0.210                            | 1/1/2010-6/7/2016      | 15,000,000                     |
|                               | 6/2/2007             | 0.174                            | 1/6/2007-5/2/2017      | 3,000,000                      |
|                               |                      |                                  |                        | 98,200,000                     |

As the purpose of the Share Option Scheme is to provide incentives and rewards to employees and eligible persons for their contributions to the Group, the Directors propose to refresh the General Scheme Limit in accordance with the rules of the Share Option Scheme and any other scheme of the Company (if any), which will be calculated as 10% of the issued share capital of the Company at the date of approval of the refreshment by the Shareholders. The Directors consider that the refreshment of the General Scheme Limit is in the interests of the Company and its Shareholders as it enables the Company to have more flexibility in providing incentives to those eligible persons by way of the granting of options.

Based on the issued share capital of 1,754,040,000 Shares as at the Latest Practicable Date and assuming that no further Shares will be issued prior to the date of the Shareholders' approval of the Refreshed Limit, the Refreshed Limit will enable the Company to grant options carrying the rights to subscribe for up to a total of 175,404,000 Shares under the Share Option Scheme and other scheme(s) of the Group (if any). An ordinary resolution will therefore be proposed at the AGM to refresh the General Scheme Limit to 10% of the issued share capital of the Company at the date of the Shareholders' approval of the Refreshed Limit.

The refreshment of the General Scheme Limit is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the Refreshed Limit at the AGM; and
- (b) the Stock Exchange granting the approval of the listing of, and permission to deal in, the new Shares which may be issued upon exercise of options to be granted under the Refreshed Limit.

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the new Shares which may be issued upon exercise of options to be granted under the Refreshed Limit.

## **AMENDMENTS TO ARTICLES OF ASSOCIATION**

A special resolution (Resolution 8, the full text of which is set out in the notice convening the AGM in this circular) will be proposed at the AGM to amend the Articles to align them with the Listing Rules as a result of recent revision of certain rules.

## **PROCEDURES FOR DEMANDING A POLL**

Pursuant to the Articles, at any general meeting of the Company, a resolution put to the vote of the meeting shall be decided on a show of hands unless before or upon the declaration of the result of the show of hands a poll is demanded by:

- (a) the Chairman (being a person entitled to vote); or
- (b) at least three members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) a member or members present in person or in case of a member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or

- (d) a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that rights; or
- (e) if required by the Listing Rules, any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing 5% or more of the total voting rights at such meeting.

A demand by a person as proxy for a member or in the case of a member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a member.

### **ACTION TO BE TAKEN**

A notice convening the AGM is set out on pages 12 to 18 of this circular.

Enclosed with the annual report of the Company for the year ended 31 March 2007 (the “Annual Report”) is a form of proxy for use at the AGM. Whether or not you intend to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong so as to be received not less than 48 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 re-election of the retiring Directors, the Repurchase Mandate, the Issue Mandate, the refreshment of the 10% general limit on grant of options under the Share Option Scheme and the proposed amendments to the existing Articles are in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,  
By order of the Board  
**Wong Yu Lung, Charles**  
*Chief Executive Officer*

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. Wong Yu Lung, Charles (“Mr. Wong”), aged 57, the Deputy Chairman and the Chief Executive Officer of the Company, has been appointed as an executive Director since January 2003. He has over thirty years of worldwide experience in the procurement and logistics of consumer products. He is an international entrepreneur of repute and was the co-founder and chief executive officer of Pacific Resources Export Limited (“Pacific Resources”). Pacific Resources had been the worldwide exclusive procurement agent for Wal-mart for twelve years until 2002, with annual turnover reaching approximately US\$6.5 billion. Throughout his years in operating Pacific Resources and twenty-nine branch offices spreading over the world including the United States, South America, Central America, Indian Subcontinent, Middle East, Asia and Europe, Mr. Wong has accumulated valuable experience and profound knowledge, in particular, market mechanism and demand, manufacturing industry, financial market, capital investment and asset management. Mr. Wong did not hold any directorship in other listed public companies in the last three years.

Pursuant to the service agreement entered into between the Company and Mr. Wong which has no fixed term and provides for mutual termination by one month’s notice, he receives a monthly remuneration of HK\$120,000 and a discretionary bonus determined by the Board from time to time with reference to his qualification, experience, scope of responsibilities and the prevailing market conditions.

Mr. Wong is the father of Miss Wong, Michelle Yatyee, an executive Director. Save as disclosed in this circular, Mr. Wong does not have any relationship with any other Directors, senior management, substantial Shareholder or controlling Shareholder of the Company. As at the Latest Practicable Date, Mr. Wong was taken to be interested in a total of 924,996,705 Shares and underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (“SFO”). Save as disclosed above, he does not have any interests in the Shares within the meaning of Part XV of the SFO.

- (2) Mr. Kee Wah Sze (“Mr. Kee”), aged 59, has been an executive Director since January 2003. He is a practicing solicitor in Hong Kong and the senior partner of Michael Cheuk, Wong & Kee and also a notary public and a China-Appointed Attesting Officer in Hong Kong. He has over twenty years of experience in legal field and has extensive legal practice in commercial and corporate laws both in Hong Kong and the People’s Republic of China (the “PRC”). Mr. Kee did not hold any directorship in other listed public companies in the last three years.

Mr. Kee entered into a service agreement with the Company which has no fixed term and provides for mutual termination by one month’s notice. He receives a monthly remuneration of HK\$80,000 and a discretionary payment determined by the Board from time to time with reference to his duties and responsibilities with the Group and the prevailing market conditions.

Mr. Kee has no relationship with any Directors, senior management, substantial Shareholder or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Kee was interested in a total of 583,446,483 Shares and underlying Shares within the meaning of Part XV of the SFO. Save as disclosed above, he does not have any interests in the Shares within the meaning of Part XV of the SFO.

- (3) Mr. Melvin Jitsumi Shiraki (“Mr. Shiraki”), aged 61, has been a Director and a member of the Company’s Audit Committee since September 2004. He is a business commerce and trade industry professional with more than 30 years of experience in the international arena. He has successfully established buying agent offices in various Asian countries, advancing the growth of various U.S.A. retail import programs, negotiating contracts and supervising administrative, operative and business services. Mr. Shiraki has studied in the degree in Business Administration at the University of Hawaii, Honolulu. Mr. Shiraki did not hold any directorship in other listed companies in the last three years.

There is no service contract between Mr. Shiraki and the Company. His appointment is for a term of three years with effect from the date of appointment and is subject to retirement by rotation and re-election in accordance with the Articles. He is entitled to a director’s fee of HK\$60,000 per annum which has been 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. Shiraki does not have any relationship with any Directors, senior management, substantial Shareholder or controlling Shareholder of the Company. As at the Latest Practicable Date, Mr. Shiraki was interested in a total of 3,700,000 Shares and underlying Shares within the meaning of Part XV of the SFO. Save as disclosed above, he does not have any interests in the Shares within the meaning of Part XV of the SFO.

- (4) Miss Wong, Michelle, Yatye (“Miss Wong”), aged 26, 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.

Pursuant to the service agreement entered into between the Company and Miss Wong which has no fixed term and provides for mutual termination by one month’s notice, she receives a monthly remuneration of HK\$20,000 and a discretionary bonus determined by the Board from time to time, with reference to her qualification, experience, scope of responsibilities and the prevailing market conditions.

Miss Wong is the daughter of Mr. Wong, the Deputy Chairman and Chief Executive Officer of the Company. Save as disclosed herein, Miss Wong does not have any relationship with any other Directors, senior management, substantial Shareholder or controlling Shareholder of the Company. As at the Latest Practicable Date, she was interested in 16,000,000 underlying Shares within the meaning of Part XV of the SFO. Save as disclosed above, she does not have any interests in the Shares within the meaning of Part XV of the SFO.

- (5) Mr. Wang Jun (“Mr. Wang”), aged 66, was appointed as the Chairman and executive Director on 2 April 2007. He graduated from Harbin Engineering Institute in the PRC and was the former Chairman of CITIC Group in Beijing, the PRC and is currently the chairman of Poly (Hong Kong) Investments Limited and CITIC 21CN Company Limited, the honorary chairman of HKC (Holdings) Limited and the independent non-executive director of China Communications Services Corporation Limited, the issued shares of all the aforesaid companies are listed on the Main Board of the Stock Exchange. Save as disclosed above, Mr. Wang did not hold any directorship in other listed public company in the last three years.

Pursuant to the service agreement entered into between the Company and Mr. Wang which has no fixed term and provides for mutual termination by one month’s notice, he is entitled to a monthly remuneration of HK\$120,000 and a discretionary bonus determined by the Board from time to time with reference to his experience, duties and responsibilities with the Company and the prevailing market conditions.

Mr. Wang is not connected with any Directors, senior management or substantial Shareholders or controlling Shareholders of the Company. As at the Latest Practicable Date, he was interested in 67,001,300 Shares within the meaning of Part XV of the SFO. Save as disclosed above, he does not have any interests in the Shares within the meaning of Part XV of the SFO.

- (6) Mr. Xie Xiao Qing, aged 46, was appointed as an executive Director on 10 April 2007. He graduated from Hubei Technology Institute, the PRC, and is a director of the subsidiaries of Rongzhong Group Limited (a 51% owned subsidiary of the Company). Save as disclosed above, Mr. Xie did not hold any directorship in other listed public company in the last three years. Mr. Xie is also the chairman of Wuhan Pawn Association and the guest professor of the Management Technology College of the Hubei University of Economy.

Pursuant to the service agreement entered into between the Company and Mr. Xie which has no fixed term and provides for mutual termination by one month’s notice, he is entitled to a monthly remuneration of HK\$50,000 and a discretionary bonus determined by the Board from time to time with reference to his experience, duties and responsibilities with the Company and the prevailing market conditions.

Mr. Xie is not connected with any Directors, senior management or substantial Shareholders or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Xie was interested in 16,000,000 underlying Shares within the meaning of Part XV of the SFO. Save as disclosed above, he does not have any interests in the 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.



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 issued ordinary share capital of the Company comprised 1,754,040,000 Shares. On the basis that no further Shares are issued or repurchased prior to the AGM 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 175,404,000 Shares during the course of the period prior to the next annual general meeting of the Company to be held in 2008.

### **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 memorandum of association and the Articles of the Company and the laws of Hong Kong.

As compared with the financial position disclosed in the audited financial statements for the year ended 31 March 2007 as contained in the Annual Report, 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 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 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 Hong Kong Code on Takeovers and Mergers (the "Code"). As a result, a Shareholder or a group of the Shareholders acting in concert (as defined in the 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") and Ace Solomon Investments Limited ("Ace Solomon") were interested in approximately 28.35% and 19.32% of the issued ordinary share capital of the Company respectively. Ace Solomon is a party acting in concert with Allied Luck. Assuming that there will be no change to the issued ordinary share capital of the Company 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 shareholding of Allied Luck and Ace Solomon in the Company will be increased to approximately 31.50% and 21.47% of the issued ordinary share capital of the Company respectively and together they and parties acting in concert with them may be required to make a mandatory general offer under Rule 26 of the Code.

The Directors have no present intention to exercise the Repurchase Mandate to such extent that it would result in less than 25% of the issued share capital of the Company 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:

| <b>Month</b>                             | <b>Price per Share</b>                |                                      |
|--|---------------------------------------|--------------------------------------|
|  | <b>Highest price</b><br><i>(HK\$)</i> | <b>Lowest price</b><br><i>(HK\$)</i> |
| <b>2006</b>                              |                                       |                                      |
| July                                     | 0.212                                 | 0.158                                |
| August                                   | 0.290                                 | 0.144                                |
| September                                | 0.255                                 | 0.154                                |
| October                                  | 0.202                                 | 0.166                                |
| November                                 | 0.222                                 | 0.165                                |
| December                                 | 0.185                                 | 0.157                                |
| <b>2007</b>                              |                                       |                                      |
| January                                  | 0.188                                 | 0.157                                |
| February                                 | 0.230                                 | 0.167                                |
| March                                    | 0.315                                 | 0.210                                |
| April                                    | 1.300                                 | 0.260                                |
| May                                      | 1.240                                 | 0.860                                |
| June                                     | 1.470                                 | 1.080                                |
| July (up to the Latest Practicable Date) | 1.400                                 | 1.160                                |

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# NOTICE OF ANNUAL GENERAL MEETING

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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)*

**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 Friday, 28 September 2007 at 10:00 a.m. to transact the following ordinary business:

1. to receive and adopt the audited financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 March 2007;
2. 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. Wong Yu Lung, Charles;
  - (b) Mr. Kee Wah Sze;
  - (c) Mr. Melvin Jitsumi Shiraki;
  - (d) Miss Wong, Michelle Yatye;
  - (e) Mr. Wang Jun; and
  - (f) Mr. Xie Xiao Qing;
3. 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, to pass with or without amendment(s), the following resolutions as ordinary resolutions:

4. **“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 shares in the capital of the

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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 recognized by the Securities and Futures Commission of Hong Kong and the 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 nominal amount of the shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed ten per cent. of the aggregate nominal amount of the share capital 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 the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) 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.”;

5. **“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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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;
- (c) the aggregate nominal amount of share capital 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 twenty per cent. of the aggregate nominal amount of the share capital 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 the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) 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

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“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).”;

6. “**THAT** conditional upon the passing of resolution numbered 4 and numbered 5 set out in this notice, the aggregate nominal amount of the share capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution numbered 4 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution numbered 5 above.”;
7. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, any shares of the Company which may be issued pursuant to the exercise of any options under the existing share option scheme of the Company adopted on 18 September 2002 and amended on 29 August 2003 (the “Scheme”), the refreshment of the Scheme and any other share option scheme(s) of the Company (if any), up to 10% of the number of the ordinary shares of the Company in issue as at the date of the passing of this resolution (“Refreshed Limit”) be and is hereby approved and any Director be and is hereby authorized to do all such acts and execute such document to effect the Refreshed Limit.”;

and, by way of special business, to consider and, if thought fit, to pass with or without amendments, the following resolution as a special resolution:

8. “**THAT** the Articles of Association of the Company be amended as follows:
  - (A) by deleting Articles 153, 154 and 155 in its entirety and substituting the following new Articles 153, 154 and 155:

153. 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

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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.

154. 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;



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## NOTICE OF ANNUAL GENERAL MEETING

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- (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.
155. (1) Any Notice or other document delivered or sent by post to or left at the registered address of any Member in pursuance of these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.
- (2) 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.

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- (3) Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the Register shall have been duly given to the person from whom he derives his title to such share.

(B) by deleting Articles 156, 157, 158, 159, 160 and 161 in its entirety.”

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

Hong Kong, 23 July 2007

*Registered office:*

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

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf. The proxy need not be a member of the Company.
2. A form of proxy in respect of the meeting is enclosed. Whether or not you intend to attend the 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 46th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
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 meeting either personally or by proxy in respect of such share as if he 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 I of this circular which this notice forms part.