
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
AND
(3) 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 Friday, 15 September 2017 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.

27 July 2017

CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
Introduction	3
Repurchase Mandate and Issue Mandate	4
Re-election of Retiring Directors	4
The AGM	5
Book Closure for AGM Attendance	5
Recommendation	5
Responsibility Statement	6
 APPENDIX I – EXPLANATORY STATEMENT	
	7
 APPENDIX II – DETAILS OF THE DIRECTORS TO BE RE-ELECTED ..	
	10
 THE AGM NOTICE	
	AGM-1

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 Friday, 15 September 2017 at 10:00 a.m. at JW Marriott Ballroom, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong
“AGM Date”	Friday, 15 September 2017
“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
“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
“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. 5 of the AGM Notice

DEFINITIONS

“Latest Practicable Date”	24 July 2017, 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
“Repurchase Mandate”	the general mandate to repurchase Shares proposed to be granted to the Directors as described in the ordinary resolution no. 4 of the AGM Notice
“Repurchase Resolution”	the ordinary resolution no. 4 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

Registered office:

Unit 3901, 39th Floor

Tower One, Lippo Centre

89 Queensway

Hong Kong

Independent non-executive Directors:

Mr. Ma Ho Fai GBS JP

Mr. Cheng Yuk Wo

Mr. Ng Chi Keung MH

27 July 2017

*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
AND
(3) 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. 4 of the AGM Notice;
- (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. 5 (and the extension thereto as described in the ordinary resolution no. 6 of the AGM Notice); and
- (c) the re-election of the retiring Directors.

LETTER FROM THE BOARD

REPURCHASE MANDATE AND ISSUE MANDATE

At the annual general meeting of the Company held on 22 August 2016 general mandates were granted to the Directors to exercise all powers of the Company, *inter alia*, (i) to repurchase Shares not exceeding 10% of the total number of Shares in issue on 22 August 2016, and (ii) to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue on 22 August 2016 and the number of 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. 4 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 no. 5 and no. 6, respectively, of the AGM Notice. As at the Latest Practicable Date, the number of Shares in issue was 2,761,912,843 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 552,382,568 Shares (subject to adjustment in the case of subdivision and consolidation of Shares).

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Articles 117 and 118 of the Articles, Mr. Wong Yu Lung, Charles, Mr. Ma Ho Fai GBS JP and Mr. Ng Chi Keung MH 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.

LETTER FROM THE BOARD

THE AGM

A notice convening the AGM to be held on Friday, 15 September 2017 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.

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.

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 Tuesday, 12 September 2017 to Friday, 15 September 2017 (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 Monday, 11 September 2017.

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 and the re-election of the retiring Directors 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.

LETTER FROM THE BOARD

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 (other than Mr. Wang Jun who is ill and is currently hospitalised), 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
Wong Yu Lung, Charles
Deputy Chairman

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 2,761,912,843 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 276,191,284 Shares during the Relevant Period (as defined in ordinary resolution no. 4(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 2017, 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 30.99%, 25.99% and 4.44% 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 34.43%, 28.88% and 4.93% of the issued Shares respectively, and such increase may give rise to Allied Luck an obligation to make a mandatory offer under the Takeovers Code.

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>
2016		
August	0.290	0.260
September	0.280	0.260
October	0.330	0.270
November	0.355	0.265
December	0.280	0.250
2017		
January	0.275	0.255
February	0.265	0.242
March	0.250	0.230
April	0.255	0.210
May	0.238	0.217
June	0.235	0.176
July (up to the Latest Practicable Date)	0.200	0.184

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 67, the Deputy Chairman 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 (3) years preceding the Latest Practicable Date.

Mr. Wong’s directorship with the Company is subject to retirement by rotation at least once every three (3) years pursuant to the relevant provisions under the Articles. He 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 notice. Mr. Wong receives a monthly remuneration of HK\$138,000 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 Ms. Wong, Michelle Yatyee, an executive Director. He is the trustee of two discretionary trusts and the property of those trusts include the issued shares of Allied Luck Trading Limited (a controlling Shareholder of the Company) and Ace Solomon Investment Limited (a substantial Shareholder of the Company). He is also the director of Allied Luck Trading Limited and Ace Solomon Investment Limited respectively. 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 1,573,745,517 Shares and 128,000,000 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 GBS JP (“Mr. Ma”), aged 65, 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) Mr. Ng Chi Keung MH (“Mr. Ng”), aged 54, was appointed as an independent non-executive Director on 2 December 2011. He is the Chairman of the Company’s Nomination Committee and a member of the Company’s Audit Committee. Mr. Ng holds a Bachelor Degree in Social Sciences from The University of Hong Kong and an Executive Master Degree in Business Administration from The Chinese University of Hong Kong. Mr. Ng is a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Prior to joining the Company, he had been working in an international accounting firm for twenty-six (26) years, during which he was admitted as a partner and was in the position of acting as the deputy managing partner for the National Audit function of their practice in China prior to his retirement. Mr. Ng was a past president of the Association of Chartered Certified Accountants, he is currently serving as a director of Nano and Advanced Materials Institute Limited and a member of the Innovation and Technology Venture Fund Advisory Committee.

Mr. Ng has not previously held any position with the Company and other members of the Company’s group. He does not have any relationship with any directors, senior management, or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, he was interested in 2,600,000 underlying shares of the Company within the meaning of Part XV of the SFO. In the last three (3) years preceding the Latest Practicable Date, Mr. Ng has not held any directorship in other listed companies.

Mr. Ng has not entered into any service contract with the Company. His appointment is for a term of three (3) years with effect from his date of appointment, subject to retirement by rotation and re-election at the Company's annual general meeting thereafter in accordance with the Articles. He is entitled to a director's fee of HK\$20,000 per month 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.

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.

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 Friday, 15 September 2017 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 2017;
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 as executive director;
 - (b) Mr. Ma Ho Fai GBS JP as independent non-executive director; and
 - (c) Mr. Ng Chi Keung MH as independent non-executive director; and
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, pass (with or without modifications), the following ordinary resolutions numbered 4 to 6:

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 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 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;

THE AGM NOTICE

(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.”

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;

(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;

THE AGM NOTICE

- (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).”

THE AGM NOTICE

6. “**THAT** conditional upon the passing of the resolutions set out in paragraphs 4 and 5 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 5 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 4 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).”

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

Hong Kong, 27 July 2017

Registered office:

Unit 3901, 39th Floor
Tower One, Lippo Centre
89 Queensway
Hong Kong

THE AGM NOTICE

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 27 July 2017.
7. For the purposes of determining shareholders' eligibility to attend and vote at the above meeting, the register of members of the Company will be closed. Details of such closure is set out below:

Latest time to lodge transfer documents for registration	4:30 p.m. on Monday, 11 September 2017
Closure of register of members	Tuesday, 12 September 2017 to Friday, 15 September 2017 (both dates inclusive)
Record date	Friday, 15 September 2017

During the above closure period no transfer of shares will be registered. To be eligible to attend and vote at the above meeting, 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.