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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**, 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim 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: 00172)**

### PROPOSALS FOR GRANT OF GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

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A notice convening the annual general meeting of the Company to be held at 24/F, OfficePlus@Wan Chai, 303 Hennessy Road, Wanchai, Hong Kong on 28 December 2020 at 10:30 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 48 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.

#### PRECAUTIONARY MEASURES FOR AGM

Please note that the following precautionary measures will be implemented by the Company at the AGM due to the COVID-19 pandemic (see pages 6-7 for details):

- Compulsory temperature checks
- Wearing of surgical face mask
- No provision of refreshments or drinks

Attendees who do not comply with the precautionary measures may be denied entry into the AGM venue, at the absolute discretion of the Company as permitted by law. For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the chairman of the meeting as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.



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## DEFINITIONS

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*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 Monday, 28 December 2020 at 10:30 a.m. at 24/F, OfficePlus@Wan Chai, 303 Hennessy Road, Wanchai, Hong Kong
“AGM Date”	Monday, 28 December 2020
“AGM Notice”	the notice of the AGM
“Articles”	the articles of association of the Company as amended from time to time
“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. 6 of the AGM Notice

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## DEFINITIONS

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“Latest Practicable Date”	23 November 2020, 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. 5 of the AGM Notice
“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.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Wong Yu Lung, Charles (*Chairman*)

Ms. Wong, Michelle Yatye

*Independent non-executive Directors:*

Mr. Ma Ho Fai GBS JP

Mr. Cheng Yuk Wo

Mr. Yeh Shing Hang Kevin Arthur

*Registered office:*

Unit 3901, 39th Floor

Tower One, Lippo Centre

89 Queensway

Hong Kong

26 November 2020

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

Dear Sir or Madam,

**PROPOSALS FOR GRANT OF GENERAL MANDATES  
TO REPURCHASE SHARES AND ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
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 ordinary resolutions to be proposed at the AGM for *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;
- (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); and
- (c) the re-election of the retiring Directors.

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## LETTER FROM THE BOARD

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### REPURCHASE MANDATE AND ISSUE MANDATE

At the annual general meeting of the Company held on 27 September 2018, 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 27 September 2018, and (ii) to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue on 27 September 2018 and the number of Shares repurchased by the Company.

These general mandates will expire at the conclusion of the AGM. At the AGM, the Directors propose to seek the approval of the Shareholders for the granting to the Directors of the Repurchase Mandate and the Issue Mandate.

#### Repurchase Mandate

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. As at the Latest Practicable Date, the Company had an aggregate of 2,761,912,843 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 276,191,284 Shares.

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.

#### Issue Mandate

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. 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 between the Latest Practicable Date and the AGM Date, the Company would have an aggregate of 2,761,912,843 Shares in issue on the AGM Date and would be allowed under the Issue Mandate to issue a maximum of 552,382,568 Shares.

Details of the Issue Mandate and the extension of the Issue Mandate are set out in ordinary resolutions nos. 6 and 7 of the AGM Notice, respectively.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 117 of the Articles, Mr. Wong Yu Lung, Charles and Mr. Ma Ho Fai GBS JP shall retire by rotation at the AGM and they, being eligible, offer themselves for re-election at the AGM. In accordance with article 87 of the Articles, Mr. Yeh Shing Hang Kevin Arthur shall retire from office at the AGM and he, being eligible, offers himself for re-election at the AGM.

Each of the retiring Directors will be subject to retirement by rotation and re-election at annual general meetings of the Company at least once every three years.

According to code provision A.4.3 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, if an independent non-executive director serves more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by the Shareholders.

Mr. Ma has acted as an independent non-executive Directors for more than nine years as at the AGM Date. The Company has received from Mr. Ma a confirmation of his independence according to Rule 3.13 of the Listing Rules. Throughout his directorship with the Company, Mr. Ma has participated in meetings of the Board and Board committees to give impartial advice and exercise independent judgement. Mr. Ma does not have any management role in the Group and any relationship with any Director, senior management, substantial or controlling shareholder of the Company. Based on the aforesaid, the Board considers Mr. Ma to be independent under the Listing Rules and therefore recommends his re-election as an independent non-executive Director notwithstanding the fact that he has served the Company for more than nine years.

The biographical details of Mr. Wong Yu Lung, Charles, Mr. Ma Ho Fai GBS JP and Mr. Yeh Shing Hang Kevin Arthur are set out in Appendix II to this circular.

### THE AGM

A notice convening the AGM to be held on 28 December 2020 at 10:30 a.m. at 24/F, OfficePlus@Wan Chai, 303 Hennessy Road, Wanchai, 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.

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 48 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.

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## LETTER FROM THE BOARD

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### **VOTING BY WAY OF POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **BOOK CLOSURE FOR AGM ATTENDANCE**

The register of members of the Company will be closed from 22 December 2020 to 28 December 2020 (both days inclusive), for the purpose of determining entitlement of the Shareholders to the right to attend and vote at the AGM, during which period no transfer of shares in the Company will be effected.

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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 21 December 2020.

### **RECOMMENDATION**

The Directors consider that the proposed resolutions for the grant 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.

### **PRECAUTIONARY MEASURES FOR THE AGM**

At the time of issuing this circular, many countries and regions around the world, including Hong Kong, are still devoting vigorous efforts to control the spreading of the COVID-19 pandemic. To safeguard the health and safety of Shareholders who might be attending the AGM in person, and to help prevent the spread of the disease, the Company will implement the following precautionary measures at the AGM:

- Compulsory body temperature checks will be carried out on every attendee at the entrance of the AGM venue. Any person with a body temperature above the reference range quoted by the Hong Kong Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the AGM venue and be requested to leave the AGM venue.
- Every attendee will be required to wear a surgical face mask throughout the AGM and sit at a distance from other attendees. Please note that no masks will be provided at the AGM venue and attendees should wear their own masks.

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## LETTER FROM THE BOARD

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- No refreshments or drinks will be provided to the attendees at the AGM.

Attendees are in addition requested to observe and practise good personal hygiene at all times. To the extent permitted by law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue so as to ensure the health and safety of the attendees at the AGM.

The Company reminds Shareholders that attendance at the AGM in person is not necessary for the purpose of exercising voting rights. Shareholders may consider appointing the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements. Shareholders should check the websites of the Company and the Stock Exchange for further announcement and update on the AGM arrangements, if any.

### **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.

### **FURTHER INFORMATION**

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,  
By order of the Board  
**Wong Yu Lung, Charles**  
*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 period up to the conclusion of the next annual general meeting of the Company, or the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held, or the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders at a general meeting of the Company, whichever of these three events occurs first.

## **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**

Repurchases pursuant to the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any repurchases will be made out of funds of the Company legally permitted to be utilized in this connection in accordance with its memorandum of association, the Articles, the Listing Rules and the applicable laws of Hong Kong. The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts for the year ended 31 March 2020) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not intend 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. DIRECTORS' DEALINGS AND CONNECTED PERSONS**

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their close associates (as defined in the Listing Rules), 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.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she 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. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Company's memorandum of association, the Articles, the Listing Rules and the applicable laws of Hong Kong.

#### **6. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company in the six months immediately preceding the Latest Practicable Date.

#### **7. 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 Takeovers Code.

As at the Latest Practicable Date, Allied Luck Trading Limited ("Allied Luck") and Ace Solomon Investments Limited ("Ace Solomon") were directly or indirectly interested in approximately 30.99% and 26.06% of the issued Shares respectively. Ace Solomon is a party 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 and Ace Solomon in the Company will be increased to approximately 34.43% and 28.95% of the issued Shares respectively. To the best of the knowledge and belief of the Directors, such increase would not give rise to 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.

**8. SHARES PRICES**

Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 28 June 2019 and will remain suspended until further notice. The closing price of the Share on the date immediately before the suspension of trading of the Shares as at 27 June 2019 was HK\$0.08.

The following are 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 69, has been appointed as the Chairman of the Company with effect from 21 June 2019. He has been an executive Director of the Company since January 2003 and is responsible for the corporate strategic planning of the Group. He is the Chairman of the nomination committee of the Company and a member of the remuneration committee of the Company. Mr. Wong 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 President of Pacific Resources Export Limited (“PREL”). PREL was the exclusive worldwide sourcing agent for Wal-mart Stores and Sam’s Club for twelve years until 2002, with an annual turnover of US\$6.5 billion. Throughout his years in operating PREL with 29 branch offices across the globe, (including the United States of America, South America, Central America, Indian Subcontinent, Middle East, Asia and Europe), Mr. Wong has accumulated valuable experience and profound knowledge in the manufacturing and sourcing industry, financial markets, and asset management business.

Mr. Wong’s directorship with the Company is subject to retirement by rotation at least once every three (3) years pursuant to the Articles. He has entered into 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 interested and deemed to be interested in 1,678,465,517 Shares, representing approximately 60.77% of the issued share capital of the Company within the meaning of Part XV of the SFO.

- (2) Mr. Ma Ho Fai GBS JP (“Mr. Ma”), aged 69, joined the Company as an independent non-executive Director in February 2003. He is a member of the audit committee, remuneration committee and nomination committee of the Company. Mr. Ma is a partner of Woo Kwan Lee & Lo and was admitted as a solicitor in Hong Kong, England and Wales, Australian Capital Territory and the Republic of Singapore, and is a China-Appointed Attesting Officer. He is a Deputy to the National People’s Congress of the PRC, the Chairperson of the Travel Industry Authority, the Chairman of the Protection of Wages on Insolvency Fund Board and the President of the Association of China-Appointed Attesting Officers Limited. Mr. Ma was also appointed as a non-executive director of the Insurance Authority. In addition, he is currently an independent non-executive director of Asiaray Media Group Limited, a company listed on the Stock Exchange (stock code: 1993).

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 does not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Ma was interested and deemed to be interested in 2,700,000 Shares, representing approximately 0.1% of the issued share capital of the Company within the meaning of Part XV of the SFO.

- (3) Mr. Yeh Shing Hang Kevin Arthur (“Mr. Yeh”), aged 39, joined the Company as an independent non-executive Director in September 2019. He is also a member of the audit committee of the Company. Mr. Yeh joined Hammer Capital Asset Management Limited (“Hammer Capital”), a company licensed by the Securities and Futures Commission for Type 9 regulated activity (asset management). Mr. Yeh is currently a director and licensed representative of Hammer Capital and is responsible for managing funds on a discretionary basis with primary focus on structured finance solutions. Prior to joining Hammer Capital, Mr. Yeh worked at J.P. Morgan and Citicorp International Limited respectively where he was responsible for delivering corporate finance, capital markets and operating solutions to corporate clients. Mr. Yeh graduated from Amherst College with a Bachelor of Arts in Economics.

Mr. Yeh has entered into a letter of appointment as an independent non-executive Director with the Company for an initial term of two years commencing on 16 September 2019, which will be renewable automatically by one year on the expiry of such initial term and can be terminated by either party by serving two months’ notice in writing. Mr. Yeh is entitled to a director’s fee of HK\$240,000 per annum

as specified in his letter of appointment, which was determined by the Board (the decision of which was based on the recommendation of the remuneration committee of the Company) with reference to his duties and responsibilities within the Group and the market rate for similar position. Such remuneration is subject to review by the remuneration committee of the Company and the Board from time to time.

Mr. Yeh does not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Yeh did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, none of the retiring Directors held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to the Latest Practicable Date.

None of the retiring Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

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.

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## NOTICE OF AGM

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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 ANNUAL GENERAL MEETING**

**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 24/F, OfficePlus@Wan Chai, 303 Hennessy Road, Wanchai, Hong Kong on Monday, 28 December 2020 at 10:30 a.m. for the following purposes:

#### **ORDINARY RESOLUTIONS**

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 2019.
2. 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 2020.
3.
  - (a) to re-elect Mr. Wong Yu Lung, Charles as an executive director.
  - (b) to re-elect Mr. Ma Ho Fai GBS JP, who has already served the Company for more than nine years, as an independent non-executive director.
  - (c) to re-elect Mr. Yeh Shing Hang Kevin Arthur as an independent non-executive director.
  - (d) to authorise the board of directors of the Company to fix the remuneration of directors of the Company.
4. to re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration,
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

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## NOTICE OF AGM

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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;

- (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 at a 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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## NOTICE OF AGM

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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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And as special business, to consider and, if thought fit, to pass the following as ordinary resolution:

7. “**THAT** conditional upon the passing of the resolutions set out in resolutions numbered 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 resolution numbered 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 resolution numbered 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).”

By Order of the Board  
**Goldbond Group Holdings Limited**  
**Wong Yu Lung, Charles**  
*Chairman*

Hong Kong, 26 November 2020

*Registered office:*

Unit 3901, 39th 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 requested 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 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 48 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. A form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
7. On a poll, every member present at the meeting shall be entitled to one vote for every fully paid-up share of which he is the holder. The result of such poll shall be deemed for all purposes to be the resolution of the meeting at which the poll was so directed or demanded.
8. The register of members of the Company will be closed from 22 December 2020 to 28 December 2020 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 21 December 2020.