

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt, please contact your stockbroker or the Company Secretary.

If you have sold your shares, please contact your stockbroker or the Company Secretary.

If you are in any doubt, please contact your stockbroker or the Company Secretary.



GOLDLION HOLDINGS LIMITED
金利來集團有限公司
(incorporated in Hong Kong under the Hong Kong Companies Ordinance)
(Stock Code: 533)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SECURITIES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

Annual General Meeting (AGM) of Goldlion Holdings Limited (the Company) will be held on Monday, 23 March 2008, at 10:30 a.m. at the Grand Hyatt Hotel, 88 Queensway, Hong Kong. The AGM will be held in English and Chinese. The agenda of the AGM includes the election of directors, the re-election of directors, the proposal to issue shares, the proposal to repurchase securities, and the proposal to amend the articles of association. The AGM will be held at the Grand Hyatt Hotel, 88 Queensway, Hong Kong, on Monday, 23 March 2008, at 10:30 a.m. The AGM will be held in English and Chinese. The agenda of the AGM includes the election of directors, the re-election of directors, the proposal to issue shares, the proposal to repurchase securities, and the proposal to amend the articles of association.

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DEFINITIONS

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

- 2008 AGM- 2008 Annual General Meeting of the Company held on 15th March 2008, J. M. H. H. K., P. P., 88 Q. E. H. K. F., 23rd March 2008, 10:30.
- C. O.- The Company's Office, H. K.
- C. - General Headquarters of the Company.
- D. (-) - D. (-) of the Company.
- G. - The Company.
- H. K. - The Headquarters of the Company.
- L. P. D.- 23rd April 2008, L. P. D. of the Company.
- L. R.- The Registered Office of the Company.
- N. S. e - N. S. e of the Company.
- 21. M. 2002 - 21st March 2002.
- SFO- The Securities and Futures Office, H. K.
- S. (-) - S. (-) of \$0.10 of the Company.
- S. e (-) - S. e (-) of the Company.
- S. E. e - The Securities and Futures Commission.
- T. e. C. e - The Company's Meeting.
- \$, e. - H. K. of the Company.
- %- %.

LETTER FROM THE BOARD



GOLDLION HOLDINGS LIMITED

金利來集團有限公司

(incorporated in Hong Kong under the Hong Kong Companies Ordinance)

(Stock Code: 533)

Executive Directors:

Dr. TSANG H. C., G.B.M. (Chairman)

M. TSANG C. M., R.

(Deputy Chairman and Chief Executive Officer)

M. WONG Le K.

Non-executive Director:

M. NG M. C.

Independent Non-executive Directors:

Dr. LAU S., B.B.S.

Dr. WONG H. K., B.B.S., J.P.

M. W. IN, R.

Registered Office:

7, F.

G. H. C.

13-15, S. C.

S. Le

S.

Ne Te

H. K.

28, A. 2008

To the Shareholders

De S. M.

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SECURITIES
AND
RE-ELECTION OF DIRECTORS**

INTRODUCTION

The Board of Directors of Goldlion Holdings Limited (the "Company") is pleased to announce that the Company has received the proposals from the Shareholders of the Company to be put to the 2008 AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At the Annual General Meeting held on 25 May 2007, the shareholders of the Company approved the following resolutions at the 2008 AGM.

At the 2008 AGM, the shareholders of the Company approved the following resolutions: (1) to authorize the Directors to issue up to 10% of the total number of shares of the Company (the "Authorized Issuance Mandate") and (2) to authorize the Directors to repurchase up to 20% of the total number of shares of the Company (the "Authorized Repurchase Mandate"). The Company has issued 196,422,807 shares of ordinary shares and has repurchased 982,114,035 shares of ordinary shares under the Authorized Issuance Mandate and the Authorized Repurchase Mandate respectively since the 2008 AGM. The Company has also issued 10% of the total number of shares of the Company under the Authorized Issuance Mandate and repurchased 13.16% of the total number of shares of the Company under the Authorized Repurchase Mandate since the 2008 AGM.

The shareholders of the Company also approved the following resolutions at the 2008 AGM: (1) to re-elect Mr. Leung Kwok-hing as a Director of the Company and (2) to re-elect Mr. Leung Kwok-hing as a Director of the Company.

The Directors of the Company are pleased to announce that the shareholders of the Company have approved the following resolutions at the 2008 AGM:

RE-ELECTION OF DIRECTORS

At the 2008 AGM, Mr. Leung Kwok-hing, Director of the Company, was re-elected as a Director of the Company.

The following resolutions were passed at the 2008 AGM:

LETTER FROM THE BOARD

2008 AGM

... 13, 16. ... (7), (8), (9) ... :

... D ... C ... E ... 10% ... S, ... ;

... D ... S, ... 20% ... S, ... ;

... D ... S, ... S, ... R ... M ... ;

A, ... S, ... 2008 AGM ... 2008 AGM, ... C ... 7, F ... G ... H ... Ce ... 13-15 ... S, C ... S, Le ... S, ... Ne Te ... H ... K ... 48, ... 2008 AGM. ... C ... 2008 AGM ...

PROCEDURES FOR DEMANDING A POLL

P ... A ... 73. ... C ... A ... A ... (...) ... :

- () ... ;
() ... S, ... ;
() ... S, ... S, ... ;

The Board of Directors has authorized the Company to repurchase up to 10% of the Company's outstanding common stock from time to time through open market purchases, privately negotiated purchases, or other means.

The Board of Directors has authorized the Company to repurchase up to 10% of the Company's outstanding common stock from time to time through open market purchases, privately negotiated purchases, or other means.

1. LISTING RULES REQUIREMENTS FOR SHARE REPURCHASE

As a result of the Company's repurchase program, the Company's common stock is listed on the New York Stock Exchange under the ticker symbol "I".

() Shares of common stock are being repurchased under the program.

() Shares of common stock are being repurchased under the program. The Company's common stock is listed on the New York Stock Exchange under the ticker symbol "I".

2. SHARE CAPITAL

As of the end of the period, the Company had 98,211,403 shares of common stock outstanding.

Shares of common stock are being repurchased under the program. The Company's common stock is listed on the New York Stock Exchange under the ticker symbol "I".

3. REASONS FOR REPURCHASE

The Board of Directors has authorized the Company to repurchase up to 10% of the Company's outstanding common stock from time to time through open market purchases, privately negotiated purchases, or other means.

4. FUNDING OF REPURCHASE

The Company's common stock is listed on the New York Stock Exchange under the ticker symbol "I".

I, the undersigned, being a director of the Company, do hereby certify that the above is a true and correct copy of the explanatory statement as filed with the Registrar of Companies on 31.03.2007. H. K. Mehta, Director, Company.

5. SHARE PRICES

The following table shows the high and low closing prices of the shares of the Company during the period from 1st January 2007 to 31st December 2008:

	Highest \$	Lowest \$
2007		
April	1.80	1.62
May	2.22	1.69
June	2.06	1.90
July	2.68	1.88
August	2.31	1.67
September	2.82	2.00
October	3.15	2.65
November	2.72	2.45
December	2.81	2.52
2008		
January	2.75	2.12
February	2.35	2.14
March	2.43	2.00
April (including the period from 1st April to 31st April)	2.63	2.25

6. UNDERTAKING

I, the undersigned, being a director of the Company, do hereby certify that the above is a true and correct copy of the explanatory statement as filed with the Registrar of Companies on 31.03.2007. H. K. Mehta, Director, Company.

The above is a true and correct copy of the explanatory statement as filed with the Registrar of Companies on 31.03.2007. S. G. Mehta, Director, Company.

N... (L... R...), ...
 C... S... G...
 R... M... S...

7. TAKEOVERS CODE

I... S...
 C...
 T... C... A... S... S...
 C... R... 26... T... C...

T... D...
 T... C... S... R... M...

8. SUBSTANTIAL SHAREHOLDERS AND PUBLIC SHAREHOLDING

S... D... D...
 C... L... P... D...
 S... S...
 C... D... 2... 3... P... V... SFO...
 5%...
 G...

Name of holder of securities	Type of securities		Number of Shares held	Percentage to total issued share capital
H. C. F... M... L... (note)	S...	L... S...	613,034,750	62.42%
S... D... L... (L...)	S...	L... S...	160,616,000	16.35%
T... H. C. C... (M... L...)	S...	L... S...	53,880,750	5.49%

Note: H. C. F... M... L... T... H. C. (2007) F... S... 339,530,000... 273,504,750... G... T... H... C... S... T... H... C... G... T... H... C... S... T... H... C... G... U... T... S... U... D... T... H. C. M... L... K... T... H. C. (2007) F... S... S... D... L... S... U... T... M... L... T... H. C. (2007) F... S... S... T... H... C...

I, the undersigned, the Registrar of Companies, do hereby certify that the information furnished by the company in the above mentioned Form is true and correct to the best of my knowledge and belief and that the company is entitled to the benefit of section 10A of the Income Tax Act, 1961.

9. SHARES REPURCHASES MADE BY THE COMPANY

The company has not repurchased any shares during the financial year ended 31st March 2014.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

Madam Wong Lei Kuan, (Executive Director), 71, ... G...
M... H... C... K... C... A... L...
H... C... L... S... C... Me... C...
Ge... C... S... E... C... Me... A-C...
... Fe... E... D... C... De... F...
D... C... P... Pe... N... Re... Be...
M... e... C... Pe... P... C...
C... G... PRC... Se... N...

A... Le... P... D... M...
614,244,750... C... 1,210,000...
613,034,750... T... H...
C... (2007) F... Se... Dee... Se...
4, Q... 2007... D... T... H... C... F...
M... Le... M... T... C... M... R... S...
... C... P... V...
SFO.

M... D... T... H... C... C... M...
T... C... M... R... D... C... E... O... C...
S... D...

M... HK\$1,452,000...
... C... I...
... 0.5%...
... G...

M... A... D... M... A... C...

S... M...
... R... 13.51 (2) ()...
... L... R... S...

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

Dr. Lau Yue Sun, B.B.S., (Independent Non-executive Director), born 1967, male, Chinese, married, residing at Lee Heung Lee (No. 876) D. L., 30th floor, Heung Hei, N. C., Peiping, C. H. SAR, T. C. Geog. C. H. K. SAR, G. E. F. I. C. D. L., B, 1994.

D. L., C. L. P., C. V. SFO.

T. C. D. L. Heung Hei, C. A. A. C. D. L. HK\$180,000, HK\$100,000, HK\$50,000, A. C. HK\$20,000, Re. C. HK\$10,000, N. C. O. Re. (8), Geog. Mee. 19, M. 2006. U. D. L. D. L.

T. R. B. P. C. C. G. P. A. 14. L. R. U. R. B. P. A.4.3, 9. S. T. B. S. D. D. D. D. A. D. D. AGM.

D. L. 1994, S. AGM. T. B. C. P. E.1.1, I. C. D. D. D. D. A. D. AGM.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. B. L. D. L. R 3.13. D. D. C. B. B. T. B. D. L. D. D. 9.

S. D. L. R 13.51 (2), () L. R. S.

Dr. Wong Ying Ho, Kennedy, B.B.S., J.P., (Independent Non-executive Director), 45, C. A. O. H. M. P. K.H. K. H. & C. S. & N. D. N. C. C. P. C. H. & I. L. (688), G. T. C. L. (74), Q. J. M. S. C. L. (2366), I. F. N. H. L. (8123). D. R. I. L. (229), C. G. L. (320) 13, A. 2007, 4, Fe. 2008, C. C. L. (8157) 13, Q. 2006. D. B. 2004.

D. D. C. L. P. D. V. SFO.

T. C. D. H. C. A. A. C. D. HK\$180,000, HK\$100,000, B. HK\$50,000, A. C. HK\$20,000, R. C. HK\$10,000, N. C. O. R. (8), C. A. G. M. 19, M. 2006. U. D. D.

S. D. L. R 13.51 (2), () L. R. S.

NOTICE OF ANNUAL GENERAL MEETING



GOLDLION HOLDINGS LIMITED

金利來集團有限公司

(incorporated in Hong Kong under the Hong Kong Companies Ordinance)

(Stock Code: 533)

NOTICE IS HEREBY GIVEN, That the Annual General Meeting of Goldlion Holdings Limited (the Company) will be held at the J.M.B. Centre, Level 3, J.M.B. Centre, Hong Kong, People's Park, 88 Queen's Road, Hong Kong, on Friday, 23 May 2008, at 10:30 a.m. in English and Chinese:

- 1. To receive and approve the financial statements of the Company for the year ended 31 December 2007.
2. To elect the directors of the Company for the year ended 31 December 2007.
3. To re-elect Mr. Leung Kwok-ding as a director of the Company.
4. To re-elect Dr. Li Shou-son as a director of the Company.
5. To re-elect Dr. Hui Kee-keung as a director of the Company.
6. To re-elect Mr. ... as a director of the Company.

And to consider and, if thought fit, to pass the following Resolutions:

7. THAT:

- (1) To re-elect Mr. ... as a director of the Company.

NOTICE OF ANNUAL GENERAL MEETING

... ..
 R E G S E T ...
 S ... E ... H ... K ... L

 ;

() C ...
 C ...
 () R E P e 10%
 C ...
 ;

() R e P e

 :

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 C C O
 (C, 32 L H K) A
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8. THAT:

() () S e 57B ...
 C O (C, 32 L H K)
 R E G L S e T S E
 H K L e e e D e C
 R e P e (... .. e e e) e
 C e e e e e e
 C e e e e e e
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 e e e e e e e e ;

() ()
 D C R e P e
 e e e (... .. e e e
 e e e e e e e e
 e e e e e e e e
 R e P e ;

NOTICE OF ANNUAL GENERAL MEETING

(i) The Directors of the Company have decided to recommend a final dividend of 20% on the paid-up capital of the Company for the financial year ended 31st December 2019. The dividend is payable on 15th January 2020 to the holders of the shares of the Company as at the close of business on 15th December 2019. The dividend is payable in cash to the holders of the shares of the Company who are registered in the register of members of the Company as at the close of business on 15th December 2019. The dividend is payable to the holders of the shares of the Company who are registered in the register of members of the Company as at the close of business on 15th December 2019. The dividend is payable to the holders of the shares of the Company who are registered in the register of members of the Company as at the close of business on 15th December 2019.

(ii) The Directors of the Company have decided to recommend a final dividend of 20% on the paid-up capital of the Company for the financial year ended 31st December 2019.

The Board of Directors of the Company has decided to recommend a final dividend of 20% on the paid-up capital of the Company for the financial year ended 31st December 2019.

(i) The Directors of the Company have decided to recommend a final dividend of 20% on the paid-up capital of the Company for the financial year ended 31st December 2019.

(ii) The Directors of the Company have decided to recommend a final dividend of 20% on the paid-up capital of the Company for the financial year ended 31st December 2019. The dividend is payable on 15th January 2020 to the holders of the shares of the Company as at the close of business on 15th December 2019. The dividend is payable in cash to the holders of the shares of the Company who are registered in the register of members of the Company as at the close of business on 15th December 2019.

(iii) The Directors of the Company have decided to recommend a final dividend of 20% on the paid-up capital of the Company for the financial year ended 31st December 2019. The dividend is payable on 15th January 2020 to the holders of the shares of the Company as at the close of business on 15th December 2019. The dividend is payable in cash to the holders of the shares of the Company who are registered in the register of members of the Company as at the close of business on 15th December 2019.

The Board of Directors of the Company has decided to recommend a final dividend of 20% on the paid-up capital of the Company for the financial year ended 31st December 2019. The dividend is payable on 15th January 2020 to the holders of the shares of the Company as at the close of business on 15th December 2019. The dividend is payable in cash to the holders of the shares of the Company who are registered in the register of members of the Company as at the close of business on 15th December 2019.

NOTICE OF ANNUAL GENERAL MEETING

9. THAT, the Directors of the Company have resolved to pay a dividend of 10% on the profits of the Company for the year ended 31st March 2008, and to pay the same to the shareholders of the Company who are entitled to receive the same on the 28th day of April 2008.

B. Y. Kwok,
KAM Yiu Kwok
 Company Secretary

Hong Kong, 28, April 2008

Registered office:

7, Floor
 Gloucester House, Centre
 13-15, Street, Causeway
 Bay, Hong Kong
 Telephone
 2862 2222
 Hong Kong

Notes:

1. The dividend is payable to the shareholders of the Company who are entitled to receive the same on the 28th day of April 2008.
2. The dividend is payable to the shareholders of the Company who are entitled to receive the same on the 28th day of April 2008, at the registered office of the Company, Gloucester House, Centre, 13-15, Street, Causeway Bay, Hong Kong, or at the office of the Company Secretary, Gloucester House, Centre, 13-15, Street, Causeway Bay, Hong Kong, on the 28th day of April 2008, between the hours of 10:00 a.m. and 4:30 p.m.
3. The dividend is payable to the shareholders of the Company who are entitled to receive the same on the 28th day of April 2008, at the office of the Company Secretary, Gloucester House, Centre, 13-15, Street, Causeway Bay, Hong Kong, on the 28th day of April 2008, between the hours of 10:00 a.m. and 4:30 p.m.
4. The dividend is payable to the shareholders of the Company who are entitled to receive the same on the 28th day of April 2008, at the office of the Company Secretary, Gloucester House, Centre, 13-15, Street, Causeway Bay, Hong Kong, on the 28th day of April 2008, between the hours of 10:00 a.m. and 4:30 p.m.