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金利來

GOLDLION HOLDINGS LIMITED

金利來集團有限公司

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

(Stock Code: 0030)

**PROPOSALS FOR
GENERAL MANDATES TO
AND TO REPURCHASE
RE-ELECTION OF DIRECTORS
REVISION OF REMUNERATION
NON-EXECUTIVE DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 2019 AGM of Goldlion Holdings Limited is enclosed in this circular. The AGM will be held in the Conference Room, 7th Floor, Goldlion Holdings Centre, 13-15 Yuen Shun Street, Siu Lek Yuen, Shatin, New Territories, Hong Kong on Friday, 11th May 2019 at 10:30 a.m. (Hong Kong time) on pages 14 to 17 of this circular. Whether or not you intend to attend the AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the registered office of the company at the 7th Floor, Goldlion Holdings Centre, 13-15 Yuen Shun Street, Siu Lek Yuen, Shatin, New Territories, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the 2019 AGM or adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the 2019 AGM or adjourned meeting thereof if you so wish.

11th April 2019

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DEFINITIONS

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

“2019 AGM”	the 2019 Annual General Meeting of the Company convened to be held at the Main Conference Room, 7th Floor, Goldlion Holdings Centre, 13–15 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong on Friday, 17th May 2019 at 10:30 a.m.
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Company”	Goldlion Holdings Limited, a company incorporated in Hong Kong under the Companies Ordinance with limited liability
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	4th April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share Option Scheme”	the new share option scheme adopted by the Company on 23rd May 2014
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shareholder(s)”	holder(s) of the Shares
“Shares”	shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“\$”	Hong Kong dollars
“%”	per cent



GOLDLION HOLDINGS LIMITED
金利來集團有限公司

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

(Stock Code: 00533)

Executive Directors:

Mr. TSANG Chi Ming, Ricky, *J.P.*
(Chairman and Chief Executive Officer)
Madam WONG Lei Kuan

Non-executive Director:

Mr. NG Ming Wah, Charles

Independent Non-executive Directors:

Dr. LAU Yue Sun, *B.B.S.*
Mr. LI Ka Fai, David
Mr. NGUYEN, Van Tu Peter, *S.B.S.*

Registered Office:

7th Floor
Goldlion Holdings Centre
13–15 Yuen Shun Circuit
Siu Lek Yuen
Shatin
New Territories
Hong Kong

11th April 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
REVISION OF REMUNERATION OF
NON-EXECUTIVE DIRECTORS**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the 2019 AGM including (i) the proposals to grant to the Directors general mandates to issue Shares and to repurchase Shares; (ii) the re-election of Directors; and (iii) the revision of remuneration of non-executive Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At the Annual General Meeting duly convened and held on 18th May 2018, ordinary resolutions were approved by Shareholders to grant to the Directors a general mandate to exercise the powers of the Company to repurchase Shares and a further general mandate to allot, issue and deal with new Shares. Such general mandates, unless renewed, will lapse at the conclusion of the 2019 AGM.

At the 2019 AGM, ordinary resolutions will be proposed, as special business, to grant to the Directors (i) a general mandate to repurchase Shares, the aggregate number of Shares of which does not exceed 10% of the aggregate number of the Shares in issue as at the date of the passing of such resolution (the “Repurchase Mandate”) and (ii) a general mandate to allot, issue and deal with new Shares not exceeding 20% (which is equivalent to 196,422,807 Shares, on the basis of the Company’s total issued share capital of 982,114,035 Shares as at the Latest Practicable Date) of the aggregate number of the Shares in issue as at the date of such resolution plus the number of Shares actually repurchased by the Company since the grant of such mandate (up to a maximum of 10% of the aggregate number of the Shares in issue). Shareholders are referred to the Notice of the Annual General Meeting, set out on pages 14 to 17 of this circular, for details of the resolutions in relation to these general mandates which will be considered at the 2019 AGM. With reference to these resolutions, the Directors wish to state that they have no immediate plans to repurchase any Shares or to issue any new Shares pursuant to the relevant mandates.

An explanatory statement, as required by the Listing Rules to be sent to Shareholders in connection with the Repurchase Mandate, is set out in Appendix I to this circular. This contains all the information which the Directors consider reasonably necessary to enable the Shareholders to make an informed decision on whether or not to vote for or against the ordinary resolution to grant the Repurchase Mandate at the 2019 AGM.

The Directors have no immediate plans to issue new Shares other than the Shares which may fall to be issued upon the exercise of the options which may be granted under the New Share Option Scheme.

RE-ELECTION OF DIRECTORS

At the 2019 AGM, Mr. Tsang Chi Ming, Ricky and Dr. Lau Yue Sun will retire as Directors by rotation and, being eligible, offer themselves for re-election in accordance with Article 101 of the Articles of Association.

Particulars of the Directors who are proposed for re-election are set out in Appendix II to this circular.

LETTER FROM THE BOARD

REVISION OF REMUNERATION OF NON-EXECUTIVE DIRECTORS

As approved at the Company's Annual General Meeting held on 20th May 2016, the aggregate annual remuneration of the non-executive Directors had been fixed at HK\$300,000 which comprises a director's fee of HK\$150,000, and an additional remuneration in respect of membership in Board committees, being HK\$90,000 as a member of the Audit Committee, HK\$40,000 as a member of the Remuneration Committee and HK\$20,000 as a member of the Nomination Committee.

Having regard to the prevailing requirements in corporate governance and reporting obligations which requires the increasing commitment of the non-executive Directors, a resolution will be proposed at the 2019 AGM to revise, with effect from 1st January 2019, the annual remuneration of the non-executive Directors to a director's fee of HK\$180,000, and an additional remuneration in respect of membership in Board committees, being HK\$100,000 as a member of the Audit Committee, HK\$50,000 as a member of the Remuneration Committee and HK\$30,000 as a member of the Nomination Committee.

2019 AGM

Set out on pages 14 to 17 of this circular is a notice convening the Annual General Meeting. A proxy form for use by the Shareholders at the 2019 AGM is enclosed herewith. Whether or not you intend to attend the 2019 AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the registered office of the Company at 7th Floor, Goldlion Holdings Centre, 13–15 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the 2019 AGM or any adjournment thereof. Completion and return of a proxy form will not preclude you from attending and voting in person at the 2019 AGM or any adjourned meeting thereof if you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, every resolution put to the vote at the Annual General Meeting will be taken by way of poll. The Chairman of the 2019 AGM will exercise his power under Article 73 of the Articles of Association to put each of the resolutions to be proposed at the 2019 AGM to the vote by way of a poll.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the above proposals are in the interests of the Company and the Shareholders as a whole and accordingly recommend that all Shareholders vote in favour of the resolutions to be proposed at the 2019 AGM. So far as the Directors are aware, as at the Latest Practicable Date, no Shareholder is required to abstain from voting under the Listing Rules in respect of any of the resolutions to be proposed at the AGM.

Yours faithfully,
On behalf of the Board
Mr. TSANG Chi Ming, Ricky
Chairman and Chief Executive Officer

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors.

This Appendix also constitutes the memorandum required under Section 239(2) of the Companies Ordinance.

1. LISTING RULES REQUIREMENTS FOR SHARE REPURCHASE

All on-market share repurchases must be made in accordance with the Listing Rules, which set out various restrictions with which listed companies have to comply. In particular:

- (a) no shares may be repurchased unless they are fully paid-up; and
- (b) a listed company may not repurchase its own shares on the Stock Exchange unless, among other matters, its shareholders shall have given in advance a specific approval or a general mandate to the directors of the listed company to make such repurchases.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total issued share capital of the Company comprised 982,114,035 Shares.

Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the date of the 2019 AGM, based on the total issued share capital of the Company as at the Latest Practicable Date, the Company would be allowed under the Repurchase Mandate to repurchase up to 98,211,403 Shares which is equivalent to 10% of the total issued share capital of the Company.

3. REASONS FOR REPURCHASE

The Directors believe that it is in the interests of the Company and its Shareholders to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

4. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the Companies Ordinance and the Listing Rules. It is envisaged that such funds would only be paid from the distributable profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase to the extent allowable under the Companies Ordinance.

It is possible that, if the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period, there might be an adverse impact on the working capital or gearing position of the Group as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31st December 2018. However, the Directors do not propose to exercise the Repurchase Mandate to the extent that the repurchase would, in the circumstances, have a material adverse effect on the working capital position of the Group or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Group.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest	Lowest
	\$	\$
2018		
April	3.26	3.15
May	3.30	3.17
June	3.24	3.01
July	3.28	3.10
August	3.31	3.15
September	3.33	3.17
October	3.25	3.06
November	3.17	3.06
December	3.17	3.02
2019		
January	3.28	3.04
February	3.29	3.18
March	3.32	3.20
April (up to and including the Latest Practicable Date)	3.30	3.22

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate only in accordance with the Listing Rules, the applicable laws of Hong Kong and the regulations set out in the Articles of Association.

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, their respective associates, have any present intention, if the Repurchase Mandate is exercised, to sell any Shares to the Group.

No other connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Group, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If, as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchases of Shares pursuant to the Repurchase Mandate.

8. SUBSTANTIAL SHAREHOLDERS AND PUBLIC SHAREHOLDING

So far as is known to the Directors, the following parties, other than Directors or Chief Executive of the Company, have, as at the Latest Practicable Date, an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of the Division 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 5% or more of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

Name of holder of securities	Type of securities		Number of Shares held	Percentage to total issued share capital
Hin Chi Family Management Limited (<i>Note</i>)	Shares	Long positions	613,034,750	62.42%
		Short positions	–	–
Top Grade Holdings Limited (<i>Note</i>)	Shares	Long positions	613,034,750	62.42%
		Short positions	–	–
Silver Disk Limited (<i>Note</i>)	Shares	Long positions	160,616,000	16.35%
		Short positions	–	–
Tsang Hin Chi Charities (Management) Limited	Shares	Long positions	53,880,750	5.49%
		Short positions	–	–
FMR LLC	Shares	Long positions	59,086,331	6.02%
		Short positions	–	–

Note: Hin Chi Family Management Limited as trustee of the Tsang Hin Chi (2007) Family Settlement, held all of the issued share capital of Top Grade Holdings Limited ("Top Grade"). Top Grade was interested in 613,034,750 Shares in the Company including 160,616,000 Shares held by Silver Disk Limited, a wholly-owned subsidiary of Top Grade.

As at the Latest Practicable Date, Hin Chi Family Management Limited (“HCFML”) and Tsang Hin Chi Charities (Management) Limited (“THCCML”) held approximately 62.42% and 5.49%, respectively, of the current issued share capital of the Company of 982,114,035 Shares. In the event that the Repurchase Mandate is exercised in full, the aggregate percentage shareholding in Shares held by HCFML and THCCML would be increased to approximately 75.45% of the current issued share capital of the Company as adjusted for such repurchase. Such an increase would be treated as an acquisition of voting rights for the purposes of the Takeovers Code but would not give rise to an obligation on the part of either HCFML or THCCML to make a mandatory offer under Rule 26 of the Takeovers Code. However, the share capital of the Company in public hands would be reduced to less than 25%. The Directors have no present intention to exercise the Repurchase Mandate to the extent that the aggregate percentage of Shares held by public shareholders would amount to less than 25% of the issued share capital of the Company from time to time.

9. SHARES REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any Shares, whether on the Stock Exchange or otherwise, in the six months prior to the Latest Practicable Date.

Mr. Tsang Chi Ming, Ricky, J.P., (*Executive Director*), aged 52, is the Chairman and Chief Executive Officer of the Group. Mr. Tsang joined the Group in 1989 and was appointed as an executive Director in 2001 and as the Chief Executive Officer in 2005, Mr. Tsang was re-designated as Chairman on 16th April 2018. He has extensive commercial experience and is a member of the National Committee of the C.P.P.C.C.. Mr. Tsang is also vice chairman of Guangdong Federation of Industry & Commerce, vice chairman of Guangdong Province Federation of Returned Overseas Chinese, vice chairman of the Chinese General Chamber of Commerce, chairman of Hong Kong Guangdong Youth Association, executive chairman of Hong Kong Hakka Associations, executive chairman of Hong Kong Federation of Meizhou Associations, chairman of Hong Kong Meizhou General Chamber of Commerce, vice president of Centum Charitas Foundation, chairman of Proactive Think Tank Limited and an honorary citizen of Guangzhou and Meizhou.

As at the Latest Practicable Date, Mr. Tsang is deemed to be interested in a total of 614,438,750 shares in the issued capital of the Company, comprising 1,404,000 shares held directly under his name and 613,034,750 shares being controlled by the Tsang Hin Chi (2007) Family Settlement, a family trust established under a Deed of Settlement dated 4th October 2007 and made between Dr. Tsang Hin Chi as the settler and Hin Chi Family Management Limited as the trustee, the beneficiaries of which are members of his family including Mr. Tsang Chi Ming, Ricky. Save as aforesaid, he has no other interest in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Tsang is a son of Madam Wong Lei Kuan, executive Director of the Company. Save as aforesaid, he is not connected with any Directors, senior management, substantial or controlling shareholders of the Company.

Mr. Tsang is entitled to annual emoluments of approximately HK\$3,120,000 and RMB1,620,000 which are determined with reference to his duties and responsibilities within the Company. In addition, Mr. Tsang is also entitled to receive an annual bonus calculated at 2% of the consolidated net profit before taxation and fair value gain/loss on the investment properties of the Group.

Mr. Tsang has entered into a service agreement with the Company with no specific term of expiry but can be terminated by either party giving to the other six months' notice. As a Director, he is subject to retirement, and eligible for re-election, in accordance with the Articles of Association of the Company.

Save as disclosed herein, there is no other information relating to Mr. Tsang's re-election that needs to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

Dr. Lau Yue Sun, *B.B.S., (Independent Non-executive Director)*, aged 78, is the managing director of New Products Investment Limited and Jip Fair Development Limited. Dr. Lau has over 40 years of experience in manufacturing, electronics, plastic injection products and import/export business. He is a member of the Election Committee of Hong Kong SAR, an honorary standing committee member of the Chinese General Chamber of Commerce, permanent honorary president of Hong Kong Industrial & Commercial Association and director of Hong Kong Guangdong Chamber of Foreign Investors. He is also an advisor of Guangdong Education Foundation, vice chairman of Zhongkai University of Agriculture and Engineering, as well as honorary citizen of Shenzhen, Heyuan, Meizhou and Xingning. Previously, Dr Lau served as member of the National Committee of the C.P.P.C.C. from the Eighth through the Eleventh session.

Dr. Lau is not connected with any Directors, senior management or substantial and controlling shareholders of the Company. As at the Latest Practicable Date, he does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

There is no service contract between Dr. Lau and the Company. Dr. Lau will be appointed for a term of three years commencing from the date of the annual general meeting at which he is re-elected and will be subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the provisions of the Company's Articles of Association. For the year ended 31st December 2018, Dr. Lau received an aggregate annual remuneration of HK\$300,000 which comprises a director's fee of HK\$150,000 and an additional remuneration in respect of his membership in Board committees, being HK\$90,000 as a member of the Audit Committee, HK\$40,000 as a member of the Remuneration Committee and HK\$20,000 as a member of the Nomination Committee in accordance with ordinary resolution numbered 4 approved at the Company's Annual General Meeting held on 20th May 2016. Subject to the pass of ordinary resolution numbered 4 regarding the remuneration of non-executive Directors at the 2019 AGM, Dr. Lau will be entitled to receive a director's fee of HK\$180,000, and an additional remuneration in respect of his membership in Board committees, being HK\$100,000 as a member of the Audit Committee, HK\$50,000 as a member of the Remuneration Committee and HK\$30,000 as a member of the Nomination Committee.

Under the requirement of Code Provision A.4.3 of the Code on Corporate Governance Practices set out in Appendix 14 of the Listing Rules, any further appointment of an independent non-executive Director who has served more than nine years should be subject to a separate resolution to be approved by Shareholders. The Board should set out to Shareholders in the document accompanying a resolution to elect such an independent non-executive Director the reasons that they believe that such an independent non-executive Director continues to be independent and why he should be re-elected.

Dr. Lau has served as an independent non-executive Director since 1994 and his re-election is subject to separate resolution to be approved by Shareholders at the annual general meeting. The Board has complied with the Code Provision E.1.1 with regard to the requirement to propose a separate resolution in respect of each substantially separate issue at a general meeting. It is the Company's practice that separate resolutions were proposed at general meetings for the re-election of each individual Director whether such Director is an executive Director, a non-executive Director or an independent non-executive Director. Accordingly, re-election of Director will be voted on individually at the annual general meeting.

The Board had noted that Dr. Lau has complied with the requirements as to independent set out in Rule 3.13 of the Listing rules, has properly discharged his duties and responsibilities as an independent non-executive Director and has made positive contribution to the development of the Company through wise counsel, independent, constructive and informed comments and participation at Board and Board committees meetings. Therefore, the Board considers that Dr. Lau continues to be independent and is eligible for re-election as an independent non-executive Director notwithstanding the fact that he has served as an independent non-executive Director for more than nine years.

Save as disclosed herein, there is no other information relating to Dr. Lau's re-election that needs to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

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: 00533)

NOTICE IS HEREBY GIVEN that the 2019 Annual General Meeting of Goldlion Holdings Limited (the “Company”) will be held at the Main Conference Room, 7th Floor, Goldlion Holdings Centre, 13–15 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong on Friday, 17th May 2019 at 10:30 a.m. for the following purposes:

1. To receive and adopt the audited accounts and reports of the Directors and of the auditors of the Company for the year ended 31st December 2018.
2. To approve a final dividend in respect of the year ended 31st December 2018.
3. (a) To re-elect Mr. Tsang Chi Ming, Ricky as an executive Director.

(b) To re-elect Dr. Lau Yue Sun as an independent non-executive Director.

(c) To authorize the Board of Directors to fix the remuneration of executive Directors.
4. To revise, with effect from 1st January 2019, the annual remuneration of the non-executive Directors to a director’s fee of HK\$180,000, and an additional remuneration in respect of membership in Board committees, being HK\$100,000 as a member of the Audit Committee, HK\$50,000 as a member of the Remuneration Committee and HK\$30,000 as a member of the Nomination Committee.
5. To appoint auditors of the Company and to authorize the Board of Directors to fix their remuneration.

And, as special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions:

As Ordinary Resolutions

6. **“THAT:**
 - (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company on The

NOTICE OF ANNUAL GENERAL MEETING

Stock Exchange of Hong Kong Limited or any other stock exchange on which the shares in the capital of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of shares in the capital of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate number of shares in the capital of the Company in issue as at the date of the passing of this resolution; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earlier 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 Companies Ordinance (Chapter 622 of the Laws of Hong Kong) or the Articles of Association of the Company to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

7. **“THAT:**

- (a) subject to paragraph (c) of this resolution and pursuant to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company or securities convertible into shares in the capital of the Company and to make or grant offers, agreements and options (including bonds and debentures convertible into shares in the capital of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements and options (including bonds and debentures convertible into shares in the capital of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any issue of shares in the capital of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares in the capital of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares in the capital of the Company in lieu of the whole or part of a dividend on shares in the capital of the Company pursuant to the Articles of Association of the Company in force from time to time; or (iv) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, shall not exceed 20% of the aggregate number of shares in the capital of the Company in issue on the date of the passing of this resolution; and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 Companies Ordinance (Chapter 622 of the Laws of Hong Kong) or the Articles of Association of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares in the capital of the Company or issue of options to subscribe for shares in the capital of the Company open for a period fixed by the Directors of the Company to the holders of shares in the capital of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of shares in

