

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION



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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 SHARES,  
RE-ELECTION OF DIRECTORS,  
REMUNERATION OF  
NON-EXECUTIVE DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the 2013 AGM of Goldlion Holdings Limited 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, 24th May 2013 at 10:30 a.m. is set out on pages 14 to 18 of this circular. Whether or not you intend to attend and vote at the 2013 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 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 of the 2013 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 2013 AGM or adjourned meeting thereof if you so wish.

19th April 2013

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## DEFINITIONS

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

“2013 AGM”	the 2013 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, 24th May 2013 at 10:30 a.m.
“Companies Ordinance”	The Companies Ordinance, Chapter 32 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)”	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”	16th April 2013, 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
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	share(s) of \$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“\$” and “cents”	Hong Kong dollars and cents respectively
“%”	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: 533)**

*Executive Directors:*

Dr. the Hon. TSANG Hin Chi, G.B.M. (Chairman)  
Mr. TSANG Chi Ming, Ricky  
(Deputy Chairman and Chief Executive Officer)  
Madam WONG Lei Kuan

*Registered Office:*

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

*Non-executive Directors:*

Mr. NG Ming Wah, Charles  
Dr. WONG Ying Ho, Kennedy, B.B.S., J.P.

*Independent Non-executive Directors:*

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

19th April 2013

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
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 2013 AGM including (i) the re-election of Directors; (ii) the revision of remuneration of non-executive Directors; and (iii) the proposals to grant to the Directors general mandates to issue Shares and to repurchase Shares.

## LETTER FROM THE BOARD

### GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At the Annual General Meeting duly convened and held on 25th May 2012, 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 2013 AGM.

At the 2013 AGM, ordinary resolutions will be proposed, as special business, to grant to the Directors (i) a general mandate to repurchase Shares the aggregate nominal amount of which does not exceed 10% of the aggregate nominal amount 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 nominal amount of the Shares in issue as at the date of such resolution plus the nominal amount of Shares actually repurchased by the Company since the grant of such mandate (up to a maximum of 10% of the aggregate nominal amount of Shares in issue). Shareholders are referred to the Notice of the Annual General Meeting, set out on pages 14 to 18 of this circular, for details of the resolutions in relation to these general mandates which will be considered at the 2013 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 2013 AGM.

The Directors have no immediate plans to issue new Shares.

### RE-ELECTION OF DIRECTORS

In accordance with Article 92 of the Company's Articles of Association, Mr. Nguyen, Van Tu Peter will hold office until the next following general meeting of the Company and, being eligible, will offer himself for re-election at the 2013 AGM. Furthermore, Mr. Tsang Chi Ming, Ricky, Madam Wong Lei Kuan and Dr. Wong Ying Ho, Kennedy will retire as Directors by rotation and, being eligible, offer themselves for re-election at the 2013 AGM in accordance with Article 101 of the Company's 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

### REMUNERATION OF NON-EXECUTIVE DIRECTORS

As approved at the Company's Annual General Meeting held on 19th May 2006, the aggregate annual remuneration of the non-executive Directors had been fixed at \$180,000 which comprises a director's fee of HK\$100,000, additional remuneration in respect of membership in Board committees, being HK\$50,000 as a member of the Audit Committee, HK\$20,000 as a member of the Remuneration Committee and HK\$10,000 as a member of the Nomination Committee.

Having regard to the prevailing requirements in corporate governance and reporting obligations, and the expansion of the Group's business which requires the increasing commitment of the non-executive Directors, a resolution will be proposed at the 2013 AGM to increase the aggregate annual remuneration of the non-executive Directors to \$240,000 which comprises a director's fee of HK\$120,000, additional remuneration in respect of membership in Board committees, being HK\$70,000 as a member of the Audit Committee, HK\$30,000 as a member of the Remuneration Committee and HK\$20,000 as a member of the Nomination Committee.

### 2013 AGM

Set out on pages 14 to 18 of this circular is a notice convening the Annual General Meeting at which, as special business, three ordinary resolutions numbered (9), (10) and (11) will be proposed respectively:

- to grant to the Directors a general mandate to exercise all the powers of the Company to repurchase on the Stock Exchange Shares representing up to 10% of the aggregate nominal amount of the Shares in issue as at the date of the passing of such resolution;
- to grant to the Directors a general mandate, and authorize them, to issue, allot and deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the Shares in issue as at the date of the passing of such resolution; and
- to extend the general mandate which will be granted to the Directors to issue, allot and deal with new Shares by adding to it the number of Shares actually repurchased under the Repurchase Mandate after the granting of the general mandate.

A proxy form for use by the Shareholders at the 2013 AGM is enclosed herewith. Whether or not you intend to attend the 2013 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 2013 AGM or any adjournment thereof. Completion and return of a proxy form will not preclude you from attending and voting in person at the 2013 AGM or any adjourned meeting thereof if you so wish.

## LETTER FROM THE BOARD

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 2013 AGM will exercise his power under Article 73 of the Company's Articles of Association to put each of the resolutions to be proposed at the 2013 AGM to the vote by way of a poll.

### 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 2013 AGM.

Yours faithfully,  
On behalf of the Board  
**Dr. TSANG Hin Chi**  
*Chairman*

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 49BA(3) 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 2013 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 Memorandum and 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 2012. 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:

	<b>Highest</b>	<b>Lowest</b>
	\$	\$
<b>2012</b>		
April	3.42	3.25
May	3.42	3.00
June	3.24	2.92
July	3.35	3.18
August	3.49	3.24
September	3.54	3.30
October	3.55	3.37
November	3.98	3.52
December	4.16	3.88
<b>2013</b>		
January	4.38	4.11
February	4.37	4.15
March	4.35	4.01
April (up to and including the Latest Practicable Date)	4.11	3.85

## 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 Memorandum and Articles of Association of the Company.

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.

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** (*Executive Director*), aged 46, is Deputy Chairman and Chief Executive Officer of the Company overseeing the operations and development of the Group. Mr. Tsang joined the Group in 1989 and was appointed as an executive Director in May 2001. He is a member of the National Committee of the C.P.P.C.C. and the C.P.P.C.C. Guangzhou, and a member of the Executive Committee of the All-China Federation of Industry & Commerce. Mr. Tsang is also vice chairman of Guangdong Federation of Industry & Commerce, vice chairman of Guangzhou Federation of Industry & Commerce, vice chairman of the Chinese General Chamber of Commerce, member of the Trade and Industry Advisory Board of the Hong Kong SAR Government 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. Save as aforesaid, Mr. Tsang 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 Dr. Tsang Hin Chi and Madam Wong Lei Kuan, executive Directors of the Group. 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\$2,400,000 and RMB840,000 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 1.25% 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.

**Madam Wong Lei Kuan**, (*Executive Director*), aged 75, is a founder of the Group. She is honorary executive committee member of the All-China Women's Federation, honorary chairman of the Ka Ying Chow Commercial Association Limited and a supervising advisor of the Hong Kong Federation of Women. Madam Wong is also honorary committee member of the Chinese General Chamber of Commerce and honorary chairman of Ladies' Sub-Committee. She is executive director of the China Women's Development Fund and director of the China Council for the Promotion of Peaceful National Reunification. Besides, Madam Wong has served as a member of the C.P.P.C.C. Guangdong of the PRC from the Seventh through the Ninth session.

As at the Latest Practicable Date, Madam Wong is deemed to be interested in a total of 614,244,750 shares in the issued capital of the Company, comprising 1,210,000 shares hold directly under her 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 Madam Wong Lei Kuan. Save as aforesaid, she has no other interest in the securities of the Company within the meaning of Part XV of the SFO.

Madam Wong is the wife of Dr. Tsang Hin Chi, the Chairman, and the mother of Mr. Tsang Chi Ming, Ricky, the Deputy Chairman and Chief Executive Officer of the Company. Save as disclosed herein, she is not connected with any Directors, senior management, substantial or controlling shareholders of the Company.

Madam Wong is entitled to annual emoluments of HK\$1,452,000 which are determined with reference to her duties and responsibilities within the Company. In addition, Madam Wong is also entitled to receive an annual bonus calculated at 0.5% of the consolidated net profit before taxation and fair value gain/loss on the investment properties of the Group.

Madam Wong 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, she 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 Madam Wong'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 her re-election that need to be brought to the attention of the Shareholders.

## APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

**Dr. Wong Ying Ho, Kennedy**, *B.B.S., J.P., (Non-executive Director)*, aged 50, is a solicitor and a China Appointed Attesting Officer. He is the Managing Partner of Philip K.H. Wong, Kennedy Y.H. Wong & Co., Solicitors & Notaries. Dr. Wong is a member of the National Committee of the C.P.P.C.C. and is currently the chairman of Hong Kong Resources Holdings Company Limited (stock code: 2882). He is also an independent non-executive director of Asia Cement (China) Holdings Corporation (stock code: 743), China Overseas Land & Investment Limited (stock code: 688) and Shanghai Industrial Urban Development Group Limited (stock code: 563). During the last three years, Dr. Wong was a non-executive director of Qin Jia Yuan Media Services Company Limited (stock code: 2366) and resigned in November 2010. He was also an independent non-executive director of Great Wall Technology Company Limited (stock code: 074) and retired in June 2010. Dr. Wong was appointed to the Board as an independent non-executive Director in June 2004 and was re-designated as a non-executive Director in September 2012.

Dr. Wong is not connected with any Directors, senior management or substantial and controlling shareholders of the Company, and 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, and no service contract is currently proposed to be entered into, between the Company and Dr. Wong. He is subject to retirement by rotation and re-election pursuant to Company's Articles of Association. For the year ended 31st December 2012, Dr. Wong received a fee of HK\$100,000 for being a Director of the Company, and HK\$71,000 for being member of the Board Committees of the Company. Subject to the pass of ordinary resolution numbered (7) regarding the remuneration of non-executive Directors at the 2013 AGM, Dr. Wong will be entitled to receive an aggregate annual remuneration of HK\$190,000 which comprises a director's fee of HK\$120,000 and additional remuneration of HK\$70,000 for being a member of the Audit Committee.

Save as disclosed herein, there is no other information relating to Dr. Wong'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.

**Mr. Nguyen, Van Tu Peter**, (*Independent Non-executive Director*), aged 69, is a senior counsel and was called to the Bar in England by the Honourable Society of the Middle Temple in 1970. He was an assistant crown counsel and crown counsel in the Legal Department of Hong Kong during the period from August 1970 to November 1974 and was in private practice as a barrister in Hong Kong subsequently for approximately twenty years. Mr. Nguyen was appointed as director of Public Prosecutions in the Legal Department of Hong Kong during the period from July 1994 to October 1997 and was the first and only Chinese to hold such position. Mr. Nguyen became a Queen's Counsel in 1995 and was appointed as the Judge of the Court of First Instance of the High Court, Hong Kong from February 1998 to April 2009. Mr. Nguyen was an independent non-executive director of Mayer Holdings Limited (stock code: 1116) from June 2010 to December 2011. Currently, Mr. Nguyen is an independent non-executive director of IPE Group Limited (stock code: 929) and Combest Holdings Limited (stock code: 8190). Mr. Nguyen was appointed to the Board in September 2012.

Mr. Nguyen is not connected with any Directors, senior management or substantial and controlling shareholders of the Company, and 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, and no service contract is currently proposed to be entered into, between the Company and Mr. Nguyen. He is subject to retirement by rotation and re-election pursuant to Company's Articles of Association. For the year ended 31st December 2012, Mr. Nguyen received a fee of HK\$29,000 for being a Director of the Company, and HK\$23,000 for being member of the Board Committees of the Company. Subject to the pass of ordinary resolution numbered (7) regarding the remuneration of non-executive Directors at the 2013 AGM, Mr. Nguyen will be entitled to receive an aggregate annual remuneration of HK\$240,000 which comprises a director's fee of HK\$120,000, and additional remuneration in respect of his membership in Board committees, being HK\$70,000 as a member of the Audit Committee, HK\$30,000 as a member of the Remuneration Committee and HK\$20,000 as a member of the Nomination Committee.

Save as disclosed herein, there is no other information relating to Mr. Nguyen'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: 533)**

**NOTICE IS HEREBY GIVEN** that the 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, 24th May 2013 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 2012.
2. To declare a final dividend in respect of the year ended 31st December 2012.
3. To re-elect Mr. Tsang Chi Ming, Ricky as Director.
4. To re-elect Madam Wong Lei Kuan as Director.
5. To re-elect Dr. Wong Ying Ho, Kennedy as Director.
6. To re-elect Mr. Nguyen, Van Tu Peter as Director.
7. To revise the aggregate annual remuneration of the non-executive Directors to HK\$240,000 which comprises a director's fee of HK\$120,000, additional remuneration in respect of membership in Board committees, being HK\$70,000 as a member of the Audit Committee, HK\$30,000 as a member of the Remuneration Committee and HK\$20,000 as a member of the Nomination Committee.
8. To appoint auditors 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:

9. "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



## NOTICE OF ANNUAL GENERAL MEETING

all the powers of the Company to repurchase shares in the capital of the Company on The 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 nominal amount 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 nominal amount of the 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 32 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.”

10. **“THAT:**

- (a) subject to paragraph (c) of this resolution and pursuant to Section 57B of the Companies Ordinance (Chapter 32 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;

## NOTICE OF ANNUAL GENERAL MEETING

- (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 nominal amount of share capital 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 nominal amount of the 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 32 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.

## NOTICE OF ANNUAL 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 the capital of the Company as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

11. “**THAT**, subject to the passing of the above Resolutions numbered 9 and 10, the general mandate granted to the Directors of the Company pursuant to Resolution numbered 10 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company as stated in Resolution numbered 9 above provided that such amount shall not exceed 10% of the aggregate nominal amount of the shares in the capital of the Company in issue on the date of the passing of this resolution.”

By order of the Board  
**KAM Yiu Kwok**  
*Company Secretary*

Hong Kong, 19th April 2013

*Registered office:*

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

*Notes:*

1. Every member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged with 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 fixed for holding the Meeting or adjourned Meeting (as the case may be).
3. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the Meeting or any adjournment thereof if the Shareholder so desires.

## NOTICE OF ANNUAL GENERAL MEETING

4. For the purpose of determining shareholders' entitlement to attend and vote at the 2013 AGM, the Register of Members of the Company will be closed from 22nd May 2013 to 24th May 2013 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the 2013 AGM, all transfers accompanied by the relevant shares certificates must be lodged by 4:30 p.m. on Tuesday, 21st May 2013 with the Company's Registrars, Computershare Hong Kong Investor Services Limited, at shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
5. For the purpose of determining shareholders' entitlement to the proposed final dividend, the Register of Members of the Company will be closed on 30th May 2013 and 31st May 2013, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend of the year, all transfers accompanied by the relevant shares certificates must be lodged by 4:30 p.m. on Wednesday, 29th May 2013 with the Company's Registrars, Computershare Hong Kong Investor Services Limited, at shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.