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GOLDLION HOLDINGS LIMITED

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

(Stock Code: 00533)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 Annual General Meeting of Goldlion Holdings Limited (the Company) will be held at the Main Conference Room, 7th Floor, Goldlion Holdings Centre, 1315 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong on Friday, 14th May 2021 at 10:30 a.m. for the following agenda: [(H)-61(.)-366.499(f)8(T)-Ho rol

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

As Ordinary Resolutions

5. 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 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 the 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 at a general meeting.

6. 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 offerings and options (including bonds and debentures convertible into shares in the capital of the Company) which would or might require the exercise of powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or issued conditionally or unconditionally to be allotted (whether pursuant to option 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 (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 allotment and issue of shares in the capital of the Company in lieu of the whole or part dividend on shares in the capital of the Company pursuant to the Articles

7. THAT, subject to the passing of the above Resolutions numbered 5 at the general mandate granted to the Directors of the Company pursuant to Resolution numbered 6 be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company as stated in Resolution numbered 6 above provided that such amount shall not exceed 10% of the aggregate number of 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, 13th April 2021

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, speak and, on a poll, vote instead of him. A proxy need not be a member of the Company. Due to the pandemic situation of COVID-19, shareholders may consider appointing the Chairman of the Meeting as his/her proxy to vote on the resolutions, instead of attending the Meeting in person.
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 Hold25(5.5275(t)-29.281t26.3839.2818(o)-23)-29.2425(m7492.523(C

6. If a Typhoon Signal No. 8 or above is hoisted, or a Black Storm Warning Signal is/are in force at or at any time between 8:30 a.m. and 10:30 a.m. on the date of the Meeting, or in the event that the COVID-19 situation requires the date of the Meeting to be changed, the Meeting will be automatically adjourned. The Company will post an announcement on the Company website (www.goldlion.com) and the Stock Exchange website (www.hkexnews.hk) to notify shareholders of the adjourned time and place of the adjourned meeting. Shareholders should decide on their own whether they would attend the Meeting under bad weather condition bearing in mind their own situation.

As at the date of this notice, the Directors of the Company comprise Mr. Tsang Chi Ming, Ricky and Madam Wong Lei Kuan as executive Directors; Mr. Ng Wah, Charles as a non-executive Director; and Dr. Lau Yue Sun, Mr. Li Ka Fai, Da and Mr. Ngan On Tak as independent non-executive Directors.