

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in Goldlion Holdings Limited, you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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,
ADOPTION OF THE NEW SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 2014 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, 23rd May 2014 at 10:30 a.m. is set out on pages 29 to 34 of this circular. Whether or not you intend to attend and vote at the 2014 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 2014 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 2014 AGM or adjourned meeting thereof if you so wish.

17th April 2014

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	4
General Mandates to Issue Shares and to Repurchase Shares	5
Re-election of Directors	5
Adoption of the New Share Option Scheme	6
2014 AGM	8
Recommendation	8
Appendix I – Explanatory Statement	9
Appendix II – Particulars of Directors Proposed for Re-election	13
Appendix III – Summary of the principal terms of the New Share Option Scheme	17
Notice of Annual General Meeting	29

DEFINITIONS

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

“2014 AGM”	the 2014 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, 23rd May 2014 at 10:30 a.m.
“Adoption Date”	the date on which the New Share Option Scheme is conditionally adopted by resolution of the Shareholders in general meeting
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors of the Company
“Business Day”	a day (except Saturday or Sunday) on which licensed banks are generally open for business in Hong Kong and the Stock Exchange is open for the business of dealing in securities
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time
“Companies (Winding Up) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended from time to time
“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
“Eligible Employee”	any employee or proposed employee (whether full time or part time, including any executive Director but excluding any non-executive Director) of the Company or any Subsidiary

DEFINITIONS

“Eligible Participant”	<p>any person belonging to any of the following classes of participants who may be offered by the Board to take up Options:</p> <ul style="list-style-type: none">(a) any Eligible Employee;(b) any non-executive Director (including independent non-executive Directors) of the Company or Subsidiary;(c) any supplier of goods or services to any member of the Group;(d) any customer of the Group;(e) any person or entity that provides research, development or other technological support to the Group;(f) any shareholder of any member of the Group or any holder of any securities issued by any member of the Group; and(g) any company wholly owned by one or more persons belonging to any of the above classes of participants
“Grantee”	<p>any Eligible Participant who accepts an Offer in accordance with the terms of the New Share Option Scheme or (where the context so permits) the legal personal representative(s) entitled to any such Option in consequence of the death of the original Grantee and “Grantees” shall be construed accordingly</p>
“Group”	<p>the Company and its subsidiaries</p>
“Hong Kong”	<p>the Hong Kong Special Administrative Region of the People’s Republic of China</p>
“Latest Practicable Date”	<p>10th April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular</p>
“Listing Rules”	<p>the Rules Governing the Listing of Securities on the Stock Exchange</p>

DEFINITIONS

“New Share Option Scheme”	the share option scheme proposed to be adopted by the Company at the 2014 AGM, a summary of the principal terms of the rules of which is set out in Appendix III to this circular
“Offer”	the offer for the grant of an Option made by the Board in accordance with the terms of the New Share Option Scheme
“Offer Date”	the date on which an Offer is made to an Eligible Participant
“Option”	a right granted to the Eligible Participant to subscribe for Shares pursuant to terms of the New Share Option Scheme
“Option Period”	a period to be determined by the Board at its absolute discretion and notified by the Board to each Grantee as being the period during which an Option may be exercised and in any event shall expire no later than the 10th anniversary of the Commencement Date. The Board may also provide restrictions on the exercise of an Option during the period an Option may be exercised
“Previous Share Option Scheme”	the share option scheme of the Company adopted on 21st May 2002 and expired on 20th May 2012
“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
“Subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) of the Company
“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: 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

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

Registered Office:

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

17th April 2014

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
ADOPTION OF THE NEW SHARE OPTION SCHEME**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the 2014 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 adoption of the New Share Option Scheme.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At the Annual General Meeting duly convened and held on 24th May 2013, 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 2014 AGM.

At the 2014 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 29 to 34 of this circular, for details of the resolutions in relation to these general mandates which will be considered at the 2014 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 2014 AGM.

The Directors have no immediate plans to issue new Shares.

RE-ELECTION OF DIRECTORS

At the 2014 AGM, Dr. Tsang Hin Chi, Mr. Ng Ming Wah, Charles and Mr. Li Ka Fai, David will retire as Directors by rotation and, being eligible, offer themselves for re-election 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

ADOPTION OF THE NEW SHARE OPTION SCHEME

A. The New Share Option Scheme

The Previous Share Option Scheme was adopted at the extraordinary general meeting of the Company held on 21st May 2002 to enable the Group to reward and motivate executives and key employees in service of the Group and other persons who may make a contribution to the Company. The Previous Share Option Scheme had a term of 10 years and expired on 20th May 2012. In light of the expiry of the Previous Share Option Scheme and in order to enable the Board to continue to provide incentives and rewards to eligible participants, the Board proposes to adopt the New Share Option Scheme. An ordinary resolution will be proposed, as a special business, at the 2014 AGM to approve the adoption of the New Share Option Scheme.

Operation of the New Share Option Scheme will commence after all conditions precedent as referred to under the paragraph headed "Conditions precedent of the New Share Option Scheme" below have been fulfilled. A summary of terms of the New Share Option Scheme is set out in Appendix III to this circular.

Since the adoption of Previous Share Option Scheme and up to the Latest Practicable Date, no options have been granted or remained outstanding under the Previous Share Option Scheme.

The purpose of the New Share Option Scheme is to enable the Group to grant Options to the Eligible Participants as incentive or rewards for their contribution to the Group.

The exercise price of Options granted under the New Share Option Scheme shall be a price solely determined by the Board subject to such minimum amount as set out in the rules of the New Share Option Scheme, and the Board may specify in the offer letter granting the Options, among other things, the number of Shares under the Option and the Option Period. Unless otherwise determined by the Board and specified in such offer letter at the time of the Offer, there is neither any performance target that needs to be achieved by the Grantee before an Option can be exercised nor any minimum period for which an Option must be held before the Option can be exercised. The Directors believe that in providing the Board with the discretion to determine the exercise price of Options, set performance targets and prescribe a vesting period before Options can be exercised, the Group will be in a better position to attract and retain human resources as well as to achieve the purposes of the New Share Option Scheme.

The Company does not at present intend to appoint a trustee to the New Share Option Scheme.

As at the Latest Practicable Date, the total number of Shares in issue comprised 982,114,035 Shares. Assuming that there is no change in the number of issued Shares between period from the Latest Practicable Date and the Adoption Date, the number of Shares issuable pursuant to the New Share Option Scheme will initially be 98,211,403 Shares, being 10% of the total number of Shares in issue as at the date of approval of the

LETTER FROM THE BOARD

New Share Option Scheme, unless the Company obtains a fresh approval from its Shareholders to renew the 10% limit on the basis that the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company shall not exceed 30% of the total number of Shares in issue from time to time.

B. Conditions precedent of the New Share Option Scheme

The New Share Option Scheme will take effect subject to the following conditions:

- (a) the passing of an ordinary resolution to approve the adoption of the New Share Option Scheme by the Shareholders in general meeting and authorizing the Directors to grant Options to subscribe for Shares thereunder and to allot, issue and deal with Shares pursuant to the exercise of any Options granted under the New Share Option Scheme; and
- (b) the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, Shares falling to be allotted and issued upon the exercise of Options granted under the New Share Option Scheme.

Application will be made to the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options granted under the New Share Option Scheme.

Once the New Share Option Scheme is adopted, any alterations to the terms and conditions thereof, which are of material nature, must be approved by the Shareholders, except where the alterations take effect automatically pursuant to the terms originally provided in the New Share Option Scheme.

C. Value of the Options

The Directors consider that it is not appropriate to state the value of all Options that can be granted under the New Share Option Scheme as if they had been granted on the Latest Practicable Date as a number of variables which are crucial for the calculation of the value of the Options have not been determined. Such variables include the exercise price, the exercise period, any lock up period, any performance targets set and other variables. The Directors believe that any calculation of the value of the Options which might have been granted on the Latest Practicable Date based on a number of speculative assumptions would not be meaningful and would be misleading to the Shareholders.

D. Principal terms of the New Share Option Scheme

A summary of the principal terms of the New Share Option Scheme is set out in Appendix III to this circular. This serves as a summary of the terms of the New Share Option Scheme but does not constitute the full terms of the same. The full terms of the New Share Option Scheme will be available for inspection at the Company's registered office at 7th Floor, Goldlion Holdings Centre, 13-15 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong at normal business hours from the date of this circular up to and including the date of the 2014 AGM and at the 2014 AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2014 AGM

Set out on pages 29 to 34 of this circular is a notice convening the Annual General Meeting. A proxy form for use by the Shareholders at the 2014 AGM is enclosed herewith. Whether or not you intend to attend the 2014 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 2014 AGM or any adjournment thereof. Completion and return of a proxy form will not preclude you from attending and voting in person at the 2014 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 2014 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 2014 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 2014 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
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 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 2014 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 2013. 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
	\$	\$
2013		
April	4.11	3.85
May	4.20	3.88
June	3.92	3.58
July	3.92	3.67
August	4.09	3.74
September	3.83	3.70
October	3.82	3.74
November	3.81	3.66
December	3.80	3.61
2014		
January	3.77	3.60
February	3.70	3.58
March	3.65	3.55
April (up to and including the Latest Practicable Date)	3.65	3.55

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.

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 a Director 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 the nominal value 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 position	613,034,750	62.42%
		Short position	-	-
Top Grade Holdings Limited (<i>Note</i>)	Shares	Long position	613,034,750	62.42%
		Short position	-	-
Silver Disk Limited (<i>Note</i>)	Shares	Long position	160,616,000	16.35%
		Short position	-	-
Tsang Hin Chi Charities (Management) Limited	Shares	Long position	53,880,750	5.49%
		Short position	-	-

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.

Dr. the Honourable Tsang Hin Chi, *G.B.M., (Executive Director)*, aged 80, is Chairman and a founder of the Group. Dr. Tsang holds an Honorary Doctorate degree from the Sun Yat-sen University in the People's Republic of China ("PRC"), and an Honorary Doctorate degree in Social Science from the Hong Kong Polytechnic University. He is an honorary citizen of Beijing, Harbin, Shenyang, Dalin and Guangzhou. Dr. Tsang is concurrently Honorary Vice Chairman of the All-China Federation of Industry & Commerce, Ex-officio Life Honorary Chairman of the Chinese General Chamber of Commerce, and Committee Member to several Hong Kong and Mainland trade associations. Other public offices Dr. Tsang holds include Honorary director of the Tsang Hin Chi Education Foundation under the Ministry of Education of the PRC, Honorary director of the Tsang Hin Chi Manned Space Foundation, Honorary director of the Tsang Hin Chi Sports Foundation, Deputy Managing director of the Jinan University, and Honorary President of the Jiaying University in Guangdong. Previously, Dr. Tsang served as Standing Committee Member in the National People's Congress of the PRC from the Eighth through the Tenth session.

As at the Latest Practicable Date, Dr. Tsang 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 held by his spouse Madam Wong Lei Kuan, 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 as the settler and Hin Chi Family Management Limited as the trustee, the beneficiaries of which are members of his family. Save as aforesaid, he has no other interest in the securities of the Company within the meaning of Part XV of the SFO.

Dr. Tsang is the spouse of Madam Wong Lei Kuan, the executive Director, and the father of Mr. Tsang Chi Ming, Ricky, the Deputy Chairman and Chief Executive Officer of the Company. Save as disclosed herein, he is not connected with any Directors, senior management, substantial or controlling shareholders of the Company.

Dr. Tsang is entitled to annual emoluments of approximately HK\$3,900,000 which are determined with reference to his duties and responsibilities within the Company. In addition, Dr. 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.

Dr. 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 Dr. 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.

Mr. Ng Ming Wah, Charles, (*Non-executive Director*), aged 64, was appointed to the Board in July 1992. Mr. Ng graduated from Loughborough University in England in 1972 with a B.Sc. degree in Electronic and Electrical Engineering and from London Graduate School of Business Studies (London Business School) in England in 1974 with a M.Sc. degree in Business Studies. Mr. Ng has over 35 years of experience in corporate finance and investment banking. He is a director of Somerley Capital Limited, the principal business of which is the provision of corporate financial advisory services. During the last three years, Mr. Ng was an independent non-executive director of China Everbright Limited (stock code: 165), Dalian Ports (PDA) Company Limited (stock code: 2880) and China Molybdenum Company Limited (stock code: 3993) (Mr. Ng resigned from Dalian Ports (PDA) Company Limited in March 2011. His terms of office at China Molybdenum Company Limited and China Everbright Limited expired in August 2012 and in May 2013 respectively). In addition, Mr. Ng is a member of the board of Governors of Hong Kong Arts Centre.

Mr. Ng 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, and no service contract is currently proposed to be entered into, between the Company and Mr. Ng. He is subject to retirement by rotation and re-election pursuant to the Company's Articles of Association. Currently, Mr. Ng is entitled to receive an aggregate annual remuneration of HK\$240,000 which comprises a director's fee of HK\$120,000, 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 in accordance with Ordinary Resolution numbered (7) approved at the Company's Annual General Meeting held on 24th May 2013. Upon re-election, the aggregate annual remuneration of Mr. Ng as a non-executive Director currently expected to remain unchanged.

Mr. Ng was also a non-executive director of Man Wah Enterprise Company Limited ("Man Wah Enterprise") from 6th December 1994 to 27th July 1995. Man Wah Enterprise was a Hong Kong company incorporated on 24th November 1970 and was engaged in silk flower manufacturing business. On 19th September 1995 the directors of Man Wah Enterprise filed a statutory declaration with the Companies Registry pursuant to Section 228A of the Companies Ordinance to the effect that they were of the opinion that the company could not by reason of its liabilities continue its business and that it was necessary that the company be wound up. On 13th October 1995, a petition for the winding up of Man Wah Enterprise was filed by a creditor in court. On 22nd November 1995, a winding up order on Man Wah Enterprise was made by the court pursuant to the said petition. On 3rd April 1996, an application was made by the liquidators to the court pursuant to Section 209A of the Companies Ordinance to have the liquidation of Man Wah Enterprise conducted as if it were a creditors' voluntary winding up. Upon such application, an order was made by the court on 2nd May 1996 that the winding up of Man Wah Enterprise should be conducted as if the winding-up were a creditors' voluntary

winding-up. Man Wah Enterprise was dissolved on 24th September 1999. According to the report of the liquidator and the official receiver dated 1st May 1996, proofs of debts of a total value of approximately HK\$3,300,000 had been submitted up to that date (of which approximately 65% were submitted by shareholders of Man Wah Enterprise and their associates) and the official receiver held cash in the sum of approximately HK\$280,000 at that date. Mr. Ng has confirmed that there was no wrongful act on his part leading to the winding up of Man Wah Enterprise and that, as far as he was aware, no actual or potential claim had been or would be made against him as a result of such winding up. The liquidators concluded in their report in 1996 that they were of the view that this liquidation was not a matter of public concern. Mr. Ng also confirmed that other than those matters disclosed herein, he was not involved in any matters relating to the winding up of Man Wah Enterprise.

Mr. Ng has extensive experience in corporate finance and investment banking and also holds directorships in several listed companies in Hong Kong. He considers that the above incident has no impact on his character, experience and integrity to act as a Director of the Company. In his long length of service with the Company since 1992, Mr. Ng considers that in the performance of his duties as a Director, he always acts for proper purpose, honestly and in good faith in the interests of the Company as a whole, and applies such degree of skill, care and diligence as may reasonably be expected of a person of his knowledge and experience and holding his office within the Company. Mr. Ng considers that he has demonstrated a high standard of competence that is required by the applicable provisions in Rules 3.08 and 3.09 of the Listing Rules. Based on these factors, the Board of Directors considers and concludes that Mr. Ng has the character, experience and integrity and is able to demonstrate a standard of competence commensurate with his position as a Director of the Company.

Save as disclosed herein, there is no other information relating to Mr. Ng'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. Li Ka Fai, David, (*Independent non-executive Director*), aged 59, is currently the deputy managing partner of Li, Tang, Chen & Co. CPA (Practising). He is a fellow of the Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants, U.K. as well as The Institute of Chartered Secretaries and Administrators, U.K. and an associate member of The Institute of Chartered Accountants in England and Wales. Mr. Li is the former independent director, chairman of the audit committee and advisor of China Vanke Co., Ltd., a company listed on the Shenzhen Stock Exchange. He is an independent non-executive director and chairman of the audit committee of each of China-Hongkong Photo Products Holdings Limited (stock code: 1123) and Shanghai Industrial Urban Development Group Limited (stock code: 563), all being listed companies in Hong Kong. Mr. Li is also an independent non-executive director, chairman of the audit committee, member of the nomination committee and member of the remuneration committee of Cosmopolitan International Holdings Limited (stock code: 120), an independent non-executive director, member of the audit committee, member of the nomination committee and chairman of the remuneration committee of China Merchants Holdings (International) Company Limited (stock code: 144) and an independent non-executive director, member of the audit committee and member of the remuneration committee of AVIC International Holding (HK) Limited (stock code: 232), all being listed companies in Hong Kong. Mr. Li was appointed to the Board in August 2010.

Mr. Li 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, and no service contract is currently proposed to be entered into, between the Company and Mr. Li. He is subject to retirement by rotation and re-election pursuant to the Company's Articles of Association. Currently, Mr. Li is 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 in accordance with Ordinary Resolution numbered (7) approved at the Company's Annual General Meeting held on 24th May 2013. Upon re-election, the aggregate annual remuneration of Mr. Li as an independent non-executive Director currently expected to remain unchanged.

Save as disclosed herein, there is no other information relating to Mr. Li'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.

The following is a summary of the principal terms of the rules of the New Share Option Scheme to be approved at the 2014 AGM. It does not form part of, nor is it intended to be part of the rules of the New Share Option Scheme and it should not be taken as affecting the interpretation of the rules of the New Share Option Scheme. The Directors reserve the right at any time prior to the 2014 AGM to make such amendments to the New Share Option Scheme as they may consider necessary or appropriate provided that such amendments do not conflict with any material aspects with the summary of this Appendix.

1. PURPOSE OF THE NEW SHARE OPTION SCHEME

The purpose of the New Share Option Scheme is to enable the Group to grant Options to the Eligible Participants as incentive or rewards for their contribution to the Group.

2. BASIS OF ELIGIBILITY OF THE ELIGIBLE PARTICIPANTS

In determining the basis of eligibility of the Eligible Participants, the Board would take into account such factors as the Board may at its discretion consider appropriate on the basis of their contribution to the development and growth of the Group.

3. CONDITIONS

The New Share Option Scheme shall take effect subject to the following conditions:

- (a) the passing of an ordinary resolution to approve the adoption of the New Share Option Scheme by the Shareholders in general meeting and authorizing the Directors to grant Options to subscribe for Shares thereunder and to allot, issue and deal with Shares pursuant to the exercise of any Options granted under the New Share Option Scheme; and
- (b) the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, Shares falling to be allotted and issued upon the exercise of Options granted under the New Share Option Scheme.

4. DURATION AND ADMINISTRATION

- 4.1 Subject to the fulfillment of the conditions in paragraph 3 and the termination provisions in paragraph 16, the New Share Option Scheme shall be valid and effective for a period of ten (10) years commencing on the Adoption Date, after which period no further Options will be granted but in all other respects, subject to the compliance with the provisions under the Listing Rules, the provisions of the New Share Option Scheme shall remain in full force and effect.

- 4.2 The New Share Option Scheme shall be subject to the administration of the Board whose decision on all matters arising in relation to the New Share Option Scheme or its interpretation or effect (save as otherwise provided in the New Share Option Scheme) shall be final, conclusive and binding on all parties.
- 4.3 Subject to compliance with the requirements of the Listing Rules and the provisions of the New Share Option Scheme, the Board shall have the right (i) to interpret and construe the provisions of the New Share Option Scheme; (ii) to determine the persons who will be awarded Options under the New Share Option Scheme and the number of Shares to be issued under the Option; (iii) to determine the Subscription Price; (iv) to make such appropriate and equitable adjustments to the terms of Options granted under the New Share Option Scheme as it deems necessary; and (v) to make such other decisions, determinations or regulations as it shall deem appropriate in the administration of the New Share Option Scheme.

5. GRANT OF OPTIONS

- 5.1 On and subject to the requirements of the Listing Rules and the terms of the New Share Option Scheme, the Board shall be entitled at any time, within ten (10) years after the Adoption Date to make an Offer to any Eligible Participant, as the Board may in its absolute discretion think fit, to subscribe for such number of Shares as the Board may (subject to paragraphs 8 and 9) determine at the Subscription Price.
- 5.2 No Offer shall be made after inside information (as defined in the Listing Rules) has come to the knowledge of the Company until the Company has announced the information. In particular, during the period commencing one month immediately before the earlier of:-
- (i) the date of the meeting of the Board (as such date is first notified by the Company to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and
 - (ii) the deadline for the Company to publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules),

and ending on the date of the results announcement, no Option may be granted. In the event of any delay in publishing an announcement mentioned in sub-paragraph 5.2(ii) above, no Option shall be granted during such period of delay.

- 5.3 An Offer shall be made to an Eligible Participant by letter in such form as the Board may from time to time determine (the "Offer Letter") specifying the number of Shares under the Option and the Option Period and requiring the Eligible Participant to undertake to hold the Option on the terms on which it is to be granted and to be bound by the provisions of the New Share Option Scheme and shall remain open for acceptance by the Eligible Participant concerned for a period of up to twenty-eight (28) days from the Offer Date (the "Acceptance Period"), provided that no such Offer shall be open for acceptance after the 10th anniversary from the Adoption Date or after the New Share Option Scheme has been terminated in accordance with the provisions of the New Share Option Scheme, whichever is the earlier.
- 5.4 An Offer shall be deemed to have been accepted by the Grantee and the Option to which the Offer relates shall be deemed to have been granted and to have taken effect when the duplicate of the Offer Letter comprising acceptance of the Offer duly signed by the Grantee together with a remittance in favour of the Company of \$1.00 by way of consideration for the granting thereof is received by the Company within the Acceptance Period, and the Option to which the Offer relates shall be deemed to have been granted on the Offer Date. Such remittance shall in no circumstances be refundable or be considered as part of the Subscription Price.

6. SUBSCRIPTION PRICE

The Subscription Price in respect of each Share pursuant to the exercise of Options granted under the New Share Option Scheme shall, subject to any adjustment made pursuant to paragraph 10, be a price solely determined by the Board and notified to each Grantee and shall not be less than the higher of:

- (a) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the Offer Date, which must be a Business Day; and
- (b) a price being the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the five (5) Business Days immediately preceding the Offer Date.

7. EXERCISE OF OPTIONS

- 7.1 An Option shall be personal to the Grantee and shall not be assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create or otherwise dispose of any interests (legal or beneficial) in favour of any third party over or in relation to any Option or attempt to do so. Where the Grantee is a company, any change of its controlling shareholder or any substantial change in its management (which is to be determined by the Board at its absolute discretion) will be deemed to be a sale or transfer of interest aforesaid. Any breach of the foregoing shall entitle the Company to cancel any

outstanding Option or any part thereof granted to such Grantee (to the extent not already exercised) without incurring any liability on the part of the Company.

- 7.2 Unless otherwise determined by the Board and specified in the Offer Letter at the time of the Offer, there is neither any performance target which needs to be achieved by the Grantee before an Option can be exercised nor any minimum period for which an Option must be held before the Option can be exercised. An Option may be exercised in whole or in part in the manner as set out in the Offer Letter and sub-paragraph 7.3 by the Grantee (or, as the case may be, his personal representative(s)) giving notice in writing to the Company stating that the Option is thereby exercised and the number of Shares in respect of which it is exercised. Each such notice must be accompanied by a remittance for the full amount of the total Subscription Price for the Shares in respect of which the notice is given. Within twenty-eight (28) days after receipt of the notice and where appropriate, receipt of the certificate from the independent financial adviser or the auditors for the time being of the Company ("Auditors") pursuant to paragraph 10, the Company shall allot the relevant Shares to the Grantee (or his personal representative(s)) credited as fully paid and issue to the Grantee (or his personal representative(s)) a share certificate in respect of the Shares so allotted.
- 7.3 Subject as hereinafter provided and subject to the terms and conditions upon which such Option was granted, an Option may be exercised by the Grantee at any time during the Option Period provided that:
- (a) if the Grantee is an Eligible Employee and in the event of the Grantee ceases to be an Eligible Employee by reason of his death, ill health or retirement in accordance with his contract of employment before exercising the Option(s) in full, the personal representative(s) of the Grantee or, as appropriate, the Grantee may exercise the Option(s) (to the extent not already exercised) in whole or in part in accordance with the provisions of paragraph 7.2 within a period of six (6) months, or such longer period as the Board may determine following the date of cessation of employment, which date shall be the last day on which the Grantee was at work with the Company or the relevant subsidiary whether salary is paid in lieu of notice or not;
 - (b) in the event of the Grantee ceases to be an Eligible Participant for any reason other than his death, ill-health or retirement in accordance with his contract of employment or the termination of his employment on one or more of the grounds specified in paragraph 11(d) before exercising the Option in full, the Option (to the extent not already exercised) will lapse on the date of cessation and will not be exercisable unless the Board otherwise determine in which event the Grantee may exercise the Option (to the extent not already exercised) in whole or in part within such period as the Board may determine following the date

of such cessation which date shall be the last actual working day with the Company or the relevant Subsidiary whether salary is paid in lieu of notice or not;

- (c) in the event the Grantee dies before exercising the Option in full and none of the events which would be a ground for termination of the Grantee's employment, directorship, office or appointment under sub-paragraph 11(d) arises, the personal representative(s) of the Grantee shall be entitled within a period of six (6) months following the date of the death of the Grantee, or such longer period as the Board may determine from the date of death, to exercise the Option up to the entitlement of such Grantee at the date of death (to the extent which has become exercisable and not already exercised);
- (d) if a general offer by way of takeover or otherwise is made to all the holders of Shares (other than by way of scheme of arrangement pursuant to sub-paragraph 7.3(e)) (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror), the Company shall use its best endeavours to procure that an appropriate offer is extended to all the Grantees on the same terms, mutatis mutandis, and assuming that they will become, by the exercise in full of the Options granted to them, as Shareholders. If such offer becomes or is declared unconditional, the Grantee shall, notwithstanding any other terms on which his Options were granted, be entitled to exercise the Option (to the extent which has become exercisable and not already exercised) to its full extent or to the extent specified in the Grantee's notice to the Company in accordance with the provisions of paragraph 7.2 at any time within twenty-one (21) days after the date on which such offer becomes or is declared unconditional;
- (e) if a general offer by way of scheme of arrangement is made to all the holders of Shares, the Company shall use its best endeavours to procure that an appropriate offer is extended to all the Grantees on the same terms, mutatis mutandis, and assuming that they will become, by the exercise in full of the Options granted to them, as Shareholders. If such offer has been approved by the necessary number of holders of Shares at the requisite meetings, the Grantee shall, notwithstanding any other terms on which his Options were granted, be entitled to exercise the Option (to the extent which has become exercisable and not already exercised) to its full extent or to the extent specified in the Grantee's notice to the Company in accordance with the provisions of paragraph 7.2 at any time within twenty-one (21) days after the date on which such offer becomes or is declared unconditional;

- (f) if, pursuant to the Companies Ordinance, a compromise or arrangement between the Company and the Shareholders or the Company's creditors is proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, the Company shall give notice thereof to the Grantee on the same date as it despatches the notice which is sent to each Shareholder or creditor of the Company summoning the meeting to consider such a compromise or arrangement, and thereupon the Grantee (or his or her personal representative(s)) may forthwith and until the expiry of the period commencing on such date and ending on the earlier of two (2) months thereafter and the date on which such compromise or arrangement is sanctioned by a court of competent jurisdiction, exercise any of the Grantee's Options (to the extent which has become exercisable and not already been exercised) whether in full or in part, but the exercise of an Option as aforesaid shall be conditional upon such compromise or arrangement being sanctioned by a court of competent jurisdiction and becoming effective. Upon such compromise or arrangement becoming effective, all Options shall lapse except insofar as previously exercised under the New Share Option Scheme. The Company may require the Grantee (or his or her personal representative(s)) to transfer or otherwise deal with the Shares issued as a result of the exercise of Options in these circumstances so as to place the Grantee in the same position as nearly as would have been the case had such Shares been subject to such compromise or arrangement; and
- (g) in the event that a notice is given by the Company to the Shareholders to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company, each Grantee (or his or her personal representative(s)) may by notice in writing to the Company (such notice to be received by the Company not later than two (2) Business Days prior to the proposed general meeting and accompanied by a remittance for the full amount of the aggregate Subscription Price for the Shares in respect of which the notice is given) may exercise the Option (to the extent which has become exercisable and not already exercised) either to its full extent or to the extent specified in such notice, whereupon the Company shall as soon as possible and, in any event, no later than the Business Day immediately prior to the date of the proposed general meeting referred to above, allot and issue the relevant Shares to the Grantee credited as fully paid.

7.4 The Shares to be allotted upon the exercise of an Option will be subject to all the provisions of the articles of association of the Company for the time being in force and will, subject to the completion of the registration referred to below, rank *pari passu* in all respects with the fully paid Shares in issue on the date of their allotment and issue, and accordingly will entitle the holders to participate in all dividends or other distributions paid or made on or after the date of allotment and issue other than any dividend or other distribution

previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the date of allotment and issue, provided always that when the date of exercise of the Option falls on a date upon which the register of shareholders of the Company is closed, then the exercise of the Option shall become effective on the first Business Day in Hong Kong on which the register of shareholders of the Company is re-opened. A Share allotted upon the exercise of an Option shall not carry voting rights until the name of the Grantee has been duly entered on the register of members of the Company as the holder thereof.

8. MAXIMUM NUMBER OF SHARES AVAILABLE FOR SUBSCRIPTION

8.1 Subject to sub-paragraph 8.2:

- (a) The total number of Shares which may be issued upon exercise of all Options to be granted under the New Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the total number of Shares in issue as at the Adoption Date, unless the Company obtains an approval from the Shareholders pursuant to sub-paragraphs 8.1(b) or 8.1(c). Options lapsed in accordance with the terms of the New Share Option Scheme will not be counted for the purpose of calculating such 10% limit.
- (b) The Company may seek approval of the Shareholders in general meeting to refresh the 10% limit set out in sub-paragraph 8.1(a) under the New Share Option Scheme such that the total number of Shares which may be issued and allotted upon exercise of all Options to be granted under the New Share Option Scheme and any other share option schemes of the Company under the limit as refreshed must not exceed 10% of the total number of Shares in issue as at the date of approval to refresh such limit. Options previously granted under the New Share Option Scheme and any other share option schemes of the Company (including those outstanding, cancelled, lapsed or exercised in accordance with the New Share Option Scheme or any other share option schemes) will not be counted for the purpose of calculating such limit as refreshed. In such a case, the Company shall send a circular to the Shareholders containing the information required under the Listing Rules.
- (c) The Company may seek separate approval of the Shareholders in general meeting for granting Options beyond the 10% limit provided that the Options in excess of such limit are granted only to Eligible Participants specifically identified by the Company before such approval is sought. In such case, the Company shall send a circular to the Shareholders containing, amongst other terms, a generic description of the specified Eligible Participant(s), an explanation as to how the terms of these Options serve such purpose, and such other information as required by the Listing Rules.

8.2 Notwithstanding any other provisions in the New Share Option Scheme and subject to paragraph 15, the limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share options schemes of the Company must not exceed 30% of the total number of Shares in issue from time to time (or such higher percentage as may be allowed under the Listing Rules). No Options may be granted under the New Share Option Scheme and any other share option schemes of the Company if this will result in such limit being exceeded.

9. MAXIMUM ENTITLEMENT OF SHARES OF EACH ELIGIBLE PARTICIPANT

9.1 (a) Subject to sub-paragraphs 9.1(b), (c) and (d), the total number of Shares issued or to be issued upon exercise of the Options granted pursuant to the New Share Option Scheme and any other share option schemes of the Company to each Eligible Participant (including exercised, cancelled and outstanding Options) in any 12-month period must not exceed 1% of the total number of Shares in issue.

(b) Notwithstanding sub-paragraph 9.1(a), where any further grant of Options to an Eligible Participant would result in the total number of Shares issued and to be issued upon exercise of the Options already granted or to be granted to him under the New Share Option Scheme or any other share option schemes of the Company (including exercised, cancelled and outstanding Options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the total number of Shares in issue as at the date of such grant. Such further grant of Options to the Eligible Participant shall be subject to following requirements:

(i) separate approval of the Shareholders in general meeting with such Eligible Participant and his associates abstaining from voting having been obtained;

(ii) a circular in relation to such further grant having been sent to the Shareholders with such information from time to time required by the Stock Exchange, including, amongst other terms, the identity of such Eligible Participant, the number and the terms of the Options to be granted (and options previously granted to such Eligible Participant), and such other information as required under the Listing Rules;

(iii) the number and terms (including the Subscription Price) of the Options to be granted to such Eligible Participant having been fixed before the approval by the Shareholders; and for the purpose of calculating the Subscription Price for a Share in respect

of the further Options proposed to be granted as mentioned in sub-paragraph 9.1(b) above, the date of the meeting of the Board for proposing such grant of further Options shall be taken as the Offer Date.

- (c) In addition to paragraph 8 and sub-paragraphs 9.1(a) and 9.1(b), any grant of Options under the New Share Option Scheme to an Eligible Participant who is a director, chief executive or substantial shareholder (all within the meaning as ascribed under the Listing Rules) of the Company or any of their respective associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the Grantee).
- (d) In addition to paragraph 8 and sub-paragraphs 9.1(a) and 9.1(b), where the Board proposes to grant any Option to an Eligible Participant who is a substantial shareholder or an independent non-executive Director of the Company, or any of their respective associates, which would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted under the New Share Option Scheme or any other share option schemes of the Company (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:
 - (i) representing in aggregate over 0.1% of the Shares in issue; and
 - (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of \$5 million,

such proposed grant of Options must be approved by Shareholders in general meeting. All connected persons (within the meaning as ascribed under the Listing Rules) of the Company must abstain from voting in favour at such general meeting. A circular must be despatched to the Shareholders containing all those terms as required under the Listing Rules. Any vote taken at the meeting to approve the grant of such Options must be taken on a poll.

- 9.2 Subject to sub-paragraphs 8.1, 8.2 and 9.1, the maximum number of Shares referred to in sub-paragraphs 8.1, 8.2 and 9.1 will be adjusted, in such manner as an independent financial adviser or the Auditors (acting as experts and not as arbitrators) shall certify in writing to the Directors to be fair and reasonable and in compliance with the requirements under the Listing Rules, in the event of any alteration in the capital structure of the Company whether by way of capitalization issue, right issue, consolidation, subdivision or reduction of the share capital of the Company or otherwise howsoever (other than as a result of an issue of Shares as consideration in respect of a transaction to which the Company is a party).

10. ALTERATION OF CAPITAL STRUCTURE

In the event of any alteration in the capital structure of the Company whilst any Option remains exercisable by way of a capitalization issue, rights issue, consolidation, subdivision or reduction of the share capital of the Company in accordance with legal requirements and the requirements of the Stock Exchange, excluding any alteration in the capital structure of the Company as a result of an issue of Shares in respect of a transaction to which the Company is a party, such corresponding alterations (if any) shall be made to:

- (a) the number of Shares subject to the Option so far as unexercised; and/or
- (b) the Subscription Price; and/or
- (c) the method of exercise of the Option (if applicable),

as an independent financial adviser or the Auditors shall at the request of the Board, certify in writing to the Directors, either generally or as regards any particular Grantee, to be in their opinion fair and reasonable and that such alterations shall satisfy the requirements set out in Rule 17.03(13) of the Listing Rules and shall give a Grantee the same proportion of the number of issued Shares to which he was previously entitled. The capacity of the independent financial adviser or the Auditors in this paragraph 10 is that of experts and their certification shall, in the absence of manifest error, be final and binding on the Company and the Grantee. The costs of the independent financial adviser or the Auditors shall be borne by the Company.

11. LAPSE OF OPTION

An Option shall lapse automatically and shall not be exercisable (to the extent not already exercised) on the earliest of:

- (a) the expiry of the Option Period (subject to the provisions of sub-paragraph 4.1 and paragraph 15);
- (b) the expiry of any of the periods referred to in sub-paragraphs 7.3(a), (b), (c), (d) or (e);
- (c) the date on which the compromise or arrangement referred to in sub-paragraph 7.3(f) becomes effective;
- (d) the date on which the Grantee ceases to be an Eligible Employee by reason of the termination of his employment, directorship, office or appointment on the grounds that he has been guilty of misconduct, or has committed any act of bankruptcy or has become insolvent or has made any arrangements or composition with his creditors generally, or has been convicted of any criminal offence involving his integrity or honesty. A resolution of the Board or the board of directors of the relevant Subsidiary to the effect that the

employment, directorship, office or appointment of a Grantee has or has not been terminated on one or more of the grounds specified in this sub-paragraph 11(d) shall be conclusive;

- (e) the date of the commencement of the winding-up of the Company (as determined in accordance with the Companies (Winding Up) Ordinance);
- (f) the date on which the Board shall exercise the Company's right to cancel the Option at any time after the Grantee has committed a breach of sub-paragraph 7.1; or
- (g) the date on which the Option is cancelled by the Board as provided in paragraph 15.

12. GRANT OF OPTIONS AND ALLOTMENT OF SHARES PURSUANT TO THE EXERCISE OF OPTIONS SUBJECT TO SHAREHOLDERS' APPROVAL

The grant of Options and the allotment of Shares pursuant to any exercise of Options shall be subject to the prior approval by the Shareholders in a general meeting having been obtained and subsisting, authorizing the Directors to make or grant offers or agreements that would or might require Shares to be allotted and/or options to be granted in general and/or in accordance with the New Share Option Scheme.

13. DISPUTES

Any dispute arising in connection with the New Share Option Scheme (whether as to the number of Shares the subject of an Option, the amount of the Subscription Price or otherwise) shall be referred to the decision of the Auditors or an independent financial adviser appointed by the Company who shall act as experts and not as arbitrators and whose decision shall be final, conclusive and binding.

14. ALTERATION OF THE NEW SHARE OPTION SCHEME

14.1 The provisions of the New Share Option Scheme may be altered in any respect by resolution of the Board at its absolute discretion except that the provisions of the New Share Option Scheme as to:

- (a) the definitions of "Eligible Participant", "Grantee" and "Option Period"; and
- (b) all the provisions of the New Share Option Scheme relating to the matters governed by Rule 17.03 of the Listing Rules,

shall not be altered to the advantage of any Eligible Participant except with the prior approval of the Shareholders in general meeting, provided that no such alterations shall operate to affect adversely the terms of issue of any Option granted or agreed to be granted prior to such alterations except with

the consent or sanction of such majority of the affected Grantees as would be required of the Shareholders for a variation of the rights attached to the Shares.

- 14.2 Any alterations to the terms and conditions of the New Share Option Scheme which are of a material nature or any change to the terms of the Options granted shall be approved by the Shareholders in general meeting, except where such alterations take effect automatically under the existing terms of the New Share Option Scheme.
- 14.3 Any change to the authority of the Directors or scheme administrators in relation to any alteration to the terms of the New Share Option Scheme shall be approved by the Shareholders in general meeting.
- 14.4 The terms of the New Share Option Scheme and/or any Options amended pursuant to paragraph 14 shall comply with the relevant requirements of Chapter 17 of the Listing Rules.

15. CANCELLATION OF OPTIONS GRANTED

The Board may at any time at its absolute discretion cancel any Option granted but not exercised. Where the Company cancels Options and makes an Offer of the grant of new Options to the same Option holder, the Offer of the grant of such new Options may only be made with available Options (to the extent not yet granted and excluding the cancelled Options) within the limit approved by the Shareholders as mentioned in paragraph 8.

16. TERMINATION OF THE NEW SHARE OPTION SCHEME

The Company by resolution in general meeting may at any time terminate the operation of the New Share Option Scheme and in such event no further Options will be offered but in all other respects the provisions of the New Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any Options granted prior thereto or otherwise as may be required in accordance with the provisions of the New Share Option Scheme, and Options which are granted prior to such termination under the New Share Option Scheme shall continue to be valid and exercisable in accordance with the provisions of the New Share Option Scheme and their terms of issue. Upon such termination, details of the Options granted (including options exercised or outstanding) under the New Share Option Scheme are required under the Listing Rules to be disclosed in the circular to Shareholders seeking approval of the first new scheme established thereafter.

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, 23rd May 2014 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 2013.
2. To declare a final dividend in respect of the year ended 31st December 2013.
3. To re-elect Dr. Tsang Hin Chi as Director.
4. To re-elect Mr. Ng Ming Wah, Charles as Director.
5. To re-elect Mr. Li Ka Fai, David as Director.
6. 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:

7. **“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 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 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.”

8. **“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 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

NOTICE OF ANNUAL GENERAL MEETING

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 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 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).”

NOTICE OF ANNUAL GENERAL MEETING

9. “**THAT**, subject to the passing of the above Resolutions numbered 7 and 8, the general mandate granted to the Directors of the Company pursuant to Resolution numbered 8 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 7 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.”

10. “**THAT**:
 - (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of, and permission to deal in, the shares of the Company which may fall to be issued pursuant to the exercise of options which may be granted under the share option scheme of the Company (the “New Share Option Scheme”), the rules of which are contained in the document marked “A” produced to the meeting and for the purpose of identification signed by the Chairman of the meeting, the New Share Option Scheme be and is hereby approved and adopted and the directors of the Company be and are hereby authorized to do all such acts and to enter into such transactions, arrangements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including but without limitation:
 - (i) to administer the New Share Option Scheme under which options will be granted to eligible participants under the New Share Option Scheme to subscribe for shares in the Company;
 - (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment;
 - (iii) to grant options under the New Share Option Scheme and to issue and allot from time to time such number of shares of the Company during the Relevant Period (as hereinafter defined) as may be required to be issued pursuant to the exercise of options under the New Share Option Scheme in accordance with the terms of the New Share Option Scheme and subject to the Rules Governing the Listing of Securities on the Stock Exchange provided that the approval in paragraph (a)(iii) of this resolution shall authorize the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers or agreements that would or might require shares of the Company to be allotted

NOTICE OF ANNUAL GENERAL MEETING

and/or options to be granted in accordance with the New Share Option Scheme after the expiry of the Relevant Period (as hereinafter defined);

- (iv) to make application at the appropriate time or times to the Stock Exchange, and any other stock exchanges upon which the issued shares of the Company may for the time being be listed, for listing of and permission to deal in any shares of the Company which may hereafter from time to time be issued and allotted pursuant to the exercise of the options under the New Share Option Scheme; and
 - (v) to consent, if it so deems fit and expedient to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme.
- (b) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held;
- (iii) the passing of a resolution by shareholders of the Company in general meeting revoking or varying the authority given by this resolution; and
- (iv) the termination or the expiry of the New Share Option Scheme.”

By order of the Board
KAM Yiu Kwok
Company Secretary

Hong Kong, 17th April 2014

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

NOTICE OF ANNUAL GENERAL MEETING

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.
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.
4. For the purpose of determining shareholders' entitlement to attend and vote at the 2014 AGM, the Register of Members of the Company will be closed from 21st May 2014 to 23rd May 2014 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the 2014 AGM, all transfers accompanied by the relevant shares certificates must be lodged by 4:30 p.m. on Tuesday, 20th May 2014 with the Company's Registrars, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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 29th May 2014 and 30th May 2014, 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, 28th May 2014 with the Company's Registrars, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.