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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.

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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 SECURITIES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 2012 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, 25th May 2012 at 10:30 a.m. is set out on pages 14 to 17 of this circular. Whether or not you intend to attend and vote at the 2012 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 2012 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 2012 AGM or adjourned meeting thereof if you wish so.

20th April 2012

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DEFINITIONS

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

“2012 AGM”	the 2012 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, 25th May 2012 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”	17th April 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Scheme”	the new share option scheme adopted by the Company on 21st May 2002
“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 Director:

Mr. NG Ming Wah, Charles

Independent Non-executive Directors:

Dr. LAU Yue Sun, B.B.S.

Dr. WONG Ying Ho, Kennedy, B.B.S., J.P.

Mr. LI Ka Fai, David

20th April 2012

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to give you information on the proposals to grant to the Directors general mandates to issue Shares and to repurchase Shares. These proposals have been proposed as special business for your consideration and, if thought fit, approval at the 2012 AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At the Annual General Meeting duly convened and held on 27th May 2011, 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 2012 AGM.

At the 2012 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 17 of this circular, for details of the resolutions in relation to these general mandates which will be considered at the 2012 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 2012 AGM.

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

RE-ELECTION OF DIRECTORS

At the 2012 AGM, Dr. Tsang Hin Chi, Mr. Ng Ming Wah, Charles and Dr. Lau Yue Sun will retire as Directors by rotation and, being eligible, offer themselves for re-election in accordance with Article 101 of the 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

2012 AGM

Set out on pages 14 to 17 of this circular is a notice convening the Annual General Meeting at which, as special business, three ordinary resolutions numbered (7), (8) and (9) 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 2012 AGM is enclosed herewith. Whether or not you intend to attend the 2012 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 2012 AGM or any adjournment thereof. Completion and return of a proxy form will not prevent you from attending and voting in person at the 2012 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 2012 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 2012 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 2012 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 2012 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 if and 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 2011. 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
	\$	\$
2011		
April	3.40	3.24
May	3.55	3.17
June	3.38	2.99
July	3.23	3.10
August	3.27	2.80
September	3.33	2.56
October	3.06	2.55
November	3.05	2.83
December	3.04	2.87
2012		
January	3.05	2.88
February	3.20	2.98
March	3.27	3.08
April (up to and including the Latest Practicable Date)	3.41	3.25

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 75.46% 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 78, 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, Dr. Tsang 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 aforesaid, 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 62, was appointed to the Board in 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 30 years of experience in corporate finance and investment banking. He is a director of Somerley Limited, the principal business of which is the provision of corporate financial advisory services. He is an independent non-executive director of each of China Everbright Limited (stock code: 165) and China Molybdenum Company Limited (stock code: 3993). Mr. Ng tendered his resignation as an independent non-executive director from the board of Dalian Ports (PDA) Company Limited (stock code: 2880) on 17th March 2011 (having been a director since 16th November 2005). He was also an independent non-executive director of Stone Group Holdings Limited (stock code: 409) from September 2004 to November 2009. 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, Mr. Ng holds 1,800,000 shares in the issued capital of the Company. Save as disclosed herein, Mr. Ng does not have any other 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. Mr. Ng 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\$180,000 which comprises a director's fee of HK\$100,000, additional remuneration in respect of his 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 in accordance with Ordinary Resolution numbered (8) approved at the Company's Annual General Meeting held on 19 May 2006. 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.

Dr. Lau Yue Sun, *B.B.S., (Independent Non-executive Director)*, aged 71, is the Managing director of New Products Investment Limited and Jip Fair Development Limited, as well as an independent non-executive director of Wing Lee Holdings Limited (stock code: 876). Dr. Lau has over 30 years of experience in manufacturing, electronics, plastic injection products and import/export business. He is a member of the National Committee of the C.P.P.C.C., a member of the Election Committee of Hong Kong SAR, a standing committee member of the Chinese General Chamber of Commerce and Chairman of Hong Kong Human Resources Exchange Centre. He is also an advisor of Guangdong Education Foundation and Director of Guangdong Chamber of Foreign Investors. Dr. Lau was appointed to the Board in 1994.

Dr. Lau 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. Lau. He is subject to retirement by rotation and re-election pursuant to Company's Articles of Association. Currently, Dr. Lau is entitled to receive an aggregate annual remuneration of HK\$180,000 which comprises a director's fee of HK\$100,000 and additional remuneration in respect of his 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 in accordance with Ordinary Resolution numbered (8) approved at the Company's Annual General Meeting held on 19th May 2006. Upon re-election, the aggregate annual remuneration of Dr. Lau as an independent non-executive Director is currently expected to remain unchanged.

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

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

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

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

NOTICE OF ANNUAL GENERAL MEETING



GOLDLION HOLDINGS LIMITED

金利來集團有限公司

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

(Stock Code: 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, 25th May 2012 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 2011.
2. To declare a final dividend in respect of the year ended 31st December 2011.
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 Dr. Lau Yue Sun 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 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.”

8. **“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;
- (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 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.”

“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).”

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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.”

By order of the Board
KAM Yiu Kwok
Company Secretary

Hong Kong, 20th April 2012

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 also 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 2012 AGM, the Register of Members of the Company will be closed from 23rd May 2012 to 25th May 2012 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the 2012 AGM, all transfers accompanied by the relevant shares certificates must be lodged by 4:30 p.m. on Tuesday, 22nd May 2012 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 31st May 2012 and 1st June 2012, 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, 30th May 2012 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.