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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: 00533)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 2023 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, 19th May 2023 at 10:30 a.m. is set out on pages 13 to 17 of this circular. Whether or not you intend to attend and vote at the 2023 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 2023 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 2023 AGM or adjourned meeting thereof if you so wish. There will be no distribution of corporate gifts or serving of refreshments at the 2023 AGM.

18th April 2023

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DEFINITIONS

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

“2023 AGM”	the 2023 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, 19th May 2023 at 10:30 a.m.
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Company”	Goldlion Holdings Limited, a company incorporated in Hong Kong under the Companies Ordinance with limited liability
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	12th April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share Option Scheme”	the new share option scheme adopted by the Company on 23rd May 2014
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shareholder(s)”	holder(s) of the Shares
“Shares”	shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“\$”	Hong Kong dollars
“%”	per cent

LETTER FROM THE BOARD



GOLDLION HOLDINGS LIMITED

金利來集團有限公司

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

(Stock Code: 00533)

Executive Directors:

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

Non-executive Director:

Mr. Ng Ming Wah, Charles

Independent Non-executive Directors:

Dr. Lau Yue Sun, *B.B.S.*
Mr. Li Ka Fai, David
Mr. Ngan On Tak
Ms. Lo Wing Sze, *B.B.S., J.P.*

Registered Office:

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

18th April 2023

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the 2023 AGM including (i) the proposals to grant to the Directors general mandates to issue Shares and to repurchase Shares; and (ii) the re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At the Annual General Meeting duly convened and held on 20th May 2022, 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 2023 AGM.

At the 2023 AGM, ordinary resolutions will be proposed, as special business, to grant to the Directors (i) a general mandate to repurchase Shares, the aggregate number of Shares of which does not exceed 10% of the aggregate number of the Shares in issue as at the date of the passing of such resolution (the “Repurchase Mandate”) and (ii) a general mandate to allot, issue and deal with new Shares not exceeding 20% (which is equivalent to 195,687,207 Shares, on the basis of the Company’s total issued share capital of 978,436,035 Shares as at the Latest Practicable Date) of the aggregate number of the Shares in issue as at the date of such resolution plus the number of Shares actually repurchased by the Company since the grant of such mandate (up to a maximum of 10% of the aggregate number of the Shares in issue). Shareholders are referred to the Notice of the Annual General Meeting, set out on pages 13 to 17 of this circular, for details of the resolutions in relation to these general mandates which will be considered at the 2023 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 2023 AGM.

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

RE-ELECTION OF DIRECTORS

In accordance with Article 92 of the Articles of Association, Ms. Lo Wing Sze who was appointed to the Board on 3rd April 2023, will hold office until the next following general meeting of the Company and, being eligible, offers herself for re-election at the 2023 AGM.

Besides, in accordance with Article 101 of the Articles of Association, Madam Wong Lei Kuan and Mr. Li Ka Fai, David should retire from office by rotation. Madam Wong Lei Kuan will not offer herself for re-election at the 2023 AGM while Mr. Li Ka Fai, David, being eligible, offers himself for re-election at the 2023 AGM.

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

LETTER FROM THE BOARD

2023 AGM

Set out on pages 13 to 17 of this circular is a notice convening the 2023 AGM. A proxy form for use by the Shareholders at the 2023 AGM is enclosed herewith. Whether or not you intend to attend the 2023 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 2023 AGM or any adjournment thereof. Completion and return of a proxy form will not preclude you from attending and voting in person at the 2023 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 2023 AGM will be taken by way of poll. The Chairman of the 2023 AGM will exercise his power under Article 73 of the Articles of Association to put each of the resolutions to be proposed at the 2023 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 2023 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 2023 AGM.

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

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

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

1. LISTING RULES REQUIREMENTS FOR SHARE REPURCHASE

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

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

2. SHARE CAPITAL

As at the Latest Practicable Date, the total issued share capital of the Company comprised 978,436,035 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 2023 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 97,843,603 Shares which is equivalent to 10% of the total issued share capital of the Company.

3. REASONS FOR REPURCHASE

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

4. FUNDING OF REPURCHASE

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

It is possible that, if the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period, there might be an adverse impact on the working capital or gearing position of the Group as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31st December 2022. 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
	\$	\$
2022		
April	1.60	1.47
May	1.54	1.41
June	1.52	1.36
July	1.46	1.35
August	1.37	1.22
September	1.28	1.13
October	1.25	1.12
November	1.35	1.13
December	1.43	1.24
2023		
January	1.49	1.36
February	1.48	1.35
March	1.43	1.17
April (up to and including the Latest Practicable Date)	1.30	1.20

6. UNDERTAKING

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

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

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

7. TAKEOVERS CODE

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

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

8. SUBSTANTIAL SHAREHOLDERS AND PUBLIC SHAREHOLDING

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

Name of holder of securities	Type of securities		Number of Shares held	Percentage to total issued share capital
Hin Chi Family Management Limited (<i>Note 1</i>)	Shares	Long positions	613,034,750	62.65%
		Short positions	–	–
Top Grade Holdings Limited (<i>Note 1</i>)	Shares	Long positions	613,034,750	62.65%
		Short positions	–	–
Silver Disk Limited (<i>Note 1</i>)	Shares	Long positions	160,616,000	16.42%
		Short positions	–	–
Tsang Hin Chi Charities (Management) Limited (<i>Note 2</i>)	Shares	Long positions	53,880,750	5.51%
		Short positions	–	–
FMR LLC	Shares	Long positions	62,053,331	6.34%
		Short positions	–	–

Note:

1. 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.
2. Tsang Hin Chi Charities (Management) Limited as trustee of The Tsang Hin Chi Charitable Foundation (a charitable trust granted tax exemption under section 88 of the Inland Revenue Ordinance, which is jointly controlled by Mr. Tsang Chi Ming, Ricky and Madam Wong Lei Kuan) held 53,880,750 shares in the Company.

As at the Latest Practicable Date, Hin Chi Family Management Limited (“HCFML”) and Tsang Hin Chi Charities (Management) Limited (“THCCML”) held approximately 62.65% and 5.51%, respectively, of the current issued share capital of the Company of 978,436,035 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 75.73% 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 has repurchased a total of 3,004,000 Shares on the Stock Exchange during the six months preceding the Latest Practicable Date, all of which have been subsequently cancelled. Details of the Shares repurchased by the Company are set out as follows:

Repurchase date	Number of Shares repurchased	Price per Share	
		Highest \$	Lowest \$
13th October 2022	100,000	1.17	1.16
14th October 2022	100,000	1.20	1.18
17th October 2022	100,000	1.20	1.17
18th October 2022	75,000	1.19	1.17
19th October 2022	100,000	1.19	1.17
20th October 2022	50,000	1.19	1.17
21st October 2022	150,000	1.20	1.17
24th October 2022	100,000	1.18	1.16
25th October 2022	150,000	1.17	1.16
26th October 2022	200,000	1.19	1.15
27th October 2022	300,000	1.16	1.14
28th October 2022	130,000	1.15	1.13
3rd November 2022	150,000	1.16	1.14
4th November 2022	130,000	1.16	1.13
7th November 2022	158,000	1.18	1.15
8th November 2022	120,000	1.18	1.16
10th November 2022	290,000	1.16	1.15
11th November 2022	150,000	1.20	1.19
15th November 2022	6,000	1.22	1.22
17th November 2022	10,000	1.26	1.25
18th November 2022	50,000	1.28	1.27
21st November 2022	15,000	1.27	1.27
22nd November 2022	40,000	1.31	1.29
25th November 2022	30,000	1.35	1.30
30th November 2022	50,000	1.34	1.34
1st December 2022	20,000	1.33	1.33
2nd December 2022	3,000	1.34	1.34
5th December 2022	75,000	1.35	1.31
6th December 2022	15,000	1.34	1.34
8th December 2022	50,000	1.32	1.32
9th December 2022	40,000	1.37	1.35
14th December 2022	40,000	1.41	1.35
15th December 2022	7,000	1.42	1.41
	<u>3,004,000</u>		

Ms. Lo Wing Sze, *B.B.S., J.P.* (Independent non-executive Director), aged 51, holds a Bachelor of Economics Degree from the University of Sydney and a Master of Commerce in Finance Degree from the University of New South Wales in Australia. She is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of CPA Australia. She is the general manager and financial director of Million Tour Limited and the founder and financial director of M1 Hotel Group. Ms. Lo was appointed to the Board on 3rd April 2023.

Ms. Lo was appointed as a Justice of the Peace in 2017 and awarded the Bronze Bauhinia Star in 2020 by the Hong Kong Special Administrative Region (“HKSAR”) Government. She is a member of the Election Committee 2021 (The Fourth Sector) of the HKSAR and was a member of the Election Committee for the Fifth Government of the HKSAR (Tourism Subsector). Ms. Lo is a member of the Social Workers Registration Board, the Advisory Committee on Post-office Employment for Former Chief Executives and Politically Appointed Officials, the Advisory Committee on Admission of Quality Migrants and Professionals and the District Fire Safety Committee (Wan Chai District). She is also an Honorary Court Member of the Lingnan University.

Ms. Lo is an independent non-executive director and member of the audit committee of each of New World Development Company Limited (stock code: 0017) and Virtual Mind Holding Company Limited (formerly known as CEFC Hong Kong Financial Investment Company Limited) (stock code: 1520). She is also an independent non-executive director, member of the audit committee, member of the remuneration committee and member of the nomination committee of Finsoft Financial Investment Holdings Limited (stock code: 8018).

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

There is no service contract between the Company and Ms. Lo. Ms. Lo will be appointed for a term of three years commencing from the date of the annual general meeting at which she is re-elected and will be subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the provisions of the Articles of Association. Currently, Ms. Lo is entitled to receive an aggregate annual remuneration of HK\$360,000 which comprises a director’s fee of HK\$180,000 and additional remuneration in respect of his membership in Board committees, being HK\$100,000 as a member of the Audit Committee, HK\$50,000 as a member of the Remuneration Committee and HK\$30,000 as a member of the Nomination Committee. Upon re-election, the aggregate annual remuneration of Ms. Lo as an independent non-executive Director is expected to remain unchanged.

Save as disclosed herein, there is no other information relating to Ms. Lo’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 68, is a fellow of the Association of Chartered Certified Accountants, U.K. and currently a senior advisor of SHINEWING (HK) CPA Limited. Mr. Li is an independent non-executive director and chairman of the audit committee of each of Shanghai Industrial Urban Development Group Limited (stock code: 563) and Wai Yuen Tong Medicine Holdings Limited (stock code: 897). He is also an independent non-executive director, chairman of the audit committee, member of the nomination committee and member of the remuneration committee of each of China-Hongkong Photo Products Holdings Limited (stock code: 1123) and Cosmopolitan International Holdings Limited (stock code: 120), an independent non-executive director, chairman of the audit committee and member of the remuneration committee of China Merchants Port Holdings Company Limited (stock code: 144), and an independent non-executive director, member of the audit committee and member of the remuneration committee of Continental Aerospace Technologies Holding Limited (formerly known as AVIC International Holding (HK) Limited) (stock code: 232). During the last three years, Mr. Li was an independent non-executive director, chairman of the audit committee and chairman of the remuneration committee, member of the nomination committee of CR Construction Group Holdings Limited (stock code: 1582) and retired in June 2021.

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 other interests in the securities of the Company within the meaning of Part XV of the SFO.

There is no service contract between Mr. Li and the Company. Mr. Li will be appointed for a term of three years commencing from the date of the annual general meeting at which he is re-elected and will be subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the provisions of the Articles of Association. Currently, Mr. Li is entitled to receive an aggregate annual remuneration of HK\$360,000 which comprises a director's fee of HK\$180,000 and additional remuneration in respect of his membership in Board committees, being HK\$100,000 as a member of the Audit Committee, HK\$50,000 as a member of the Remuneration Committee and HK\$30,000 as a member of the Nomination Committee. Upon re-election, the aggregate annual remuneration of Mr. Li as an independent non-executive Director is expected to remain unchanged.

Under the requirement of Code Provision B.2.3 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.

Mr. Li has served as an independent non-executive Director since 2010 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 F.2.1 with regard to the requirement to propose a separate resolution in respect of each substantially separate issue at a general meeting. It is the Company's practice that separate resolutions were proposed at general

meetings for the re-election of each individual Director whether such Director is an executive Director, a non-executive Director or an independent non-executive Director. Accordingly, re-election of Director will be voted on individually at the annual general meeting.

The papers to shareholders accompanying that resolution should state why the board (or the nomination committee) believes that the director is still independent and should be re-elected, including the factors considered, the process and the discussion of the board (or the nomination committee) in arriving at such determination.

The Nomination Committee had discussed the re-election of Mr. Li as an independent non-executive Director including his independence and had made recommendations to the Board. The Board had noted that Mr. Li 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 Mr. Li 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.

The Board had also noted that Mr. Li is currently holding seven listed company directorship including the Company. Mr. Li has confirmed that he fully understand his obligations, duties and responsibilities as an independent non-executive Director and will be able to properly allocate his time to discharge all his duties. The Board will continue to monitor the time allocation of Mr. Li and the other independent non-executive Directors such as the attendance of Board and committee meetings and participation in discussions of important matters of the Company to make sure that they will have sufficient time to focus on the matters of our Group.

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.

NOTICE OF ANNUAL GENERAL MEETING



GOLDLION HOLDINGS LIMITED
金利來集團有限公司

(Incorporated in Hong Kong under the Hong Kong Companies Ordinance)
(Stock Code: 00533)

NOTICE IS HEREBY GIVEN that the 2023 Annual General Meeting (the “2023 AGM”) 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, 19th May 2023 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 2022.
2. To approve a final dividend in respect of the year ended 31st December 2022.
3. (a) To re-elect Ms. Lo Wing Sze as an independent non-executive Director.
(b) To re-elect Mr. Li Ka Fai, David as an independent non-executive Director.
(c) To authorize the Board of Directors to fix the remuneration of Directors.
4. To appoint auditors of the Company and to authorize the Board of Directors to fix their remuneration.

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

As Ordinary Resolutions

5. **“THAT:**
 - (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the shares in the capital of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of

NOTICE OF ANNUAL GENERAL MEETING

Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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

6. **“THAT:**

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

NOTICE OF ANNUAL GENERAL MEETING

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

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) or the Articles of Association of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares in the capital of the Company or issue of options to subscribe for shares in the capital of the Company open for a period fixed by the Directors of the Company to the holders of shares in the capital of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of shares in 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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7. “**THAT**, subject to the passing of the above Resolutions numbered 5 and 6, the general mandate granted to the Directors of the Company pursuant to Resolution numbered 6 be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company as stated in Resolution numbered 5 above provided that such amount shall not exceed 10% of the aggregate number of shares in the capital of the Company in issue on the date of the passing of this resolution.”

By order of the Board
Kam Yiu Kwok
Company Secretary

Hong Kong, 18th April 2023

Registered office:

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

Notes:

1. Every member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend, speak and, on a poll, vote instead of him. A proxy need not be a member of the Company.
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 2023 AGM, the Register of Members of the Company will be closed from 16th May 2023 to 19th May 2023 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the 2023 AGM, all transfers accompanied by the relevant shares certificates must be lodged by 4:30 p.m. on Monday, 15th May 2023 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 2023 and 30th May 2023 (two days), 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 share certificates must be lodged by 4:30 p.m. on Thursday, 25th May 2023 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.

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6. There will be no distribution of corporate gifts or serving of refreshments at the 2023 AGM.
7. If a Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal is/are in force at or at any time between 8:30 a.m. and 10:30 a.m. on the date of the meeting, the meeting will be automatically adjourned. The Company will post an announcement on the Company's website (www.goldlion.com) and the Stock Exchange's website (www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned meeting. Shareholders should decide on their own whether they would attend the Meeting under bad weather condition bearing in mind their own situations.