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HCMP No. 307/2025

IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 307 of 2025

IN THE MATTER OF

GOLDLION HOLDINGS LIMITED
金利來集團有限公司

AND

IN THE MATTER OF
THE COMPANIES ORDINANCE,
CHAPTER 622 OF THE LAWS OF
THE HONG KONG SPECIAL ADMINISTRATIVE REGION

SCHEME OF ARRANGEMENT
Under Section 673 of the Companies Ordinance,
Chapter 622 of the Laws of the Hong Kong Special Administrative Region

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order dated 1 April 2025 (the “**Order**”) made in the above matters, the High Court of the Hong Kong Special Administrative Region (the “**High Court**”) has directed that a meeting of the holders of the Scheme Shares (as defined in the Scheme referred to below) (the “**Court Meeting**”) be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement (the “**Scheme**”) proposed to be made between Goldlion Holdings Limited 金利來集團有限公司 (the “**Company**”) and the Scheme Shareholders (as defined in the Scheme referred to below) and that the Court Meeting will be held at 10:00 a.m. on Friday, 9 May 2025 (Hong Kong time) at the Main Conference Room, 7th Floor, Goldlion Holdings Centre, 13–15 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong at which place and time all Scheme Shareholders are requested to attend.

A copy of the Scheme and a copy of the explanatory statement (the “**Explanatory Statement**”) explaining the effect of the Scheme, required to be furnished pursuant to section 671 of the Companies Ordinance, are incorporated in the composite scheme document dated 11 April 2025 (the “**Scheme Document**”) and sent to the shareholders of the Company, of which this notice forms part. A copy of the Scheme Document can also be obtained by any person entitled to attend the Court Meeting during usual business hours on any day prior to the day appointed for the Court Meeting (other than a Saturday, a Sunday or a public holiday in Hong Kong) from the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. The Scheme Document is also available on the website of the Company at www.goldlion.com from Friday, 11 April 2025 onwards.

In compliance with the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), Shares beneficially owned or held by the Offeror (if any) and parties acting in concert (as defined in the Takeovers Code) with it may not be voted at the Court Meeting. Only shares held by the Scheme Shareholders are eligible for voting thereat.

Scheme Shareholders may vote in person at the Court Meeting, or they may appoint another person, whether a member of the Company or not, as their proxy or proxies to attend and vote in their stead. A **PINK** form of proxy for use at the Court Meeting is enclosed with the Scheme Document. If more than one proxy is appointed, the number of shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy.

Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Court Meeting, either personally or by proxy, in respect of such share(s) as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the Court Meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.

It is requested that **PINK** form of proxy appointing proxies, together with the power of attorney (if any) or other authority (if any) under which they are signed or a notarially certified copy thereof (in the case of a corporation either under its seal or under the hand of an officer or attorney duly authorized), must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Court Meeting, or in any case of any adjournment thereof, not less than 48 hours before the time appointed for the holding of such adjourned meeting. If the **PINK** form of proxy is not so lodged, it may alternatively be handed to the chairman of the Court Meeting before the taking of the poll, who shall have absolute discretion as to whether or not to accept it.

Completion and return of the form of proxy will not preclude a Scheme Shareholder from attending the Court Meeting or any adjournment thereof and voting in person. In such event, his/her/its form of proxy shall be deemed to be revoked.

For the purpose of determining the entitlement to attend and vote at the Court Meeting, the register of members of the Company will be closed from Tuesday, 6 May 2025 to Friday, 9 May 2025, both days inclusive (or such other dates as the shareholders of the Company may be notified by announcement). During such period, no transfer of shares will be effected. In order to qualify to vote at the Court Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. (Hong Kong time) on Friday, 2 May 2025 (or such other date as the shareholders of the Company may be notified by announcement).

By the same Order, the High Court has appointed Mr. Li Ka Fai, David or, failing him, Mr. Ng Ming Wah, Charles or, failing him, Ms. Lo Wing Sze, all being directors of the Company, to act as chairman of the Court Meeting, and has directed the chairman to report the result of it to the High Court.

If approved at the Court Meeting, the Scheme will be subject to the subsequent sanction of the High Court as set out in the Explanatory Statement contained in the Scheme Document.

Dated this 11th day of April 2025

WOO KWAN LEE & LO

Solicitors

26th Floor, Jardine House

1 Connaught Place, Central

Hong Kong

Solicitors to

GOLDLION HOLDINGS LIMITED

Note:

If there is a "black" rainstorm warning or a tropical cyclone warning signal No. 8 or above or extreme conditions in force at or after 8:00 a.m. on Friday, 9 May 2025 and/or the Hong Kong Observatory has announced at or before 8:00 a.m. on Friday, 9 May 2025 that any of the above mentioned warnings is to be issued within the next two hours, the Court Meeting shall automatically be postponed to the next Business Day (as defined in the Scheme Document) on which no "black" rainstorm warning or tropical cyclone warning signal No. 8 or above is hoisted and no extreme conditions are in force between the hours from 8:00 a.m. to 10:00 a.m. and in such case the Court Meeting shall be held at 10:00 a.m. on that Business Day at the Main Conference Room, 7th Floor, Goldlion Holdings Centre, 13–15 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong. For the avoidance of doubt, the Court Meeting will be held as scheduled even when a tropical cyclone warning signal No. 3 or below is hoisted or an amber or red rainstorm warning signal is in force. Holders of Scheme Shares should make their own decision as to whether to attend the Court Meeting under bad weather conditions bearing in mind their own situation and, if they should choose to do so, they are advised to exercise care and caution.

As at the date of this notice, the board of directors of the Company comprises Mr. Tsang Chi Ming, Ricky (Chairman and Chief Executive Officer) as an executive director; Mr. Ng Ming Wah, Charles as a non-executive director; and Mr. Li Ka Fai, David, Ms. Lo Wing Sze and Mr. Chan Kwong Ming, Johnny as independent non-executive directors.