

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



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 OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**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, 9 May 2025 at 10:15 a.m. (Hong Kong time) (or as soon as practicable after the conclusion or adjournment of the meeting of the holders of Scheme Shares (as defined in the Scheme as referred to below) convened at the direction of the High Court of the Hong Kong Special Administrative Region (the “**High Court**”) for the same day and place (the “**Court Meeting**”) for the purposes of considering and, if thought fit, passing, the following resolutions:

ORDINARY RESOLUTION

1. To re-elect Mr. Chan Kwong Ming, Johnny as an independent non-executive director of the Company and to authorize the board of directors of the Company to fix his remuneration.

SPECIAL RESOLUTION

2. “**THAT:**
 - (a) the proposed scheme of arrangement dated 11 April 2025 under section 673 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Scheme**”) between the Company and the Scheme Shareholders (as defined in the Scheme) in the form of the print contained in the composite scheme document dated 11 April 2025 (the “**Scheme Document**”) which has been produced to this General Meeting, a print of which has for the purpose of identification been signed by the chairman of this General Meeting and marked “A”, with any modification of or addition to it, or any term or condition, as may be approved or imposed by the High Court (as defined in the Scheme), be and is hereby approved; and

- (b) for the purpose of giving effect to the Scheme, on the Effective Date (as defined in the Scheme):
- (i) the issued share capital of the Company be reduced by cancelling the Scheme Shares (as defined in the Scheme);
 - (ii) subject to and forthwith upon such reduction of share capital taking effect, the share capital of the Company be increased to its former amount by the issue to Grand Sunny Limited (the “**Offeror**”), credited as fully paid, of the same number of new shares of the Company (the “**New Shares**”) as is equal to the number of Scheme Shares (as defined in the Scheme) cancelled; and
 - (iii) the Company shall apply the entire amount of the credit arising in its books of account as a result of the aforesaid reduction of share capital in paying up in full the New Shares which shall be allotted and issued, credited as fully paid, to the Offeror, and the directors of the Company be and are hereby unconditionally authorized to allot and issue the same accordingly; and
- (c) the listing of the shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) be withdrawn, subject to the Scheme taking effect; and
- (d) the directors of the Company be and are hereby unconditionally authorized to do all acts and things and/or sign such documents as considered by them to be necessary or desirable for or in connection with the implementation of the Scheme, including (without limitation) (i) the making of an application to the Stock Exchange for the withdrawal of the listing of the shares of the Company on the Stock Exchange, subject to the Scheme taking effect; (ii) the reduction of share capital of the Company; (iii) the allotment and issue of the New Shares; and (iv) the giving, on behalf of the Company, of consent to any modification of, or addition to, the Scheme, which the High Court may see fit to impose and to do all other acts and things and/or sign such documents considered by them to be necessary or desirable for or in connection with the implementation of the Scheme and in relation to the proposed privatization of the Company by the Offeror by way of the Scheme as a whole.”

By order of the Board
Goldlion Holdings Limited
Kam Yiu Kwok
Company Secretary

Hong Kong, 11 April 2025

Registered office:

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

Notes:

1. Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Scheme shall have the same meanings when used in this notice.
2. At the General Meeting, the chairman of the General Meeting will put forward the above resolutions to be voted on by way of poll.
3. A white form of proxy for use at the General Meeting is enclosed with the Scheme Document.
4. A member of the Company entitled to attend and vote at the General Meeting shall be entitled to appoint another person as his proxy to attend and to speak and vote instead of him. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
5. In order to be valid, the white 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 General Meeting or any adjournment thereof. Completion and return of the white form of proxy will not preclude a member from attending and voting in person at the General Meeting or any adjournment thereof. In the event that a member attends and votes at the General Meeting after having lodged his/her/its form of proxy, his/her/its form of proxy shall be deemed to be revoked.
6. 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 General 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 General Meeting shall be held at 10:15 a.m. on that Business Day (or as soon as practicable after the conclusion or adjournment of the Court Meeting) 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 General 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. Shareholders should make their own decision as to whether to attend the General 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.
7. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the General 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 General 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.

8. For the purpose of determining the entitlement to attend and vote at the General 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 the Shares will be effected. In order to qualify to attend and vote at the General 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 may be notified by announcement).
9. In case of any inconsistency between the Chinese translation and English text of this notice, the English text shall prevail.

As at the date of this notice, the board of directors 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.