

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Goldpac Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Goldpac Group Limited
金邦達寶嘉控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 3315)

**DECLARATION OF
FINAL DIVIDEND AND SPECIAL DIVIDEND,
RE-ELECTION OF RETIRING DIRECTORS AND
APPOINTMENT OF DIRECTOR,
GRANT OF GENERAL MANDATES TO
ISSUE AND BUY BACK SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting to be held at Room 1, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 22 May 2019 at 3:00 p.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.goldpac.com>).

Whether or not you intend to attend the Annual General Meeting, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 3:00 p.m. on Monday, 20 May 2019 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

16 April 2019

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Room 1, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 22 May 2019 at 3:00 p.m. or any adjournment thereof, the notice of which is set out on pages 15 to 19 of this circular
“Articles of Association”	the existing articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Buy-back Mandate”	a general mandate proposed to be granted to the Board to buy back Shares on the Stock Exchange of not exceeding 10% of the number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 15 to 19 of this circular
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Goldpac Group Limited 金邦達寶嘉控股有限公司, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Controlling Shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	a general mandate proposed to be granted to the Board to allot, issue or deal with additional Shares of not exceeding 20% of the number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 15 to 19 of this circular
“Latest Practicable Date”	4 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time



Goldpac Group Limited
金邦達寶嘉控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 3315)

Executive Directors:

LU Run Ting (*Chairman*)
HOU Ping
LU Runyi
LU Xiaozhong
WU Siqiang
LING Wai Lim

Registered Office and Headquarters:

Room 1301, 13th Floor
Bank of East Asia Harbour View Centre
No. 56 Gloucester Road
Wanchai
Hong Kong

Independent non-executive Directors:

MAK Wing Sum Alvin
LIU John Jianhua
YE Lu

16 April 2019

To the Shareholders

Dear Sir/Madam,

**DECLARATION OF
FINAL DIVIDEND AND SPECIAL DIVIDEND,
RE-ELECTION OF RETIRING DIRECTORS AND
APPOINTMENT OF DIRECTOR,
GRANT OF GENERAL MANDATES TO
ISSUE AND BUY BACK SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

At the Annual General Meeting, resolutions will be proposed for the Shareholders to approve, among others, (i) the declaration of final dividend and special dividend; (ii) the re-election of retiring Directors and appointment of Director; (iii) the grant of the Issue Mandate and the Buy-back Mandate; and (iv) the extension of the Issue Mandate to include Shares bought back pursuant to the Buy-back Mandate.

2. DECLARATION OF FINAL DIVIDEND AND SPECIAL DIVIDEND

According to the announcement of annual results of the Company for the year ended 31 December 2018 dated 15 March 2019, the Board recommended the payment of a final dividend of HK10.0 cents (equivalent to approximately RMB8.6 cents) per ordinary Share (2017: HK10.0 cents equivalent to approximately RMB8.0 cents) and a special dividend of HK6.0 cents (equivalent to approximately RMB5.1 cents) per ordinary Share (2017: HK6.0 cents equivalent to approximately RMB5.0 cents) for the year ended 31 December 2018 to the Shareholders.

The payment of final dividend and special dividend is subject to the approval of the Shareholders at the Annual General Meeting. If the resolution for the payment of dividends is passed at the Annual General Meeting, the dividends will be paid on Friday, 28 June 2019 to the Shareholders whose names appear on the register of members of the Company at the close of business at 4:30 p.m. on Wednesday, 12 June 2019.

The register of members of the Company will be closed from Monday, 10 June 2019 to Wednesday, 12 June 2019, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to receive the dividends, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration by 4:30 p.m. on Thursday, 6 June 2019.

3. RE-ELECTION OF RETIRING DIRECTORS AND APPOINTMENT OF DIRECTOR

(a) Re-election of retiring Directors

In accordance with Articles 102 and 103 of the Articles of Association, Mr. LU Run Ting, Mr. LU Runyi and Mr. Liu John Jianhua shall retire by rotation at the Annual General Meeting and being eligible, Mr. LU Run Ting and Mr. LU Runyi will offer themselves for re-election at the Annual General Meeting.

Mr. LIU John Jianhua has informed the Company that he will not offer himself for re-election at the Annual General Meeting due to his intention to devote more time to his family and personal affairs, and accordingly will retire as Director upon the conclusion of the Annual General Meeting. Mr. LIU has confirmed that he has no disagreement with the Board and that there are no matters that need to be brought to the attention of the Shareholders in relation to his retirement.

Details of the retiring Directors for re-election at the Annual General Meeting are set out in Appendix I to this circular.

LETTER FROM THE BOARD

(b) Appointment of Director

In accordance with Article 106 of the Articles of Association, ordinary resolution will be proposed at the Annual General Meeting to appoint Mr. YANG Geng as independent non-executive Director.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by Mr. YANG Geng, his qualifications, skills and experience, with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of Mr. YANG Geng. The Nomination Committee has recommended to the Board the appointment of Mr. YANG Geng as an independent non-executive Director. The Company considers that Mr. YANG Geng is independent in accordance with the independence guidelines set out in the Listing Rules and will bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the Director for appointment at the Annual General Meeting are set out in Appendix I to this circular.

4. GRANT OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 17 May 2018, a general mandate was granted to the Board to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of the Issue Mandate to the Board to allot, issue or deal with additional Shares of not exceeding 20% of the number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 15 to 19 of this circular (i.e. a total of 166,712,200 Shares based on 833,561,000 Shares in issue as at the Latest Practicable Date and on the basis that such number of Shares in issue remains unchanged on the date of passing of the proposed ordinary resolution). An ordinary resolution to extend the Issue Mandate by adding the number of Shares bought back by the Company pursuant to the Buy-back Mandate will also be proposed at the Annual General Meeting. The Board wishes to state that they have no immediate plan to issue any new Shares pursuant to the Issue Mandate.

LETTER FROM THE BOARD

5. GRANT OF GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 17 May 2018, a general mandate was granted to the Board to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of the Buy-back Mandate to the Board to buy back Shares on the Stock Exchange of not exceeding 10% of the number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 15 to 19 of this circular (i.e. a total of 83,356,100 Shares based on 833,561,000 Shares in issue as at the Latest Practicable Date and on the basis that such number of Shares in issue remains unchanged on the date of passing of the proposed ordinary resolution). The Board wishes to state that they have no immediate plan to buy back any Shares pursuant to the Buy-back Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the grant of the Buy-back Mandate is set out in Appendix II to this circular.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 19 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, all votes of the Shareholders at the Annual General Meeting must be taken by poll. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 17 May 2019 to Wednesday, 22 May 2019, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 16 May 2019.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.goldpac.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 3:00 p.m. on Monday, 20 May 2019 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

7. RECOMMENDATION

The Board considers that the declaration of final and special dividends, the re-election of retiring Directors, the appointment of Director, the grant of the Buy-back Mandate and the Issue Mandate, and the extension of the Issue Mandate to include Shares bought back pursuant to the Buy-back Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Your attention is also drawn to the additional information set out in Appendix I and Appendix II to this circular.

Yours faithfully,
For and on behalf of the Board
Goldpac Group Limited
Mr. LU Run Ting
Chairman

- (a) The following are details of the Directors who will retire and, being eligible, offer themselves for re-election at the Annual General Meeting.

Mr. LU Run Ting (盧閏霆), aged 64, is the chairman and an executive Director of the Company, and the founder of the Group. He was first appointed as Director on 10 December 2004 and was designated as an executive Director with effect from 15 November 2013. Mr. LU is primarily responsible for the overall strategic planning and overseeing the general management of the Group. He has over 25 years of experience in financial card industry and was honored as the finalist award of CNBC Asia Business Leaders Award in October 2015. Mr. LU has been the chairman of the Company and the Company's subsidiaries, Goldpac Datacard Solutions Company Limited and Goldpac Limited (formerly named as "**Goldpac Secur-Card (Zhuhai) Limited**") since 2011 and also has been the Director of Goldpac Fintech Private Limited (formerly named as "**Goldpac Fintech Singapore Private Limited**"), the Company's subsidiary, from 2016 to July 2018, and has been the Director of Goldpac Investment Limited, the Company's subsidiary, since 2016, and has been the Director of Goldpac Innovation Limited, the Company's subsidiary, since 2018. He was the managing Director and a Director of the Group from 2004 to 2011 and also served as the vice chairman and president of both Goldpac Datacard Solutions Company Limited and Goldpac Limited from 2000 to 2011 and 1995 to 2011 respectively.

Prior to the establishment of the Group in 1995, Mr. LU had interest in Goldpac International (Holding) Limited ("**GIHL**"), the Company's controlling shareholder and Director since 1993. Mr. LU also served as various management positions at the subsidiaries of the Industrial and Commercial Bank of China prior to the establishment of GIHL in 1993. He currently also serves as the chairman of GIHL. Mr. LU received a Master of Business Administration degree from the Hong Kong Polytechnic University in November 2004. Mr. LU had not been a director of any other listed companies in Hong Kong or overseas in the past three years.

So far as the Directors were aware as at the Latest Practicable Date, Mr. LU, together with GIHL, was interested in 359,959,422 Shares (for details, please refer to the Company's annual report for the financial year ended 31 December 2018) within the meaning of Part XV of the SFO, representing approximately 43.18% of the total number of Shares in issue.

Mr. LU is currently holding 100% interest of GIHL, the Company's controlling shareholder. Mr. LU is the elder brother of Mr. LU Runyi, who is an executive Director of the Company, and is the father of Mr. LING Wai Lim, who is an executive Director of the Company. Save as disclosed above, Mr. LU (i) has no other relationship with any Director, senior management or substantial or Controlling Shareholder of the Company; and (ii) has not held any position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years.

Mr. LU has entered into a service contract with the Company for a term of three years commencing from 4 December 2016 until terminated by not less than three months' notice in writing served by either party on the other. He is subject to retirement and re-election at least once every three years in accordance with the Articles of Association. Mr. LU is entitled to a basic salary of HK\$4,180,000 per annum, which is determined with reference to his responsibilities, experience, performance and the prevailing market conditions. In addition, Mr. LU is entitled to a discretionary bonus amounting to one month's salary. Mr. LU is also entitled to a special discretionary variable bonus, provided that the aggregate amount of the bonuses payable to all Directors of the Company in respect of any financial year of the Company shall not exceed 10% of the audited consolidated net profit (after taxation and extraordinary and exceptional items) in respect of the previous financial year.

Save as disclosed above, there is no other information relating to Mr. LU that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. LU Runyi (盧潤怡), aged 61, is an executive Director and a senior vice president of the Company, and joined the Group in 1995. He was first appointed as a Director in December 2004, and was designated as an executive Director with effect from November 2013. He is primarily responsible for the management of the sales department of the Group. Mr. LU Runyi, has approximately 25 years of experience in the financial cards industry. He has been a senior vice president of the Group since 2004 and has been a Director of Goldpac Datacard Solutions Company Limited, Goldpac Limited since 2011. He currently also serves as a Director of GIHL and has also served as a Director of Goldpac Technology Service Ltd (Hengqin), the Company's subsidiary, since 2018. Mr. LU Runyi had not been a Director of any other listed companies in Hong Kong or overseas in the past three years.

So far as the Directors were aware as at the Latest Practicable Date, Mr. LU Runyi was interested in 4,921,000 Shares (for details, please refer to the Company's annual report for the financial year ended 31 December 2018) within the meaning of Part XV of the SFO, representing approximately 0.59% of the total number of Shares in issue.

Mr. LU Runyi is the younger brother of Mr. LU Run Ting, who is the Chairman and an executive Director of the Company, and is the uncle of Mr. LING Wai Lim, who is an executive Director of the Company. Save as disclosed above, Mr. LU Runyi (i) has no other relationship with any Director, senior management or substantial or Controlling Shareholder of the Company; and (ii) has not held any position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years.

Mr. LU Runyi has entered into a service contract with the Company for a term of three years commencing from 4 December 2016 until terminated by not less than three months' notice in writing served by either party on the other. He is subject to retirement and re-election at least once every three years in accordance with the Articles of Association. Mr. LU Runyi is entitled to a basic salary of HK\$1,320,000 per annum, which is determined with reference to his responsibilities, experience, performance and the prevailing market conditions. In addition, Mr. LU Runyi is entitled to a discretionary bonus amounting to one month's salary. Mr. LU Runyi is also entitled to a special discretionary variable bonus, provided that the aggregate amount of the bonuses payable to all Directors of the Company in respect of any financial year of the Company shall not exceed 10% of the audited consolidated net profit (after taxation and extraordinary and exceptional items) in respect of the previous financial year.

Save as disclosed above, there is no other information relating to Mr. LU Runyi that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

(b) The following are details of the Director for appointment at the Annual General Meeting.

Mr. YANG Geng (楊廣), aged 43, is proposed to be appointed as an independent non-executive Director of the Company. Mr. YANG has 10 years of experience in securities investment.

Mr. YANG has been working in Mason Administrative Services Limited as the First Vice President (Investment) since January 2018, responsible for constructing the investment portfolios in stock market of Hong Kong and Mainland China. Mr. YANG acted as an investment director in Orchid Public Investment Management Company Limited from April 2014 to June 2017. Mr. YANG worked respectively at Huaxi Securities Co., Ltd (a company listed on the Shenzhen Stock Exchange, Stock Code: 002926 Shenzhen) and BOCI Research Limited from May 2008 to January 2014.

Mr. YANG received Bachelor of Trade and Economics from Anhui University of Finance and Economics in 1997 and received Master of Business and Administration from The Chinese University of Hong Kong in 2007.

So far as the Directors were aware as at the Latest Practicable Date, Mr. YANG did not have any interests in securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. YANG (i) has no other relationship with any Director, senior management or substantial or Controlling Shareholder of the Company; and (ii) has not held any position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years.

The Board has received from Mr. YANG a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. Upon his appointment as a Director being approved by Shareholders at the Annual General Meeting, Mr. YANG will sign a letter of appointment with the Company for a term of three years commencing from the date of the Annual General Meeting until terminated by not less than three months' notice in writing served by either party on the other. He is subject to retirement and re-election at least once every three years in accordance with the Articles of Association. Mr. YANG will be entitled to a director's fee in the sum of HK\$198,000 per annum, which is determined with reference to his responsibilities, experience, performance and the prevailing market conditions.

Save as disclosed above, there is no other information relating to Mr. YANG that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the grant of the Buy-back Mandate. It also constitutes the memorandum under section 239(2) of the Companies Ordinance.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 833,561,000 Shares.

Subject to the passing of the ordinary resolution set out in item 7 of the notice of the Annual General Meeting in respect of the grant of the Buy-back Mandate and on the basis that no further Shares are issued or bought back prior to the Annual General Meeting, the Board would be authorized under the Buy-back Mandate to buy back, during the period in which the Buy-back Mandate remains in force, a total of 83,356,100 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Board believes that the grant of the Buy-back Mandate is in the best interests of the Company and the Shareholders.

Buy-back of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Board believes that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the Companies Ordinance and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2018) in the event that the Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Board does not intend to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Board are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months were as follows:

Month	Highest HK\$	Lowest HK\$
2018		
April	2.51	2.28
May	2.47	2.22
June	2.23	1.96
July	2.08	1.95
August	2.06	1.93
September	2.05	1.85
October	2.12	1.85
November	1.94	1.81
December	1.95	1.85
2019		
January	2.06	1.89
February	2.19	1.98
March	2.43	2.07
April (up to the Latest Practicable Date)	2.34	2.28

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the grant of the Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Buy-back Mandate is approved by the Shareholders.

The Board has undertaken to the Stock Exchange to exercise the power of the Company to make buy-backs of Shares pursuant to the Buy-back Mandate in accordance with the Listing Rules and the Companies Ordinance.

7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. LU Run Ting, the Chairman of the Company, together with Goldpac International (Holding) Limited ("**GIHL**"), a Controlling Shareholder and a company beneficially owned as to 100% by Mr. LU Run Ting, were interested in 359,959,422 Shares representing approximately 43.18% of the Shares in issue. In the event that the Directors exercise the proposed Buy-back Mandate in full, the shareholding of Mr. LU Run Ting and GIHL would be increased to approximately 47.98% of the Shares in issue.

The Board considers that such increase in shareholding would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Board does not intend to exercise the Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. BUY-BACK OF SHARES MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not bought back any Shares (whether on the Stock Exchange or otherwise).



Goldpac Group Limited
金邦達寶嘉控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 3315)

NOTICE IS HEREBY GIVEN that the annual general meeting of Goldpac Group Limited (the “**Company**”) will be held at Room 1, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 22 May 2019 at 3:00 p.m. (the “**Annual General Meeting**”) for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company for the year ended 31 December 2018.
2.
 - (i) To declare a final dividend of HK10.0 cents (equivalent to approximately RMB8.6 cents) per ordinary share for the year ended 31 December 2018.
 - (ii) To declare a special dividend of HK6.0 cents (equivalent to approximately RMB5.1 cents) per ordinary share for the year ended 31 December 2018.
3.
 - (i) To re-elect Mr. LU Run Ting as an executive Director.
 - (ii) To re-elect Mr. LU Runyi as an executive Director.
 - (iii) To appoint Mr. YANG Geng as an independent non-executive Director.
4. To authorize the board of Directors to fix the remuneration of the Directors.
5. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company and to authorize the board of Directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

6. “**THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the board of Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements, options (including securities convertible into shares of the Company) which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the board of Directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the board of Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association (the “**Articles of Association**”) of the Company,

shall not exceed 20% of the number of shares of the Company in issue on the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.

“**Rights Issue**” means an offer of shares or an issue of options or other securities giving right to subscribe for shares, open for a period fixed by the board of Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

7. “**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the board of Directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the number of shares of the Company in issue as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph (a) above as a percentage of the number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in a general meeting.”

8. “**THAT** conditional upon the passing of the resolutions set out in items 6 and 7 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the board of Directors pursuant to such general mandate of the number of shares representing the aggregate number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 7 of the Notice, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this resolution.”

By Order of the Board
Goldpac Group Limited
Mr. LU Run Ting
Chairman

Hong Kong, 16 April 2019

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
- (2) Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- (3) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the above meeting (i.e. not later than 3:00 p.m. on Monday, 20 May 2019 (Hong Kong time)) or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 17 May 2019 to Wednesday, 22 May 2019, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 16 May 2019.
- (5) For determining the entitlement to the final dividend and special dividend (subject to approval by the shareholders at the Annual General Meeting), the register of members of the Company will be closed from Monday, 10 June 2019 to Wednesday, 12 June 2019, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the dividends, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 6 June 2019.
- (6) A circular containing further details concerning items 3, 6 to 8 set out in the above notice will be sent to all shareholders of the Company together with the annual report of the Company for the year ended 31 December 2018.

As at the date of this notice, the executive Directors of the Company are Mr. LU Run Ting, Mr. HOU Ping, Mr. LU Runyi, Mr. LU Xiaozhong, Mr. WU Siqiang and Mr. LING Wai Lim; and the independent non-executive Directors of the Company are Mr. MAK Wing Sum Alvin, Mr. LIU John Jianhua and Ms. YE Lu.