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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 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)

**PROPOSED DECLARATION OF FINAL DIVIDEND,
RE-ELECTION OF RETIRING DIRECTORS,
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 Salon VI of Harbour Grand Hotel, 23 Oil Street, North Point, Hong Kong on Wednesday, 28 May 2014 at 2:30 p.m. is set out on pages 13 to 16 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 holding the Annual General Meeting or any adjournment thereof. 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.

22 April 2014

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I — Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting	7
Appendix II — Explanatory Statement on the Buy-back Mandate	10
Notice of Annual General Meeting	13

DEFINITIONS

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

“Annual General Meeting”	an annual general meeting of the Company to be held at Salon VI of Harbour Grand Hotel, 23 Oil Street, North Point, Hong Kong on Wednesday, 28 May 2014 at 2:30 p.m.
“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 proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 13 to 16 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
“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 proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 13 to 16 of this circular

DEFINITIONS

“Latest Practicable Date”	10 April 2014, 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
“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
“Shares(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 Code 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

Non-executive Directors:

Christophe Jacques PAGEZY
TING Tao I

Independent non-executive Directors:

MAK Wing Sum Alvin
ZHU Lijun
LIU John Jianhua

Registered Office:

Room 1205-06
12th Floor, Cigna Tower
482 Jaffe Road
Causeway Bay
Hong Kong

Head Office:

Goldpac Building
Fuxi, Qianshan Xiangzhou District
Zhuhai, Guangdong Province
People's Republic of China

22 April 2014

To the Shareholders

Dear Sir/Madam,

**PROPOSED DECLARATION OF FINAL DIVIDEND,
RE-ELECTION OF RETIRING DIRECTORS,
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 proposed declaration of final dividend; (ii) the re-election of retiring Directors; (iii) the proposed 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. PROPOSED DECLARATION OF FINAL DIVIDEND

According to the announcement of annual results of the Company for the year ended 31 December 2013 dated 21 March 2014, the Board recommended the payment of a final dividend of HK4.8 cents (equivalent to approximately RMB3.8 cents) per Share for the year ended 31 December 2013 to the Shareholders.

The proposed payment of final dividend is subject to the approval of the Shareholders at the Annual General Meeting. If the resolution for the proposed payment of final dividend is passed at the Annual General Meeting, the final dividend will be paid on Monday, 23 June 2014 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 Monday, 9 June 2014.

The register of members of the Company will be closed from Thursday, 5 June 2014 to Monday, 9 June 2014, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to receive the proposed final dividend, 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 Wednesday, 4 June 2014.

3. PROPOSED 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. Christophe Jacques PAGEZY shall retire by rotation at the Annual General Meeting and being eligible, offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

4. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES

By written resolutions passed by the Shareholders on 15 November 2013, 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 and 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 13 to 16 of this circular (i.e. a total of 166,000,000 Shares based on 830,000,000 Shares in issue as at the Latest Practicable Date and on the basis that such number of Shares in issue remains unchanged

LETTER FROM THE BOARD

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.

5. PROPOSED GRANT OF GENERAL MANDATE TO BUY BACK SHARES

By written resolutions passed by the Shareholders of the Company on 15 November 2013, 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 13 to 16 of this circular (i.e. a total of 83,000,000 Shares based on 830,000,000 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 13 to 16 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 Rules 13.39(5) of the Listing Rules.

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 holding the Annual General Meeting or any

LETTER FROM THE BOARD

adjournment thereof. 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, among others, the proposed re-election of retiring Directors and grant of the Buy-back Mandate and Issue Mandate are in the best interests of the Company and the Shareholders. 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

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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

LU RUN TING (盧閔霆)

Mr. LU Run Ting (盧閔霆), aged 59, is the Chairman and an executive Director of the Company, and the founder of the Group. He was first appointed as a 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 approximately 20 years of experience in the business of the financial card industry. He has been the Chairman of the Company and our subsidiaries Goldpac Datacard Solutions Company Limited (金邦達數據有限公司) (“Goldpac Datacard”) and Goldpac Secur-Card Zhuhai Limited (珠海市金邦達保密卡有限公司) (“Goldpac Secur-Card”) since 2011. He was the managing director and a Director of the Company from 2004 to 2011 and also served as the vice chairman and president of both Goldpac Datacard and Goldpac Secur-Card from 2000 to 2011 and 1995 to 2011 respectively.

Prior to establishing the Group in 1995, Mr. LU was interested in Goldpac International (Holding) Limited (“GIHL”), the corporate Controlling Shareholder holding 42.99% of the Shares in issue as at the Latest Practicable Date, since 1993 and provided on-site card issuance system solutions. Mr. LU also served various positions at the Industrial and Commercial Bank of China prior to the establishment of GIHL in 1993, where he was a deputy division manager and division manager at its Zhuhai branch, general manager of its trust investment company at its Zhuhai branch and the general manager of its credit card company. He currently also serves as the chairman of GIHL, a standing director of the information technology professional committee of the China Association for Labor Studies (中國勞動學會信息化專業委員會). Mr. LU received a Master of Business Administration degree from the Hong Kong Polytechnic University in November 2004. As at the Latest Practicable Date, Mr. LU held 100% of GIHL, the corporate Controlling Shareholder of the Company.

So far as the Directors were aware as at the Latest Practicable Date, Mr. LU was interested in 360,539,422 Shares (for details, please refer to the Company’s annual report for the financial year ended 31 December 2013) within the meaning of Part XV of the SFO, representing approximately 43.44% of the number of Shares in issue.

Mr. LU is the elder brother of Mr. LU Runyi, who is an executive Director and a senior vice president 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 2013 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

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

salary of HK\$3,800,000 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.

LU RUNYI (盧潤怡)

Mr. LU Runyi (盧潤怡), aged 56, 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 on 10 December 2004 and was designated as an executive Director with effect from 15 November 2013. He is primarily responsible for the management of the sales department of the Group. Mr. LU has approximately 20 years of experience in the financial cards industry. He has been a senior vice president of the Company since 2004 and was a Director of the Company from 2004 to 2010. He has also been a director of Goldpac Datacard, a director and senior vice president of Goldpac Secur-Card, our subsidiaries, since 2011, August 2011 and 2004 respectively. He currently also serves as a director of GIHL, the corporate Controlling Shareholder holding 42.99% of the Shares in issue as at the Latest Practicable Date.

So far as the Directors were aware as at the Latest Practicable Date, Mr. LU was interested in 2,000,000 Shares (for details, please refer to the Company's annual report for the financial year ended 31 December 2013) within the meaning of Part XV of the SFO, representing approximately 0.24% of the number of Shares in issue.

Mr. LU is the younger brother of Mr. LU Run Ting, who is the Chairman and 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 2013 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\$1,200,000 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

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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.

CHRISTOPHE JACQUES PAGEZY

Mr. Christophe Jacques PAGEZY, aged 55, is a non-executive Director, and joined the Group in 2009. He was first appointed as a Director of the Company on 23 March 2009 and was designated as a non-executive Director with effect from 15 November 2013. Mr. PAGEZY was the Chairman of the Company from 2009 to 2011. He is a board representative nominated by Gemalto N.V., holding 18.43% of the Shares in issue as at the Latest Practicable Date, to the Board. Gemalto N.V. is a company incorporated under the laws of Netherlands, whose shares are listed and traded on NYSE Euronext Amsterdam and New York Stock Exchange Euronext Paris respectively. Mr. PAGEZY was also an executive vice-president of Gemalto N.V. since 2007 and remained in the position up to 6 January 2014. Mr. PAGEZY graduated from the Ecole Supérieure d'Electricité with a Diploma in Engineering in July 1981 and from the Massachusetts Institute of Technology with a Master of Science degree in Electrical Engineering and Computer Science in June 1982.

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

Save as disclosed above, Mr. PAGEZY (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. PAGEZY has signed a letter of appointment with the Company for a term of three years commencing from 4 December 2013 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. PAGEZY is neither subject to any directors' fee nor remuneration for holding his office as a non-executive Director.

Save as disclosed above, there is no other information relating to Mr. PAGEZY 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 830,000,000 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 83,000,000 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 the 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 2013) 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 Directors 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 the period from 4 December 2013 (the date of listing of the Shares on the Stock Exchange) up to and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2013		
December (since 4 December 2013)	7.790	6.120
2014		
January	9.620	7.200
February	8.950	7.810
March	9.780	7.050
April (up to the Latest Practicable Date)	7.700	6.270

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective 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 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 Rules 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 GIHL, a Controlling Shareholder and a company beneficially owned as to 100% by Mr. LU Run Ting, were interested in 356,839,422 Shares representing approximately 42.99% 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 47.76% 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 Directors do not propose 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

The Company had not bought back any Shares (whether on the Stock Exchange or otherwise) during the period from 4 December 2013 (the date of listing of the Shares on the Stock Exchange) up to the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



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 Salon VI of Harbour Grand Hotel, 23 Oil Street, North Point, Hong Kong on Wednesday, 28 May 2014 at 2:30 p.m. (the “**Annual General Meeting**”) for the following purposes:

As ordinary business:

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 auditors of the Company for the year ended 31 December 2013.
2. To declare a final dividend of HK4.8 cents (equivalent to approximately RMB3.8 cents) per share for the year ended 31 December 2013.
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 re-elect Mr. Christophe Jacques PAGEZY as a non-executive Director.
4. To authorise the board of Directors to fix the remuneration of the Directors.
5. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company and to authorise the board of Directors to fix their remuneration.

As special business, 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 or warrants (including securities convertible into shares of the Company) which might require the exercise of such powers;

NOTICE OF ANNUAL GENERAL MEETING

- (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 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

- (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 a general meeting.

“**Right Issue**” means an offer of shares or an issue of options, warrants 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).”

NOTICE OF ANNUAL GENERAL MEETING

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
- (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 an ordinary resolution of the shareholders in general meeting.”
8. **“THAT** conditional upon the passing of 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 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, 22 April 2014

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.
- (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 holding of the meeting or any adjournment thereof. 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 Monday, 26 May 2014 to Wednesday, 28 May 2014, both dates 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 Friday, 23 May 2014.
- (5) For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the register of members of the Company will be closed from Thursday, 5 June 2014 to Monday, 9 June 2014, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, 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 Wednesday, 4 June 2014.
- (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 2013.

As at the date of this announcement, the executive Directors of the Company are Mr. LU Run Ting and Mr. HOU Ping, Mr. LU Runyi and Mr. LU Xiaozhong; the non-executive Directors of the Company are Mr. Christophe Jacques PAGEZY and Mr. TING Tao I; and the independent non-executive Directors of the Company are Mr. MAK Wing Sum Alvin, Mr. ZHU Lijun and Mr. LIU John Jianhua.