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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 Thursday, 21 May 2015 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.

20 April 2015

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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 Salon VI of Harbour Grand Hotel, 23 Oil Street, North Point, Hong Kong on Thursday, 21 May 2015 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 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
“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 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

DEFINITIONS

“Latest Practicable Date”	10 April 2015, 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
“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

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 2211, 22nd Floor
ACE Tower, Windsor House
311 Gloucester Road
Causeway Bay
Hong Kong

Head Office:

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

20 April 2015

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 2014 dated 19 March 2015, the Board recommended the payment of a final dividend of HK10.0 cents (equivalent to approximately RMB8.0 cents) per Share for the year ended 31 December 2014 to the Shareholders, (2013: HK4.8 cents equivalent to approximately RMB3.8 cents).

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 Thursday, 18 June 2015 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, 3 June 2015.

The register of members of the Company will be closed from Monday, 1 June 2015 to Wednesday, 3 June 2015, 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 Friday, 29 May 2015.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Articles 102 and 103 of the Articles of Association, Mr. HOU Ping, Mr. LU Xiaozhong and Mr. TING Tao I shall retire by rotation at the Annual General Meeting and being eligible, will 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

At the annual general meeting of the Company held on 28 May 2014, 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 13 to 16 of this circular (i.e. a total of 166,205,800 Shares based on 831,029,000 Shares in issue as at

LETTER FROM THE BOARD

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.

5. PROPOSED GRANT OF GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 28 May 2014, 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 83,102,900 Shares based on 831,029,000 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 the 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

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

HOU PING (侯平)

Mr. HOU Ping (侯平), aged 54, is an executive Director and the chief executive officer of the Company, and joined the Group in 2011. He was first appointed as a Director on 30 August 2011 and was designated as an executive Director with effect from 15 November 2013. He is primarily responsible for the overall management of the Group. Mr. HOU has over 30 years of experience in the banking industry, including over 15 years of experience in the card industry. He has been a Director and the chief executive officer of the Company since 2011. He has served as a director of Goldpac Datacard Solutions Company Limited (“Goldpac Datacard”) and a director and the chief executive officer of Goldpac Secur-Card (Zhuhai) Limited (“Goldpac Secur-Card”) since 2011.

Prior to joining the Group, Mr. HOU was the head of credit card centre at Deutsche Bank (China) Co., Ltd, and was seconded to Huaxia Bank as chief executive officer of the credit card centre from 2006 to 2011. Mr. HOU served various positions at Bank of China group and subsequently, BOC Credit Card (International) Limited since 1999, including as deputy general manager of BOC Credit Card (International) Limited in Hong Kong from 1999 to 2004. He also currently serves as an independent non-executive director of the Huijin Technology (Zhuhai) Co., Ltd (珠海匯金科技股份有限公司). Mr. HOU received a Master of Business Administration degree from the Hong Kong Baptist University in December 2003.

So far as the Directors were aware as at the Latest Practicable Date, Mr. HOU was interested in 1,500,000 Shares (for details, please refer to the Company’s annual report for the financial year ended 31 December 2014) within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. HOU (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. HOU 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. In 2015, Mr. HOU is entitled to a basic salary of HK\$2,800,000 per annum, which is determined with reference to his responsibilities, experience, performance and the prevailing market conditions. In addition, Mr. HOU is entitled to a discretionary bonus amounting to one month’s salary. Mr. HOU 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. HOU 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 XIAOZHONG (盧小忠)

Mr. LU Xiaozhong (盧小忠), aged 46, 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 21 May 2013 and was designated as an executive Director with effect from 15 November 2013. He is primarily responsible for the management of the corporate business, management, quality and security department of the Group. Mr. LU has approximately 20 years of experience in the card industry. He acted as a director of Goldpac Datacard and Glodpac Secur-Card since November 2013 to December 2014. He has been the senior vice president, general manager of the corporate business management department and chief officer of the information security division of Goldpac Secur-Card since 2012. He also served various positions at Goldpac Secur-Card, including general manager of the production technology centre, general manager of the operation division and a manager of the production division, from 2009 to 2012, 2001 to 2009 and 1995 to 2001, respectively.

Mr. LU has been an external expert consultant of China UnionPay since 2010 and was a manager of Jesmay (Zhongshan) Electronics Co., Ltd.* (杰士美(中山)电子有限公司) from 1992 to 1995. He has served as a member of the Economic Crime Consultancy expert team of the Zhuhai Police Bureau. Through these appointments, he has gained the relevant experience in handling compliance, quality control and managing confidential information and intellectual property right of customers. Mr. LU graduated from the Shanghai Jiao Tong University in the P.R.C. (上海交通大學) with a Bachelor of Engineering degree in Polymer Materials in July 1990 and received a Master of Business Administration degree from the Hong Kong Polytechnic University in December 2006.

So far as the Directors were aware as at the Latest Practicable Date, Mr. LU was interested in 1,000,000 Shares (for details, please refer to the Company's annual report for the financial year ended 31 December 2014) within the meaning of Part XV of the SFO.

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\$1,005,000 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

* For identification purpose only

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.

TING TAO I (丁道一)

Mr. TING Tao I (丁道一), aged 52, is a non-executive Director, and joined the Group in 2013. He was first appointed as a Director on 4 July 2013 and was designated as a non-executive Director with effect from 15 November 2013. He was the board representative nominated by BOCI Investment Limited, a substantial shareholder of the Company since the listing of the Company on the Main Board of the Stock Exchange on 4 December 2013 up to 12 November 2014, to the Board.

Mr. TING is currently the head of the private equity division of BOC International Holdings Limited and is in charge of the private equity investment and fund management business. Mr. TING received a Master of Business Administration degree from the New York University in the United States in 1993.

So far as the Directors were aware as at the Latest Practicable Date, Mr. TING 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. TING (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. TING 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. TING 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. TING 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 831,029,000 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 83,102,900 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 2014) 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
April	7.810	6.270
May	7.400	5.550
June	8.140	6.850
July	8.780	7.200
August	8.080	7.300
September	7.960	6.840
October	7.560	6.800
November	7.910	6.350
December	6.450	4.950
2015		
January	5.850	4.650
February	5.610	4.630
March	5.170	3.610
April (up to the Latest Practicable Date)	7.550	4.460

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 354,719,422 Shares representing approximately 42.68% 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 47.43% 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 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

During the 6 months prior to the Latest Practicable Date, the Company has bought back a total of 824,000 Shares of the Company on the Stock Exchange and the details are set out below.

Date of buy-back	Number of Shares bought back	Purchase price per Share	
		Highest HK\$	Lowest HK\$
12 February 2015	580,000	4.890	4.800
23 March 2015	<u>244,000*</u>	<u>3.960</u>	<u>3.850</u>
Total:	<u><u>824,000</u></u>		

* Shares bought back but not yet cancelled as at the Latest Practicable Date.



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 Thursday, 21 May 2015 at 2:30 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 auditors of the Company for the year ended 31 December 2014.
2. To declare a final dividend of HK10.0 cents (equivalent to approximately RMB8.0 cents) per share for the year ended 31 December 2014.
3.
 - (i) To re-elect Mr. HOU Ping as an executive Director.
 - (ii) To re-elect Mr. LU Xiaozhong as an executive Director.
 - (iii) To re-elect Mr. TING Tao I as a 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 auditors of the Company and to authorize the board of Directors to fix their remuneration.

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;

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- (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 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

- (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.

“**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 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
- (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, 20 April 2015

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 Tuesday, 19 May 2015 to Thursday, 21 May 2015, 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 Monday, 18 May 2015.
- (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 Monday, 1 June 2015 to Wednesday, 3 June 2015, 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 Friday, 29 May 2015.
- (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 2014.

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.