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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)

VOLUNTARY ANNOUNCEMENT

ADOPTION OF SHARE AWARD SCHEME

The Company is pleased to announce that the Board approved the adoption of the Share Award Scheme on 30 November 2015 for the purposes of (i) aligning the interests of the Participants with those of the Group; (ii) recognizing and motivating the contribution of the Participants and to provide incentives in retaining the Participants for future operation and development of the Group; and (iii) attracting suitable personnel for the long-term growth and further strategic expansion of the Group.

This announcement is made on a voluntary basis. The Share Award Scheme does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules and is a discretionary share scheme of the Company. No Shareholders' approval is required to adopt the Share Award Scheme.

ADOPTION OF SHARE AWARD SCHEME

The Company announces that the Board approved the adoption of the Share Award Scheme on 30 November 2015. Details of the Share Award Scheme are set out below.

Purposes

The purposes of the Share Award Scheme are to (i) align the interests of the Participants with those of the Group; (ii) recognize and motivate the contribution of the Participants and to provide incentives in retaining the Participants for future operation and development of the Group; and (iii) attract suitable personnel for the long-term growth and further strategic expansion of the Group.

Duration

Subject to any early termination as may be determined by the Board, the Share Award Scheme shall be valid and effective for a term of fifteen (15) years commencing on 11 December 2015.

Administration

The Share Award Scheme shall be subject to the administration of the Board (or a committee delegated with the power and authority by the Board to administer the Share Award Scheme) and the Trustee in accordance with the rules of the Share Award Scheme and the Trust Deed.

Operation

Pursuant to the Share Award Scheme, Shares may be acquired by the Trustee from the public market at the cost of the Company under the Company's instructions as it deems appropriate. The Board may, from time to time, at its absolute discretion, select any Participant to participate in the Share Award Scheme in accordance with the rules of the Share Award Scheme. Such Shares shall be held by the Trustee in trust for the Participants and the Shares shall be transferred to the selected Participants upon the fulfillment of the vesting conditions imposed by the Board.

Subject to the rules of the Share Award Scheme, the Board may select any of the Participants and determine the number of Restricted Shares for each of them and notify the Trustee of its decision. In determining the number of Restricted Shares for a selected Participant, the Board may take into consideration matters relevant to the grant, including without limitation, the general financial condition and business development of the Group and the rank, position and contributions of the relevant selected Participant.

The Board is entitled to impose any vesting conditions, including but not limited to the Company's Key Performance Indicators, as it deems appropriate with respect to the entitlement of the selected Participant to the Restricted Shares and the Trustee shall be informed of the relevant conditions and the number of Restricted Shares for such selected Participant. A grant letter setting out, among other things, the number of Restricted Shares, the terms and conditions and the vesting schedule of such Restricted Shares, shall be given to the selected Participant for each grant of Award.

The Board shall not make any further award of Restricted Shares under the Share Award Scheme which will result in the aggregate number of the Shares awarded by the Board under the Share Award Scheme exceeding ten (10) percent of the issued share capital of the Company.

Implications under the Listing Rules

The Share Award Scheme does not constitute a share option scheme within the meaning of Chapter 17 of the Listing Rules. Therefore, no Shareholders' approval is required to adopt the Share Award Scheme.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise.

“Award”	an award of Restricted Shares to a selected Participant pursuant to the Share Award Scheme;
“Board”	the board of directors of the Company
“Company”	Goldpac Group Limited, a limited liability company incorporated in Hong Kong whose Shares are listed on the Stock Exchange
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Participant(s)”	among others, any employee (whether full-time or part-time) of any member of the Group (including without limitation any executive and non-executive director of any member of the Group), adviser, consultant, agent, contractor, client or supplier of any member of the Group whom the Board in its sole discretion considers may contribute or have contributed to the Group
“Restricted Shares”	in respect of a selected Participant, such number of Shares determined by the Board for grant of an Award
“Share Award Scheme”	the restricted share award incentive scheme of the Company approved by the Board on 30 November 2015
“Shareholders”	the shareholders of the Company
“Shares”	ordinary shares of HK\$0.001 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trust”	the trust constituted by the Trust Deed
“Trust Deed”	the trust deed between BOCI-Prudential Trustee Limited and the Company dated 11 December 2015
“Trustee”	BOCI-Prudential Trustee Limited, the trustee of the Trust

By Order of the Board
Goldpac Group Limited
LU Run Ting
Chairman and Executive Director

Hong Kong, 28 December 2015

As at the date of this announcement, the executive directors of the Company are Mr. Lu Run Ting, 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.