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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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Goldpac Group Limited (the “**Company**”) will be held at 10:00 a.m. on 25 February 2016 at Room 2211, 22nd Floor, ACE Tower, Windsor House, 311 Gloucester Road, Causeway Bay, Hong Kong for the purpose of considering and, if thought fit, with or without amendments, passing the following resolutions which will be proposed as an ordinary resolution:

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the Mutual Supply Agreement (as defined in the circular of the Company dated 5 February 2016 (the “**Circular**”)) and the transactions contemplated thereunder be and are hereby approved;
- (b) any one director of the Company be and is hereby authorised to execute for and on behalf of the Company the Mutual Supply Agreement and to do all such acts incidental thereto; and

- (c) the annual caps for three years ending 31 December 2018 for the supply of Gemalto IC Chips (as defined in the Circular) from Gemalto (as defined in the Circular) to the Goldpac Entities (as defined in the Circular) as contemplated under the Mutual Supply Agreement be and are hereby approved.”

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

Hong Kong, 5 February 2016

*Notes:*

1. The register of members of the Company will be closed from Wednesday, 24 February 2016 to Thursday, 25 February 2016, both days inclusive, during which period no transfer of shares will be registered. In order to attend the EGM, all transfer of shares, accompanied by the relevant share certificates and transfer forms, 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 not later than 4:30 p.m. on Tuesday, 23 February 2016.
2. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the articles of the Company, vote in his stead. A proxy need not be a member of the Company.
3. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the Company’s share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time of the above meeting or any adjourned meeting.
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

*As at the date of this notice, 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.*