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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

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A notice convening the Annual General Meeting to be held at Room 2211, 22nd Floor, ACE Tower, Windsor House, 311 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 19 May 2016 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.

19 April 2016

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## DEFINITIONS

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*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 2211, 22nd Floor, ACE Tower, Windsor House, 311 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 19 May 2016 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

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## DEFINITIONS

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“Latest Practicable Date”	12 April 2016, 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

*Registered Office and Headquarters:*

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

*Non-executive Directors:*

Christophe Jacques PAGEZY  
TING Tao I

*Independent non-executive Directors:*

MAK Wing Sum Alvin  
ZHU Lijun  
LIU John Jianhua

19 April 2016

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED DECLARATION OF  
FINAL DIVIDEND AND SPECIAL 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.

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## LETTER FROM THE BOARD

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At the Annual General Meeting, resolutions will be proposed for the Shareholders to approve, among others, (i) the proposed declaration of final dividend and special 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 AND SPECIAL DIVIDEND**

According to the announcement of annual results of the Company for the year ended 31 December 2015 dated 16 March 2016, the Board recommended the payment of a final dividend of HK11 cents (equivalent to approximately RMB9 cents) per ordinary Share (2014: HK10 cents equivalent to approximately RMB8 cents) and a special dividend of HK4 cents (equivalent to approximately RMB3 cents) per ordinary Share (2014: nil) for the year ended 31 December 2015 to the Shareholders.

The proposed 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 proposed payment of dividends is passed at the Annual General Meeting, the dividends will be paid on Thursday, 23 June 2016 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, 8 June 2016.

The register of members of the Company will be closed from Monday, 6 June 2016 to Wednesday, 8 June 2016, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to receive the proposed 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 Friday, 3 June 2016.

### **3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Articles 102 and 103 of the Articles of Association, Mr. MAK Wing Sum Alvin, Mr. ZHU Lijun and Mr. LIU John Jianhua 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 21 May 2015, 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

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## LETTER FROM THE BOARD

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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 166,749,000 Shares based on 833,745,000 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.

### **5. PROPOSED GRANT OF GENERAL MANDATE TO BUY BACK SHARES**

At the annual general meeting of the Company held on 21 May 2015, 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 83,374,500 Shares based on 833,745,000 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

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## LETTER FROM THE BOARD

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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 declaration of dividends, 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.

**MAK WING SUM ALVIN (麥永森)**

**Mr. MAK Wing Sum Alvin (麥永森)** (also known as Mr. MAK Wing Sum), aged 63, is an independent non-executive Director. He joined the Group on 15 November 2013, when he was appointed as an independent non-executive Director.

Mr. MAK currently has been appointed as an independent non-executive director of Hong Kong Television Network Limited (a company listed on the Stock Exchange, Stock Code: 1137), I.T Limited (a company listed on the Stock Exchange, Stock Code: 999), Luk Fook Holdings (International) Limited (a company listed on the Stock Exchange, Stock Code: 590) and Lai Fung Holdings Limited (a company listed on the Stock Exchange, Stock Code: 1125). Mr. MAK is appointed as a member of Hong Kong Housing Society on 28 May 2015 and as a member of its audit committee and special committee on investment on 8 September 2015 and 17 September 2015 respectively. Mr. MAK, after working in Citibank for over 26 years, went into his retirement in April 2012 where he last served as the head of markets and banking for Citibank Hong Kong. Whilst at Citibank, he has held various senior positions, managing the regional global asset management business and financial control for North Asia.

Mr. MAK graduated from the University of Toronto in Canada with a Bachelor of Commerce degree in June 1976. He has been a Chartered Accountant of the Canadian Institute of Chartered Accountants since September 1979, a Chartered Professional Accountant of the Canadian Institute of Chartered Accountants since November 2012 and currently also a member of the Hong Kong Institute of Certified Public Accountants. Save as disclosed herein, Mr. MAK 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. MAK 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. MAK (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. MAK 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. In 2016, Mr. MAK is entitled to a director's fee in the sum of HK\$264,000 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. MAK 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.

**ZHU LIJUN (朱立軍)**

**Mr. ZHU Lijun (朱立軍)**, aged 62, is an independent non-executive Director. He joined the Group on 15 November 2013, when he was appointed as an independent non-executive Director.

Mr. ZHU has been the vice president of China United Network Communications Limited (中國聯合網絡通信股份有限公司) (formerly known as China Netcom (Group) Corporation Limited (中國網通(集團)有限公司) since 2006 till March 2014. He was also a representative of the 10th National People's Congress held in 2003.

Mr. ZHU received a Bachelor of Economics degree from the Jilin University (吉林大學) in July 1997, a Master of International Management degree from the Australian National University in July 2004 and a Doctor of Management degree from the Hong Kong Polytechnic University in October 2008. Mr. ZHU 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. ZHU 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. ZHU (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. ZHU 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. In 2016, Mr. ZHU is 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. ZHU 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.

**LIU JOHN JIANHUA (劉建華)**

**Mr. LIU John Jianhua (劉建華)**, aged 65, is an independent non-executive Director. He joined the Group on 15 November 2013, when he was appointed as an independent non-executive Director.

Mr. LIU has been a visiting professor at the department of management science of the City University of Hong Kong since 2011 till now. Mr. LIU served as the Director of the Center for Transport, Trade and Financial Studies of the City University of Hong Kong from 2011 to December 2015 and has been appointed as the Chairman of the Academy of International Transport, Trade and Service since 2012 till now.

Mr. LIU received a Master in Engineering degree in March 1982 from Huazhong Engineering University (華中工學院) (now known as Huazhong University of Science & Technology (華中科技大學)). He received a Master of Science degree major in Engineering-Economic Systems from Stanford University in the United States in June 1983 and a Doctor of Philosophy degree in Industrial Engineering from Pennsylvania State University in August 1986 in the United States. Mr. LIU 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. LIU 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. LIU (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. LIU 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. In 2016, Mr. LIU is 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. LIU 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 833,745,000 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 83,374,500 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 2015) 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:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2015</b>		
April	7.750	4.460
May	6.850	5.880
June	6.580	4.720
July	5.490	3.800
August	4.880	3.300
September	4.340	3.810
October	4.380	3.890
November	4.150	3.330
December	3.670	2.920
<b>2016</b>		
January	3.410	2.280
February	2.640	2.190
March	3.420	2.280
April (up to the Latest Practicable Date)	3.400	3.030

**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 355,759,422 Shares representing approximately 42.67% 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 47.41% 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 had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

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## NOTICE OF ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN** that the annual general meeting of Goldpac Group Limited (the “**Company**”) will be held at Room 2211, 22nd Floor, ACE Tower, Windsor House, 311 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 19 May 2016 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 2015.
2.
  - (i) To declare a final dividend of HK11 cents (equivalent to approximately RMB9 cents) per ordinary share for the year ended 31 December 2015.
  - (ii) To declare a special dividend of HK4 cents (equivalent to approximately RMB3 cents) per ordinary share for the year ended 31 December 2015.
3.
  - (i) To re-elect Mr. MAK Wing Sum Alvin as an independent non-executive Director.
  - (ii) To re-elect Mr. ZHU Lijun as an independent non-executive Director.
  - (iii) To re-elect Mr. LIU John Jianhua 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.

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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## NOTICE OF ANNUAL GENERAL MEETING

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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).”



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## NOTICE OF ANNUAL GENERAL MEETING

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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, 19 April 2016

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## NOTICE OF ANNUAL GENERAL MEETING

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*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 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, 17 May 2016 to Thursday, 19 May 2016, 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, 16 May 2016.
- (5) For determining the entitlement to the proposed 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, 6 June 2016 to Wednesday, 8 June 2016, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed 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 Friday, 3 June 2016.
- (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 2015.

*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.*