
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Golik Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the licensed securities dealer or registered institution in securities, the bank or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**SCRIP DIVIDEND SCHEME
AND
PROPOSED RE-ELECTION OF DIRECTORS
AND
GENERAL MANDATE TO REPURCHASE SHARES
AND ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Golik Holdings Limited to be held at 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 11th June, 2019 at 10:30 a.m. is set out on pages 13 to 17 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the office of the Company's branch share registrars in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

* For identification purposes only

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 11th June, 2019 at 10:30 a.m., or any adjournment thereof
“associates”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors of the Company
“Bye-laws”	the bye-laws of the Company
“Company”	Golik Holdings Limited, an exempted company incorporated in Bermuda with limited liability
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general and unconditional mandate to be granted to the Directors at the AGM to allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution approving such mandate
“Latest Practicable Date”	Wednesday, 17th April, 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Qualifying Shareholder(s)”	Shareholders whose registered addresses are in Hong Kong as shown on the register of members of the Company as at the Record Date, other than Shareholder(s) whose name(s) appear(s) on the register of members of the Company as at the Record Date and whose registered address(es) on that date is/are outside Hong Kong (if any) to whom the Directors, based on legal advice provided by legal advisers and on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, consider it necessary or expedient to exclude such Shareholder(s) from the Scrip Dividend Scheme

DEFINITIONS

“Record Date”	Tuesday, 18th June, 2019, being the record date for determining entitlement to the proposed final dividend of the Company for the year ended 31st December, 2018
“PRC”	The People’s Republic of China
“Repurchase Mandate”	the general and unconditional mandate to be granted to the Directors at the AGM to repurchase Shares on the Stock Exchange of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution approving such mandate
“Scrip Dividend Scheme”	the declaration of a final dividend for the year ended 31st December, 2018 of HK2 cents per Share in cash, with an option to elect to receive wholly or partly an allotment and issue of Shares credited as fully paid in lieu of cash payment
“Scrip Share(s)”	new Share(s) to be allotted and issued pursuant to the Scrip Dividend Scheme
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars
“%”	per cent

LETTER FROM THE BOARD



GOLIK HOLDINGS LIMITED

高力集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1118)

Executive Directors:

Mr. Pang Tak Chung (*Chairman*)

Mr. Ho Wai Yu, Sammy (*Vice Chairman*)

Ms. Pang Wan Ping

Mr. Lau Ngai Fai

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-executive Directors:

Mr. Yu Kwok Kan, Stephen

Mr. Chan Yat Yan

Mr. Lo Yip Tong

Head Office and

Principal Place of Business:

Suite 6505, Central Plaza

18 Harbour Road

Wanchai

Hong Kong

25th April, 2019

To the Shareholders

Dear Sir or Madam,

**SCRIP DIVIDEND SCHEME
AND
PROPOSED RE-ELECTION OF DIRECTORS
AND
GENERAL MANDATE TO REPURCHASE SHARES
AND ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM and information regarding the resolutions to be proposed at the AGM, which include (a) the Scrip Dividend Scheme; (b) the re-election of Directors; and (c) the grant of the Repurchase Mandate and the Issue Mandate.

* For identification purposes only

LETTER FROM THE BOARD

SCRIP DIVIDEND SCHEME

By the announcement of the results for the year ended 31st December, 2018 of the Company dated 26th March, 2019, the Directors announced that they had resolved to recommend the payment of a final dividend of HK2 cents per Share for the year ended 31st December, 2018 to the Shareholders whose names appear on the register of members of the Company as at the Record Date and also to recommend the Scrip Dividend Scheme to the Qualifying Shareholders, subject to the approval of the Shareholders on the payment of final dividend by way of the Scrip Dividend Scheme at the AGM and the grant by the Listing Committee of the Stock Exchange of the listing of, and permission to deal in, the Scrip Shares to be allotted and issued pursuant thereto.

In arriving at the decision to recommend the Scrip Dividend Scheme to the Shareholders, the Directors consider that while the Company should declare a final dividend for the year ended 31st December, 2018, the cash, which would otherwise have been paid to the Shareholders as a cash dividend, retained within the Group would be used as working capital by the Group and would enhance the Group's continuous growth. On the other hand, the Scrip Dividend Scheme will give those Qualifying Shareholders who wish to further invest in the Company the opportunity to increase their equity investment in the Company without incurring brokerage fees, stamp duty and related dealing costs.

Qualifying Shareholders are entitled to elect to have the final dividend to be made payable to them wholly in cash or in Shares or partly in cash and in Shares. Shareholders whose registered addresses are outside Hong Kong as shown in the register of members of the Company on the Record Date (if any) may not be permitted to participate in the Scrip Dividend Scheme if the Directors consider that the circulation of an offer of such election to such Shareholders would or might be unlawful or impracticable and accordingly no form of election will be sent to such Shareholders and they will receive the final dividend wholly in cash. Should there be any Shareholder whose registered address is outside Hong Kong as shown in the register of members of the Company as at the Record Date, the Company will make enquiry regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange for considering whether to exclude such Shareholder from the Scrip Dividend Scheme and it may only exclude such Shareholder on the basis that, having made such enquiry, it would be necessary or expedient to do so.

For the purpose of calculating the number of Scrip Shares, the value of the Scrip Shares will be fixed by the Board at its discretion with reference to the average of the closing prices of the Shares on the Stock Exchange for the five consecutive trading days ending on (and including) the Record Date or the par value of Shares, whichever is higher. The number of Scrip Shares to be issued will be rounded down to the nearest whole number and no Qualifying Shareholder is entitled to be allotted and issued any fraction of a Scrip Share under the Scrip Dividend Scheme.

Fractional entitlements to Scrip Shares will be aggregated and sold for the benefit of the Company.

The Scrip Shares will rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Scrip Shares save that they will not be entitled to the final dividend for the year ended 31st December, 2018.

LETTER FROM THE BOARD

On the condition that the payment of the above final dividend by way of the Scrip Dividend Scheme is approved by the Shareholders at the AGM, an announcement on the calculation of the market value of Shares for calculating the number of Scrip Shares to be allotted and issued will be published on or about Thursday, 20th June, 2019 and a circular containing details of the Scrip Dividend Scheme, together with a form of election (to the Qualifying Shareholders only), will be despatched to the Shareholders on or about Friday, 28th June, 2019.

Subject to the passing of the relevant resolution at the AGM, application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Scrip Shares. No part of the securities of the Company is listed or dealt in, nor is listing or permission to deal in the securities of the Company being or proposed to be sought, on any other stock exchange.

The Record Date is Tuesday, 18th June, 2019. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed for one day on Tuesday, 18th June, 2019 during which no transfer of Shares will be effected. The last day for dealing in Shares cum entitlements to the proposed final dividend for the year ended 31st December, 2018 will be Thursday, 13th June, 2019. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 17th June, 2019. Subject to the approval by the Shareholders of the Scrip Dividend Scheme at the AGM and the grant by the Listing Committee of the Stock Exchange of the listing of, and permission to deal in, the Scrip Shares on the Stock Exchange, the share certificates for the Scrip Shares are expected to be despatched on or about Wednesday, 31st July, 2019 and dealings in the Scrip Shares on the Stock Exchange are expected to commence on Thursday, 1st August, 2019.

PROPOSED RE-ELECTION OF DIRECTORS

According to Bye-laws 87(1) and (2), at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed pursuant to Bye-law 86(2) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Accordingly, Messrs. Pang Wan Ping, Lau Ngai Fai and Lo Yip Tong shall retire from office at the AGM by rotation and, being eligible, offer themselves for re-election at the AGM.

The biographical details of the retiring Directors who offer themselves for re-election at the AGM are set out in Appendix I to this circular.

PROPOSED GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE SHARES

At the annual general meeting of the Company held on 8th June, 2018, general mandates were given to the Directors to exercise the power of the Company to repurchase Shares and to issue Shares. Under the terms of the Listing Rules and the relevant resolutions for the general mandates, these general mandates will lapse at the conclusion of the forthcoming AGM. Accordingly, ordinary resolutions approving the granting of the Repurchase Mandate and the Issue Mandate will be proposed at the AGM.

LETTER FROM THE BOARD

- (a) An ordinary resolution will be proposed in respect of the granting of the Repurchase Mandate to the Directors, in the terms set out in the notice of AGM, to exercise the powers of the Company to repurchase its own Shares on the Stock Exchange at any time during the period ended on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date upon which such authority is revoked or varied at a general meeting of Shareholders; and (iii) the date by which the next annual general meeting of the Company is required to be held by laws or the Bye-laws. The aggregate nominal amount of Shares to be repurchased pursuant to the Repurchase Mandate shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM.
- (b) At the AGM, ordinary resolutions will also be proposed to renew the general mandate granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolutions at the AGM, and adding to the Issue Mandate so granted to the Directors any Shares representing the aggregate nominal amount of the Shares repurchased by the Company after the granting of the Repurchase Mandate.

An explanatory statement required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the AGM.

AGM

A notice convening the AGM of the Company to be held at 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 11th June, 2019 at 10:30 a.m. is set out on pages 13 to 17 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the office of the Company's branch share registrars in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM or an adjournment thereof. Completion and return of the form of proxy will not preclude you from attending, and voting in person at the AGM if you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all the resolutions proposed at the AGM will be voted on by way of poll except where the chairman of the AGM, in good faith, decide to allow a resolution which relates purely to procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM will therefore demand a poll for each resolution put to vote of the AGM in accordance with Bye-law 66.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder has a material interest that is required to abstain from voting on any of the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

RECOMMENDATION

The Board believes that the Scrip Dividend Scheme, the proposed re-election of Directors, grant of the Repurchase Mandate and grant of the Issue Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of all of these resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement in this circular or this circular misleading.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
For and on behalf of the Board of
Golik Holdings Limited
Pang Tak Chung
Chairman

The following are the particulars of Directors proposed for re-election at the AGM:

1. **Ms. Pang Wan Ping**, aged 41, has been appointed as Executive Director of the Company and project director of the Group since 2013. She is responsible for coordinating various activities of the Group's existing operations, identify new project and its development. Ms. Pang is a director of Golik Investments Ltd., a substantial shareholder of the Company. Ms. Pang holds a Bachelor of Architecture Degree, a Master Degree of Commerce majoring in Finance, and a Master Degree of Legal Studies, graduated all from The University of New South Wales, Australia. She is a Registered Architect with the New South Wales Architects Registration Board in Australia, a Member of the Australian Institute of Architects, a Chartered Member of the Royal Institute of British Architects and an Associate Member of the Hong Kong Institute of Architects. Ms. Pang joined the Company in 2009 and has over 16 years of experience in property development and construction industry. Prior to the Group, she worked at Goodman as a Registered Architect in the property development division. Furthermore, Ms. Pang is a member of the Chinese People's Political Consultative Conference Tianjin Municipal Committee. Ms. Pang did not hold any directorship in other listed public companies in the last 3 years.

As at the Latest Practicable Date, Ms. Pang has no interest of Shares within the meaning of Part XV of the SFO.

Ms. Pang has entered into a service contract with the Company on an annual renewable basis and is subject to the requirements of the relevant Bye-laws relating to the rotation and re-election of Directors. Her remuneration package comprises monthly salary, discretionary bonus and other benefits which were determined with reference to her duties and responsibility with the Company, the Group's performance and current market situation. For the financial year ended 31st December, 2018, Ms. Pang received a total emolument amounted approximately HK\$1,320,000.

Ms. Pang is the daughter of Mr. Pang Tak Chung, the Chairman and Managing Director of the Company. Save as disclosed herein, Ms. Pang does not have any other relationship with any other Directors, senior management or substantial Shareholders of the Company and no other matters concerning Ms. Pang that need to be brought to the attention of Shareholders.

2. **Mr. Lau Ngai Fai**, aged 61, has been appointed as Executive Director of the Company in 2015. He is responsible for running major operations, marketing strategy planning and overall management of building construction materials segment of the Group. Mr. Lau holds a Bachelor Degree in Civil Engineering with Honors from University of London, England. He had worked for managerial position in various organizations, including Hong Kong Government Public Works Departments and Ho Tin and Associates Consulting Engineers Limited; since 2006, he has served as a director in Black & Veatch Hong Kong Limited and subsequently became an associate vice-president in 2011. Mr. Lau is a Fellow Member of The Hong Kong Institution of Engineers and a director of Hong Kong Construction Materials Association. With over 34 years involved in the construction field, Mr. Lau has gained extensive industrial knowledge and management experience both from local and international organization, he specializes in civil engineering, infrastructure, site formation, sewerage works, drainage works, traffic engineering and project management. Mr. Lau did not hold any directorship in other listed public companies in the last 3 years.

As at the Latest Practicable Date, Mr. Lau has a personal interest of 100,000 Shares within the meaning of Part XV of the SFO.

Mr. Lau has entered into a service contract with the Company on an annual renewable basis and is subject to the requirements of the relevant Bye-laws relating to the rotation and re-election of Directors. His remuneration package comprises monthly salary, discretionary bonus and other benefits which were determined with reference to his duties and responsibility with the Company, the Group's performance and current market situation. For the financial year ended 31st December, 2018, Mr. Lau received a total emolument amounted approximately HK\$3,527,000.

Save as disclosed above, Mr. Lau does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company and no other matters concerning Mr. Lau that need to be brought to the attention of the Shareholders.

3. **Mr. Lo Yip Tong**, aged 61, has been appointed as an Independent Non-executive Director of the Company since 2004 and is a member of the Audit Committee and Remuneration Committee of the Company. Mr. Lo is the principal of Y.T. Lo & Co Limited, Certified Public Accountants, Hong Kong and has over 33 years of experience in statistical, accounting, auditing and financial restructuring work. He is a Member of Hong Kong Institute of Certified Public Accountants. Mr. Lo did not hold any directorship in other listed public companies in the last 3 years.

As at the Latest Practicable Date, Mr. Lo has no interest of Shares within the meaning of Part XV of the SFO.

Mr. Lo has entered into a service contract with the Company on an annual renewable basis and is subject to the requirements of the relevant Bye-laws relating to the rotation and re-election of Directors. Mr. Lo received emoluments of approximately HK\$210,000 for the year ended 31st December, 2018 which was determined with reference to the remuneration benchmark in the market for independent non-executive directors of other companies listed on the Stock Exchange.

Pursuant to code provision A.4.3 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, if an independent non-executive director serves more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by the shareholders. Mr. Lo has served on the Board for more than 9 years. The Company has received an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. Mr. Lo is independent from the management and does not involve in any business that would interfere with the exercise of his independent judgment. Therefore, the Board considers that Mr. Lo continues to be independent and believes that he should be re-elected in view of his extensive experience, in-depth understanding of the Company's operations and businesses and valuable contribution to the Board.

Save as disclosed above, Mr. Lo does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company and no other matters concerning Mr. Lo that need to be brought to the attention of the Shareholders.

As far as the Directors are aware, there is no other information that needs to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide information to you for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 561,922,500 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 56,192,250 Shares during the period in which the Repurchase Mandate remains in force.

2. REASONS FOR REPURCHASES

The Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and its Shareholders. Repurchases will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate shall be funded out of funds legally available for such purpose in accordance with the Bye-laws and the applicable laws of Bermuda. Under Bermuda law, repurchased shares will be cancelled and the Company's issued share capital will be reduced by the nominal value of the repurchased shares accordingly.

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 for the year ended 31st December, 2018) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2018		
April	0.96	0.94
May	0.96	0.94
June	0.95	0.85
July	0.87	0.86
August	0.86	0.75
September	0.75	0.72
October	0.78	0.68
November	0.74	0.72
December	0.72	0.72
2019		
January	0.75	0.69
February	0.70	0.70
March	0.73	0.66
April (up to the Latest Practicable Date)	0.74	0.71

5. TAKEOVERS CODE

In the event that the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, so far as the Directors are aware, the following Shareholders had interests in 5% or more of the issued share capital of the Company:

Name of Shareholders	Number of Shares held (Note)	Approximate percentage of shareholding
Mr. Pang Tak Chung	354,681,208 (L)	63.12%
Golik Investments Ltd.	195,646,500 (L)	34.82%

Notes:

- (1) The letter (L) denotes the person's long position in such securities.
- (2) Golik Investments Ltd. is wholly owned by Mr. Pang Tak Chung and of which he is also a director.

Based on the above shareholdings, in the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the interest of Mr. Pang Tak Chung would be increased to approximately 70.13% of the issued share capital of the Company. The Directors consider that such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code or reduce the issued share capital in public hands to less than 25% (or the relevant prescribed minimum percentage required by the Stock Exchange).

6. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have a present intention, in the event that the proposed Repurchase Mandate is approved by Shareholders, to sell Shares to the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Bye-laws and the applicable laws of Bermuda.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company, nor has any such connected person undertaken not to sell any of the Shares held by him to the Company, in the event that the Repurchase Mandate is approved by Shareholders.

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company has not purchased any of its Shares, whether on the Stock Exchange or otherwise, in the six months preceding the date of this circular.

NOTICE OF ANNUAL GENERAL MEETING



GOLIK HOLDINGS LIMITED

高力集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1118)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Golik Holdings Limited (the “Company”) will be held at 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 11th June, 2019 at 10:30 a.m., for the following purposes:

1. To receive the Audited Consolidated Financial Statements and the Reports of the Directors and the Independent Auditor for the year ended 31st December, 2018.
2. To declare and approve a final dividend of HK2 cents per share of HK\$0.10 each in the capital of the Company (each a “Share”) for the year ended 31st December, 2018 by way of a scrip dividend scheme, with an option to elect to receive an allotment and issue of Shares credited as fully paid in lieu of cash payment.
3. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Ms. Pang Wan Ping as Executive Director;
 - (b) to re-elect Mr. Lau Ngai Fai as Executive Director;
 - (c) to re-elect Mr. Lo Yip Tong as Independent Non-executive Director; and
 - (d) to authorise the Board of Directors to fix the remuneration of the Directors.
4. To re-appoint Deloitte Touche Tohmatsu as the Auditor and to authorise the Directors to fix its remuneration.

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. A. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Director during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with the additional shares of HK\$0.10 each in the capital of the Company (the “Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options including bonds, warrants, notes, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company, which would or might require the exercise of such powers after the expiry of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Right Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion attaching to any warrants, bonds, debentures, notes and other securities issued by the Company or any securities which are convertible into Shares;
 - (iii) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time;
 - (iv) the exercise of options granted under the share option schemes of the Company adopted from time to time in accordance with The Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”);
 - (v) the exercise of any conversion rights attaching to any convertible notes issued or to be issued by the Company; and
 - (vi) a specified authority granted by the shareholders of the Company in general meeting;

NOTICE OF ANNUAL GENERAL MEETING

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the approval granted in paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of 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 bye-laws of the Company or any applicable laws to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of Shares, or an offer or issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to the shareholders of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (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, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

B. “THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchanges on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (“Recognised Stock Exchange”), subject to and in accordance with all applicable laws and the requirements of the Listing Rules or those of any other Recognised Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which the Company is authorised to repurchase pursuant to the approval granted in paragraph (a) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the approval granted under paragraph (a) of this resolution shall be limited accordingly; and

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- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of 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 bye-laws of the Company or any applicable laws to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- C. “**THAT** conditional upon the passing of the resolutions set out in paragraphs A and B of item 5 above in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, and options which would or might require the exercise of such powers, pursuant to resolution set out in paragraph A of item 5 above be and is hereby extended by the addition to the aggregate nominal amount of share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate, an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution set out in paragraph B of item 5 above provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

By Order of the Board
Golik Holdings Limited
Ho Wai Yu, Sammy
Company Secretary

Hong Kong, 25th April, 2019

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business:

Suite 6505, Central Plaza
18 Harbour Road
Wanchai
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any shareholder entitled to attend and vote at the above meeting may appoint one or more than one proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting in person or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof to the exclusion of other joint holders.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the office of the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish, in which event, the instrument appointing the proxy shall be deemed to be revoked.
4. In order to be eligible to attend and vote at the Annual General Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Tricor Secretaries Limited (at its address shown in Note 3 above) no later than 4:30 p.m. on Tuesday, 4th June, 2019.
5. The register of the members of the Company will be closed from for one day on Tuesday, 18th June, 2019, during which period no transfer of the Shares will be effected. In order to be entitled for the proposed final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with Company's the branch share registrar, Tricor Secretaries Limited (at its address shown in Note 3 above) for registration no later than 4:30 p.m. on Monday, 17th June, 2019.
6. The Chinese translation of this notice is for reference only, the English version shall prevail.

As at the date of this notice, the Board comprises:

Executive Directors:

Mr. Pang Tak Chung, Mr. Ho Wai Yu, Sammy,
Ms. Pang Wan Ping and Mr. Lau Ngai Fai

Independent non-executive Directors:

Mr. Yu Kwok Kan, Stephen, Mr. Chan Yat Yan
and Mr. Lo Yip Tong