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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,  
APPOINTMENT OF DIRECTOR,  
CHANGES IN COMPOSITION OF BOARD COMMITTEES,  
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 Room 1301, 13th Floor, Bank of East Asia Harbour View Centre, No. 56 Gloucester Road, Wanchai, Hong Kong on Tuesday, 21 May 2024 at 2:30 p.m. is set out on pages 17 to 21 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours (excluding a public holiday) before the time appointed for the Annual General Meeting (i.e. not later than 2:30 p.m. on Saturday, 18 May 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). 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.

17 April 2024

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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 Room 1301, 13th Floor, Bank of East Asia Harbour View Centre, No. 56 Gloucester Road, Wanchai, Hong Kong on Tuesday, 21 May 2024 at 2:30 p.m. or any adjournment thereof, the notice of which is set out on pages 17 to 21 of this circular
“Articles of Association”	the 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 17 to 21 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

## DEFINITIONS

“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 17 to 21 of this circular
“Latest Practicable Date”	10 April 2024, 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 as amended from time to time
“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 and Share Buy-backs 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  
WU Siqiang  
LU Wai Lim  
LI Yijin

*Registered Office and Headquarters:*

Room 1301, 13th Floor  
Bank of East Asia Harbour View Centre  
No. 56 Gloucester Road  
Wanchai  
Hong Kong

*Independent non-executive Directors:*

MAK Wing Sum Alvin  
YE Lu  
LAI Tung Kwok

17 April 2024

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED DECLARATION OF  
FINAL DIVIDEND AND SPECIAL DIVIDEND,  
RE-ELECTION OF RETIRING DIRECTORS,  
APPOINTMENT OF DIRECTOR,  
CHANGES IN COMPOSITION OF BOARD COMMITTEES,  
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 and to give you notice of 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 declaration of final dividend and special dividend; (ii) the re-election of retiring Directors and appointment of Director; (iii) the 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. DECLARATION OF FINAL DIVIDEND AND SPECIAL DIVIDEND**

According to the announcement of annual results of the Company for the year ended 31 December 2023 dated 20 March 2024, the Board recommended the payment of a final dividend of HK10.0 cents (equivalent to approximately RMB9.2 cents) per ordinary Share (2022: HK12.0 cents equivalent to approximately RMB10.5 cents) and a special dividend of HK4.0 cents (equivalent to approximately RMB3.7 cents) per ordinary Share (2022: HK4.0 cents equivalent to approximately RMB3.5 cents) for the year ended 31 December 2023 to the Shareholders.

The 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 payment of dividends is passed at the Annual General Meeting, the dividends will be paid on Friday, 28 June 2024 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, 5 June 2024.

In order to determine entitlement to the proposed final dividend and special dividend, the register of members of the Company will be closed from Monday, 3 June 2024 to Wednesday, 5 June 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to receive the 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by 4:30 p.m. on Friday, 31 May 2024.

### **3. RE-ELECTION OF RETIRING DIRECTORS, APPOINTMENT OF DIRECTOR AND CHANGES IN COMPOSITION OF BOARD COMMITTEES**

#### **(a) Re-election of retiring Directors**

In accordance with Articles 110 and 111 of the Articles of Association, Mr. HOU Ping, Mr. LU Wai Lim and Mr. MAK Wing Sum Alvin shall retire by rotation at the Annual General Meeting. Mr. HOU Ping and Mr. LU Wai Lim, being eligible, will offer themselves for re-elections at the Annual General Meeting.

## LETTER FROM THE BOARD

Mr. MAK Wing Sum Alvin has informed the Company that he will not offer himself for re-election at the Annual General Meeting due to his intention to devote more time to his family and personal affairs, and accordingly will retire as independent non-executive Director upon the conclusion of the Annual General Meeting. Mr. MAK has confirmed that he has no disagreement with the Board and that there are no matters that need to be brought to the attention of the Shareholders in relation to his retirement.

The Nomination Committee has assessed and reviewed the re-election of Mr. HOU Ping and Mr. LU Wai Lim as executive Directors. After considering the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, the Nomination Committee made recommendations to the Board on the re-election of Mr. HOU Ping and Mr. LU Wai Lim as executive Directors. Their respective education, background, experience and qualifications allow each of them to provide valuable and relevant insights and contribute to the diversity of the Board.

Details of the retiring Directors for re-election at the Annual General Meeting are set out in Appendix I to this circular.

### **(b) Appointment of Director**

In accordance with Article 114 of the Articles of Association, an ordinary resolution will be proposed at the Annual General Meeting to appoint Mr. JIANG Li as independent non-executive Director with the appropriate accounting or related financial management expertise. The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by Mr. JIANG Li, his qualifications, skills and experience, with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy. The Nomination Committee has recommended to the Board the appointment of Mr. JIANG Li as an independent non-executive Director.

The Board is of the view that (i) Mr. JIANG has an excellent professional background in financial accounting; and (ii) based on the assessment conducted, Mr. JIANG meets the independence requirements as set out in Rule 3.13 of the Listing Rules. Mr. JIANG's expertise in finance and accounting aspects will enhance the performance of the members of the Board in the areas of financial management, internal and external audit, internal control, etc., which will be helpful for the future management and development of the Company. The Board has also taken into account that Mr. JIANG does not hold any directorship in other listed companies and is capable of devoting sufficient time and efforts to perform his duties as an independent non-executive Director. In view of the above, the Company considers that Mr. JIANG will provide valuable business experience, knowledge and expertise to the Board to enhance its operational efficiency and diversity.

Details of Mr. JIANG Li are set out in Appendix I to this circular.

## LETTER FROM THE BOARD

### **(c) Changes in Composition of Board Committees**

Following Mr. MAK Wing Sum Alvin's retirement as an independent non-executive Director, he will cease to be the chairman of the audit committee of the Company and a member for each of the nomination committee and the remuneration committee of the Company with effect from the conclusion of the Annual General Meeting.

Upon the approval for the appointment as an independent non-executive Director by the Shareholders at the Annual General Meeting, pursuant to the resolution of the Board, Mr. JIANG LI will be appointed as the chairman of the audit committee of the Company and a member for each of the remuneration committee and the nomination committee of the Company with effect from the conclusion of the Annual General Meeting.

### **4. GRANT OF GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 15 May 2023, 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 17 to 21 of this circular (i.e. a total of 163,915,400 Shares based on 819,577,000 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.

The Issue Mandate will expire at the earliest of: (a) at the end of the next annual general meeting of the Company following the Annual General Meeting; (b) at the end of the period within which the Company is required by law or the Articles of Association to hold its next annual general meeting; or (c) when varied or revoked by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

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

At the annual general meeting of the Company held on 15 May 2023, 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 17 to 21 of this circular (i.e. a total of 81,957,700 Shares based on 819,577,000 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.

## LETTER FROM THE BOARD

The Buy-back Mandate will expire at the earliest of: (a) at the end of the next annual general meeting of the Company following the Annual General Meeting; (b) at the end of the period within which the Company is required by law or the Articles of Association to hold its next annual general meeting; or (c) when varied or revoked by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

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 17 to 21 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 Rule 13.39(5) of the Listing Rules.

For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Thursday, 16 May 2024 to Tuesday, 21 May 2024, both days 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 14 May 2024.

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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours (excluding a public holiday) before the time appointed for the Annual General Meeting (i.e. not later than 2:30 p.m. on Saturday, 18 May 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). 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.

## LETTER FROM THE BOARD

### 7. 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 herein or this circular misleading.

### 8. RECOMMENDATION

The Board considers that the declaration of final and special dividends, the re-election of retiring Directors, the appointment of Director, the grant of the Buy-back Mandate and the Issue Mandate and the extension of the Issue Mandate to include Shares bought back pursuant to the Buy-back Mandate are in the best interests of the Company and the Shareholders as a whole. 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*

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

**Mr. HOU Ping (侯平)**, aged 63, 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 approximately 25 years of experience in the card industry. He has been a Director and the chief executive officer of the Company since 2011. He has also served as a director of Goldpac Datacard Solutions Company Limited and Goldpac Limited respectively, since 2011. He has also served as a director of seven subsidiaries of the Company, including as a director of Goldpac Fintech Private Limited since 2016, and a director of Goldpac Technology Service Limited (Hengqin), SecureTech Holdings Limited and Goldpac Fintech Hong Kong Limited, the Company's subsidiaries, since 2018, a director of Goldpac Fintech (Zhuhai) Limited Company and UMV Technology Limited (Zhuhai) since 2020, and also a director of Zhirong Financial Services Technology (Zhuhai) Co., Ltd. (through the VIE Agreements, Zhirong Financial Services has been an indirect subsidiary of the Company as 100% of its equity interest is attributed to the Company indirectly) since 2021.

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. Mr. HOU received a Master of Business Administration degree from the Hong Kong Baptist University in December 2003.

As at the Latest Practicable Date, Mr. HOU Ping held 12,000,000 Shares within the meaning of Part XV of the SFO, representing approximately 1.46% of the total number of Shares in issue.

As at the Latest Practicable Date, Mr. HOU Ping had no relationship with any Director, senior management or substantial or Controlling Shareholder of the Company. Save as disclosed above, as at the Latest Practicable Date, Mr. HOU (i) had not held or was not holding any other position with the Company or any other member of the Group; (ii) had not held any other directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) had not held or was not holding any other major appointments and professional qualifications; and (iv) did not have or was not deemed to have other interests in securities of the Company within the meaning of Part XV of the SFO.

Mr. HOU and the Company has entered into a service contract which was deemed to have commenced on 4 December 2016 for a period of 3 years and shall continue thereafter unless and until terminated in accordance with the terms of his service contract or by either party giving to the other not less than 3 months' prior notice in writing. He is subject to retirement and re-election at least once every three years in accordance with the Articles of Association. Mr. HOU is entitled to a basic salary of HK\$2,750,000 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.

**Mr. LU Wai Lim (盧威廉)** (formerly known as Mr. Wai Lim (威廉), Mr. LING Wai Lim (凌威廉) and Mr. LING Wai Lim (盧威廉)), aged 37, joined the Company as non-executive Director on 18 May 2017. He was designated as an executive Director with effect from 15 March 2019 and was appointed as senior vice president of the Group with effect from 22 January 2021. Mr. LU has over 6 years of experience in payments industry and has over 10 years of experience in biomedical research and research project management. Mr. LU has also served as a director of six subsidiaries of the Company, including as a director of Goldpac Technology Service Limited (Hengqin) since 2018, a director of UMV Technology Limited (Zhuhai) since 2020 and also a director of Zhirong Financial Services Technology (Zhuhai) Co., Ltd. since 2021, a director of Goldpac Fintech Hong Kong Limited since 6 July 2022, a director of SecureTech Holdings Limited since 22 July 2022, and a director of Goldpac Fintech Private Limited since 27 November 2022.

Prior to joining the Group, Mr. LU served as a project analyst, a project manager and the senior scientific advisor, respectively, of China Regenerative Medicine International Limited (Stock Code: 8158), a company listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, from June 2015 to December 2018. Mr. LU served as a research assistant of Department of Paediatrics and Adolescent Medicine of The University of Hong Kong, from December 2010 to May 2012.

Mr. LU received the Bachelor of Science (Biotechnology) from The University of Hong Kong in 2008, the Master of Philosophy in Microbiology from The University of Hong Kong in 2010, and also the Doctor of Philosophy in Immunology from The University of Hong Kong in 2015.

As at the Latest Practicable Date, Mr. LU Wai Lim held 16,000 Shares within the meaning of Part XV of the SFO, representing approximately 0.002% of the total number of Shares in issue.

Mr. LU is the son of Mr. LU Run Ting, who is the chairman of the Board, an executive Director and a Controlling Shareholder of the Company. He is also the nephew of Mr. LU Runyi, who is an executive Director and senior vice president of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. LU (i) had no other relationship with any Director, senior management or substantial or Controlling Shareholder of the Company; (ii) had not held or was not holding any other position with the Company or any other member of the Group; (iii) had not held any other directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iv) had not held or was not holding any other major appointments and professional qualifications; and (v) did not have or was not deemed to have other interests in securities of the Company within the meaning of Part XV of the SFO.

Mr. LU has entered into a service contract with the Company for a term of three years commencing from 15 March 2019 and shall continue thereafter unless and until terminated in accordance with the terms of his service contract or by either party giving to the other not less than 3 months' prior notice in writing. He is subject to retirement and reelection at least once every three years in accordance with the Articles of Association. Mr. LU is entitled to a basic salary of HK\$1,017,337 per annum, which is determined with reference to his responsibilities, experience, performance and the prevailing market conditions. Mr. LU 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. 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.

- (b) The following are details of Mr. JIANG Li proposed to be appointed as an independent non-executive Director at the Annual General Meeting:

**Mr. JIANG Li (蔣勵)**, aged 60, has been teaching in various universities over 30 years, and lecturing on the topics of corporate finance, investments, international finance, financial statement analysis and business valuation. Mr. JIANG served as a lecturer at Concordia University from September 1991 to August 1994, a financial analyst at BCA Research in Montreal, Canada from January 1995 to June 1995, an assistant professor at the Schulich School of Business of York University from September 1995 to August 1996, an assistant professor at the School of Business of Hong Kong Baptist University from September 1996 to August 1999, an assistant professor from September 1999 to March 2003 and an associate professor from April 2003 to August 2023 at the School of Accounting and Finance of The Hong Kong Polytechnic University, and has been a Professor of Practice (Finance) at the School of Accounting and Finance of The Hong Kong Polytechnic University since August 2023. Mr. JIANG has extensive expertise in finance and accounting aspects from his academic background and substantial experience in studying and analysing real-life scenarios and performances of public companies.

Mr. JIANG graduated from Nankai University with a Bachelor of Mathematics in 1984, received the Master of Business Administration in Finance from York University in 1986 and also the Doctor in Finance from Concordia University in 1995.

So far as the Directors were aware, as at the Latest Practicable Date, Mr. JIANG did not have or was not deemed to have any interests in securities of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. JIANG (i) had no relationship with any Director, senior management or substantial or Controlling Shareholder of the Company; (ii) had not held or was not holding any position with the Company or any other member of the Group; (iii) had not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. Save as disclosed above, as at the Latest Practicable Date, Mr. JIANG had not held or was not holding any other major appointments and professional qualifications.

The Board has received from Mr. JIANG a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. Mr. JIANG also confirmed that (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company, and (iii) there are no other factors that may affect his independence at the time of his appointment.

Upon his appointment as a Director being approved by Shareholders at the Annual General Meeting, Mr. JIANG will sign a letter of appointment with the Company for a term of three years commencing from the date of the Annual General Meeting 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. JIANG will be 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. JIANG 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 819,577,000 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 81,957,700 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 the 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 2023) 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>2023</b>		
April	1.720	1.600
May	1.718	1.440
June	1.580	1.390
July	1.600	1.430
August	1.590	1.380
September	1.460	1.350
October	1.420	1.320
November	1.470	1.350
December	1.520	1.350
<b>2024</b>		
January	1.500	1.380
February	1.490	1.380
March	1.520	1.410
April (up to the Latest Practicable Date)	1.480	1.400

**6. GENERAL**

Neither the explanatory statement on the Buy-back Mandate set out in this appendix nor the Buy-back Mandate has any unusual features.

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 will 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 applicable laws of Hong Kong.

## 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 Cititrust Private Trust (Cayman) Limited (trustee of a family trust set up by Mr. LU Run Ting, and Mr. LU can influence how the trustee exercises his discretion), were interested in 301,499,422 Shares representing approximately 36.79% 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 Cititrust Private Trust (Cayman) Limited would be increased to approximately 40.87% 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 intend 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 1,642,000 Shares of the Company on the Stock Exchange during the period from November to December 2023. The shares were acquired at prices ranging from HK\$1.40 to HK\$1.46. Details are set out below:

<b>Date of buy-back</b>	<b>Number of shares bought back</b>	<b>Highest price per share (HK\$)</b>	<b>Lowest price per share (HK\$)</b>
22 November 2023	357,000	1.44	1.42
6 December 2023	432,000	1.42	1.40
11 December 2023	478,000	1.45	1.44
20 December 2023	375,000	1.46	1.46
<b>Total</b>	<b>1,642,000</b>		



**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 1301, 13th Floor, Bank of East Asia Harbour View Centre, No. 56 Gloucester Road, Wanchai, Hong Kong on Tuesday, 21 May 2024 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 auditor of the Company for the year ended 31 December 2023.
2.
  - (i) To declare a final dividend of HK10.0 cents (equivalent to approximately RMB9.2 cents) per ordinary share for the year ended 31 December 2023.
  - (ii) To declare a special dividend of HK4.0 cents (equivalent to approximately RMB3.7 cents) per ordinary share for the year ended 31 December 2023.
3.
  - (i) To re-elect Mr. HOU Ping as an executive Director.
  - (ii) To re-elect Mr. LU Wai Lim as an executive Director.
  - (iii) To appoint Mr. JIANG Li as an independent non-executive Director.
4. To authorize the board of Directors to fix the respective remuneration of the Directors.
5. To re-appoint PricewaterhouseCoopers 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 (including securities convertible into shares of the Company) which might require the exercise of such powers;

## NOTICE OF ANNUAL GENERAL MEETING

- (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 (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.

## NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of shares or an issue of options 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).”

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.”

## NOTICE OF ANNUAL 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, 17 April 2024

## 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 Annual General 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (excluding a public holiday) before the time appointed for the above meeting (i.e. not later than 2:30 p.m. on Saturday, 18 May 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). 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 Thursday, 16 May 2024 to Tuesday, 21 May 2024, both days 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 14 May 2024.
- (5) For determining the entitlement to the 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, 3 June 2024 to Wednesday, 5 June 2024, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 31 May 2024.

*As at the date of this notice, the executive Directors of the Company are Mr. LU Run Ting, Mr. HOU Ping, Mr. LU Runyi, Mr. WU Siqiang, Mr. LU Wai Lim and Ms. LI Yijin; and the independent non-executive Directors of the Company are Mr. MAK Wing Sum Alvin, Ms. YE Lu and Mr. LAI Tung Kwok.*