
IMPORTANT

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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Goldbond Group Holdings Limited**, you should at once hand this circular with the accompanying proxy form to the purchaser or transferee or to the licensed securities dealer, the bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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GOLDBOND GROUP HOLDINGS LIMITED

金榜集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 00172)

PROPOSALS FOR GRANT OF GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at 24/F, OfficePlus@Wan Chai, 303 Hennessy Road, Wanchai, Hong Kong on 24 September 2021 at 10:30 a.m. (the "AGM") is set out on pages AGM-1 to AGM-5 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

PRECAUTIONARY MEASURES FOR AGM

Please note that the following precautionary measures will be implemented by the Company at the AGM due to the COVID-19 pandemic (see pages 6-7 for details):

- Compulsory temperature checks
- Wearing of surgical face mask
- No provision of refreshments, drinks or corporate gifts

Attendees who do not comply with the precautionary measures may be denied entry into the AGM venue, at the absolute discretion of the Company as permitted by law. For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the chairman of the meeting as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.

30 July 2021

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held and convened on Friday, 24 September 2021 at 10:30 a.m. at 24/F, OfficePlus@Wan Chai, 303 Hennessy Road, Wanchai, Hong Kong
“AGM Date”	Friday, 24 September 2021
“AGM Notice”	the notice of the AGM
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors of the Company
“Business Day(s)”	any day on which the Stock Exchange is open for business of dealing in securities
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Goldbond Group Holdings Limited, a company incorporated in Hong Kong with limited liability whose issued Shares are listed on the Stock Exchange
“controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“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”	the general mandate to allot, issue and otherwise deal with Shares proposed to be granted to the Directors as described in the ordinary resolution no. 6 of the AGM Notice

DEFINITIONS

“Latest Practicable Date”	22 July 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Repurchase Mandate”	the general mandate to repurchase Shares proposed to be granted to the Directors as described in the ordinary resolution no. 5 of the AGM Notice
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Shares from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
“%”	per cent.

LETTER FROM THE BOARD



GOLDBOND GROUP HOLDINGS LIMITED

金榜集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 00172)

Executive Directors:

Mr. Wong Yu Lung, Charles (*Chairman*)
Mr. Wong Ming Bun, David

Independent non-executive Directors:

Mr. Ma Ho Fai GBS JP
Mr. Cheng Yuk Wo
Mr. Yeh Shing Hang Kevin Arthur

Registered office:

Unit 3901, 39th Floor
Tower One, Lippo Centre
89 Queensway
Hong Kong

30 July 2021

*To the Shareholders and,
for information only, holders of the preference shares
and share options of the Company*

Dear Sir or Madam,

**PROPOSALS FOR GRANT OF GENERAL MANDATES
TO REPURCHASE SHARES AND ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM for *inter alia*:

- (a) the grant to the Directors of the Repurchase Mandate to repurchase Shares as set out in the ordinary resolution no. 5 of the AGM Notice;
- (b) the grant to the Directors of the Issue Mandate to allot, issue and otherwise deal with Shares as set out in the ordinary resolution no. 6 (and the extension thereto as described in the ordinary resolution no. 7 of the AGM Notice); and
- (c) the re-election of the retiring Directors.

LETTER FROM THE BOARD

REPURCHASE MANDATE AND ISSUE MANDATE

At the annual general meeting of the Company held on 28 December 2020, general mandates were granted to the Directors to exercise all powers of the Company, *inter alia*, (i) to repurchase Shares not exceeding 10% of the total number of Shares in issue on 28 December 2020, and (ii) to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue on 28 December 2020 and the number of Shares repurchased by the Company.

These general mandates will expire at the conclusion of the AGM. At the AGM, the Directors propose to seek the approval of the Shareholders for the granting to the Directors of the Repurchase Mandate and the Issue Mandate.

Repurchase Mandate

An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase, at any time until the next annual general meeting of the Company following the passing of the resolution or such earlier date as stated therein, Shares up to a maximum of 10% of the total number of Shares in issue as at the AGM Date (subject to adjustment in the case of subdivision and consolidation of Shares), as set out as the ordinary resolution no. 5 of the AGM Notice. As at the Latest Practicable Date, the Company had an aggregate of 2,761,912,843 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 276,191,284 Shares.

An explanatory statement, as required under the Listing Rules to provide the requisite information in connection with the Repurchase Mandate, is set out in Appendix I to this circular.

Issue Mandate

Ordinary resolutions will also be proposed at the AGM to grant the Issue Mandate to the Directors to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the AGM Date (subject to adjustment in the case of subdivision and consolidation of Shares), and to extend the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate, as set out as ordinary resolution no. 5 and no. 6, respectively, of the AGM Notice. Subject to the passing of the ordinary resolution approving the Issue Mandate and on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the AGM Date, the Company would have an aggregate of 2,761,912,843 Shares in issue on the AGM Date and would be allowed under the Issue Mandate to issue a maximum of 552,382,568 Shares.

Details of the Issue Mandate and the extension of the Issue Mandate are set out in ordinary resolutions nos. 6 and 7 of the AGM Notice, respectively.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 117 of the Articles, Ms. Wong, Michelle Yatyee and Mr. Cheng Yuk Wo shall retire by rotation at the AGM. Mr. Cheng Yuk Wo has decided not to offer himself for re-election as an independent non-executive Director at the AGM. For further details in relation to, among other things, the retirement by rotation of Mr. Cheng Yuk Wo as an independent non-executive Director, please refer to the announcement of the Company dated 30 June 2021. In accordance with article 87 of the Articles, Mr. Wong Ming Bun, David shall retire from office at the AGM. Ms. Wong, Michelle Yatyee and Mr. Wong Ming Bun, David, being eligible, have offered themselves for re-election at the AGM.

Each of the retiring Directors will be subject to retirement by rotation and re-election at annual general meetings of the Company at least once every three years.

The biographical details of Ms. Wong, Michelle Yatyee and Mr. Wong Ming Bun, David, being the retiring Directors who are proposed to be re-elected at the AGM, are set out in Appendix II to this circular.

THE AGM

A notice convening the AGM to be held on 24 September 2021 at 10:30 a.m. at 24/F, OfficePlus@Wan Chai, 303 Hennessy Road, Wanchai, Hong Kong is set out on pages AGM-1 to AGM-5 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong so as to be received not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

BOOK CLOSURE FOR AGM ATTENDANCE

The register of members of the Company will be closed from 20 September 2021 to 24 September 2021 (both days inclusive), for the purpose of determining entitlement of the Shareholders to the right to attend and vote at the AGM, during which period no transfer of shares in the Company will be effected.

Shareholders are reminded that in order to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 17 September 2021.

RECOMMENDATION

The Directors consider that the proposed resolutions for the grant of the Repurchase Mandate and the Issue Mandate and to extend to Issue Mandate by adding the number of Shares repurchased by the Company and the re-election of the retiring Directors as set out in the AGM Notice are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all proposed resolutions as set out in the AGM Notice at the AGM.

PRECAUTIONARY MEASURES FOR THE AGM

At the time of issuing this circular, many countries and regions around the world, including Hong Kong, are still devoting vigorous efforts to control the spreading of the COVID-19 pandemic. To safeguard the health and safety of Shareholders who might be attending the AGM in person, and to help prevent the spread of the disease, the Company will implement the following precautionary measures at the AGM:

- Compulsory body temperature checks will be carried out on every attendee at the entrance of the AGM venue. Any person with a body temperature above the reference range quoted by the Hong Kong Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the AGM venue and be requested to leave the AGM venue.
- Every attendee will be required to wear a surgical face mask throughout the AGM and sit at a distance from other attendees. Please note that no masks will be provided at the AGM venue and attendees should wear their own masks.
- No refreshments, drinks or corporate gifts will be provided to the attendees at the AGM.

LETTER FROM THE BOARD

Attendees are in addition requested to observe and practise good personal hygiene at all times. To the extent permitted by law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue so as to ensure the health and safety of the attendees at the AGM.

The Company reminds Shareholders that attendance at the AGM in person is not necessary for the purpose of exercising voting rights. Shareholders may consider appointing the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements. Shareholders should check the websites of the Company and the Stock Exchange for further announcement and update on the AGM arrangements, if any.

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.

FURTHER INFORMATION

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

Yours faithfully,
By order of the Board
Wong Yu Lung, Charles
Chairman

This explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the proposed resolution approving the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 2,761,912,843 Shares. On the basis that no further Shares are issued or repurchased prior to the AGM Date and subject to the passing of the relevant ordinary resolution approving the Repurchase Mandate, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 276,191,284 Shares during the period up to the conclusion of the next annual general meeting of the Company, or the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held, or the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders at a general meeting of the Company, whichever of these three events occurs first.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the interest of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or its earnings per Share and will only be made when the Directors consider that such repurchases will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

Repurchases pursuant to the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any repurchases will be made out of funds of the Company legally permitted to be utilized in this connection in accordance with its memorandum of association, the Articles, the Listing Rules and the applicable laws of Hong Kong. The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts for the year ended 31 March 2021) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not intend to exercise the Repurchase 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 Directors, are from time to time appropriate for the Company.

4. DIRECTORS' DEALINGS AND CONNECTED PERSONS

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any of the Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell any of the Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

5. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Company's memorandum of association, the Articles, the Listing Rules and the applicable laws of Hong Kong.

6. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company in the six months immediately preceding the Latest Practicable Date.

7. EFFECT UNDER THE CODE

On the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, if a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of the Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of such increase, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Allied Luck Trading Limited ("Allied Luck") and Ace Solomon Investments Limited ("Ace Solomon") were directly or indirectly interested in approximately 30.99% and 26.06% of the issued Shares respectively. Ace Solomon is a party acting in concert with Allied Luck. Assuming that there will be no change to the above shareholdings and the issued Shares between the Latest Practicable Date and the date of exercising the Repurchase Mandate, if the Repurchase Mandate, if so approved, is exercised in full, the shareholdings of Allied Luck and Ace Solomon in the Company will be increased to approximately 34.43% and 28.95% of the issued Shares respectively. To the best of the knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code.

The Directors have no present intention to exercise the Repurchase Mandate to such extent as would, in the circumstance: (a) give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code; or (b) result in less than 25% of the issued Shares in the public hands.

8. SHARES PRICES

Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 28 June 2019 and will remain suspended until further notice. The closing price of the Share on the date immediately before the suspension of trading of the Shares as at 27 June 2019 was HK\$0.08.

The following are the information, as at the Latest Practicable Date, on the retiring Directors proposed to be re-elected at the AGM and required to be disclosed pursuant to the Listing Rules.

- (1) Ms. Wong, Michelle Yatye, aged 40, has been an Executive Director since February 2007. She graduated from the University of Southern California, United States of America with a Bachelor of Arts in Political Science and holds a Juris Doctorate in Law from Whittier Law School, California, U.S.A. Ms. Wong is currently a non-executive director of China Rongzhong Financial Holdings Company Limited (a company listed on the Main Board of the Stock Exchange, stock code: 3963).

Ms. Wong's directorship with the Company is subject to retirement by rotation at least once every three (3) years pursuant to the Articles. She has entered into a service contract with the Company which does not have a specific length of service and is determinable by either party on one month's notice. Ms. Wong receives a monthly remuneration of HK\$120,000 and a discretionary bonus determined by the Board from time to time with reference to his qualification, experience, scope of responsibilities and the prevailing market conditions.

Ms. Wong is a daughter of Mr. Wong Yu Lung, Charles, the Chairman of the Company and an Executive Director. Save as disclosed in this circular, Ms. Wong does not have any relationship with any other Directors, senior management, substantial Shareholder or controlling Shareholder of the Company. As at the Latest Practicable Date, Ms. Wong was interested and deemed to be interested in 1,624,465,517 Shares, representing approximately 58.81% of the issued share capital of the Company within the meaning of Part XV of the SFO.

- (2) Mr. Wong Ming Bun, David, aged 48, joined the Company as the chief executive officer of the Company on 1 May 2019 and was appointed as an executive Director with effect from 7 April 2021. Mr. Wong has over 20 years of professional capital market, financial investment and asset management. Mr. Wong is also a director of certain subsidiaries of the Company. Prior to joining the Company, he was a Senior Vice President at Franklin Templeton Darby Private Equity responsible for deal origination, execution and monitoring and involved in fundraising for regional growth capital funds with a primary focus on private credit and mezzanine financing in the Greater and Southeast Asian region. Before that, he was an Equity Research Analyst in Citigroup Smith Barney's Asia Pacific Consumer Research team, covering a portfolio of listed companies in Hong Kong, Taiwan, South Korea, Indonesia, Singapore and Malaysia. Previously, Mr. David Wong worked at PricewaterhouseCoopers focusing on banking and capital market assurance and business advisory services. He graduated from the University of Toronto with a Bachelor of Commerce degree majoring in Accounting & Finance and is also a Certified Public Accountant (AICPA, HKICPA), Chartered Global Management

Accountant (AICPA) and Certified Management Accountant (IMA). Mr. Wong served as a non-executive director of China Rongzhong Financial Holdings Company Limited, a company listed on the Stock Exchange (stock code: 3963), since 11 July 2019.

Mr. Wong has entered into a service agreement as an executive Director with the Company for an initial term of three years commencing on 7 April 2021, which can be terminated by either party by serving three months' notice in writing. As a Director, Mr. Wong is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Wong will not receive any director's fee for his service as an executive Director. As the chief executive officer of the Company, under the service contract between Mr. Wong and the Company, he is entitled to an annual salary of HK\$1,800,000 and a discretionary bonus as may be decided by the Board, which are determined by reference to his performance for the year, experience, qualification, duties and responsibilities in the Company and the prevailing market rate and will be subject to review by the remuneration committee of the Company from time to time.

Mr. Wong does not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Wong was interested and deemed to be interested in 26,000,000 Shares, representing approximately 0.94% of the issued share capital of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, none of the retiring Directors held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to the Latest Practicable Date.

None of the retiring Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

Save as disclosed above, the Board is not aware of any information that need to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or any other matters which need to be brought to the attention of the Shareholders in connection with the re-election of the above Directors.

NOTICE OF AGM



GOLDBOND GROUP HOLDINGS LIMITED

金榜集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 00172)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Goldbond Group Holdings Limited 金榜集團控股有限公司 (the “Company”) will be held at 24/F, OfficePlus@Wan Chai, 303 Hennessy Road, Wanchai, Hong Kong on Friday, 24 September 2021 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. to receive and consider the audited financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 March 2021.
2. (a) to re-elect Ms. Wong, Michelle Yatyee as an executive director.

(b) to re-elect Mr. Wong Ming Bun, David as an executive director.

(c) to authorise the board of directors of the Company to fix the remuneration of directors of the Company.
3. to re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration,
4. **“THAT:**
 - (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined herein) of all the powers of the Company to repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time (the “Listing Rules”), be and is hereby generally and unconditionally approved;

NOTICE OF AGM

(b) the aggregate number of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

“Relevant Period” means the period from the date of 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 the passing of an ordinary resolution of the shareholders of the Company at a general meeting.”

5. **“THAT:**

(a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined herein) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures, notes and any other securities which carry rights to subscribe for and are convertible into shares of the Company) which would or might require the exercise of such power, subject to and in accordance with all applicable laws and the requirements of the Listing Rules, 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 to make or grant offers, agreements and options (including bonds, warrants and debentures, notes and any other securities which carry rights to subscribe for and are convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;

NOTICE OF AGM

- (c) the aggregate number of shares of the Company allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereafter defined); (ii) an issue of shares of the Company upon the exercise of conversion rights under the terms of any warrants, debentures and notes issued by the Company or any securities which are convertible into shares of the Company; (iii) the exercise of any option under the share option scheme of the Company or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; (iv) any scrip dividends or similar arrangement providing for the allotment and issue of shares of the Company in lieu of the whole or part of the dividend on shares of the Company pursuant to the Articles of Association of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the date of 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 the passing of an ordinary resolution of the shareholders of the Company in general meeting; and

“Right Issue” means an offer of shares open for a period fixed by the 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 exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal restrictions under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

NOTICE OF AGM

And as special business, to consider and, if thought fit, to pass the following as ordinary resolution:

6. “**THAT** conditional upon the passing of the resolutions set out in resolutions numbered 5 and 6 of 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 of the Company pursuant to the resolution set out in resolution numbered 6 of the notice convening this meeting be and is hereby extended by the addition thereto such number of shares representing the aggregate number of shares of the Company purchased or otherwise acquired by the Company pursuant to the authority granted to the Directors under the resolution set out in resolution numbered 5 above, provided that such number shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution (subject to adjustment in the case of subdivision and consolidation of shares of the Company).”

By Order of the Board
Goldbond Group Holdings Limited
Wong Yu Lung, Charles
Chairman

Hong Kong, 30 July 2021

Registered office:

Unit 3901, 39th Floor
Tower One, Lippo Centre
89 Queensway
Hong Kong

NOTICE OF AGM

Notes:

1. A member of the Company entitled to attend and vote at the above meeting (or at any adjournment of it) is entitled to appoint one or more proxies to attend and vote on his/her behalf. The proxy does not need to be a member of the Company.
2. A form of proxy in respect of the above meeting is enclosed. Whether or not you intend to attend the above meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon.
3. In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the above meeting or adjourned meeting (as the case may be).
4. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting or any adjournment thereof. In such event, the form of proxy shall be deemed to have been revoked.
5. Where there are joint holders of any share of the Company, any one of such holders may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such holders are present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.
6. A form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
7. On a poll, every member present at the meeting shall be entitled to one vote for every fully paid-up share of which he is the holder. The result of such poll shall be deemed for all purposes to be the resolution of the meeting at which the poll was so directed or demanded.
8. The register of members of the Company will be closed from 20 September 2021 to 24 September 2021 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 17 September 2021.