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 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

金邦達 Goldpac

Goldpac Group Limited

金邦達寶嘉控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 3315)

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

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, 19 May 2026 at 2:30 p.m. is set out on pages 18 to 22 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, 16 May 2026 (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.

24 April 2026

CONTENTS

Page

Definitions 1

Letter from the Board 3

Appendix I — Details of Re-election of Retiring Directors at the Annual General Meeting 9

Appendix II — Explanatory Statement on the Buy-back Mandate 14

Notice of Annual General Meeting 18

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

"Annual General Meeting" or "AGM"	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, 19 May 2026 at 2:30 p.m. or any adjournment thereof, the notice of which is set out on pages 18 to 22 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 (excluding treasury shares, if any) 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 18 to 22 of this circular
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
"Company"	Goldpac Group Limited 金邦達寶嘉控股有限公司, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
"Controlling Shareholder(s)"	has the same meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China

"Issue Mandate"	a general mandate proposed to be granted to the Board to allot, issue or deal with additional Shares (including any sale or transfer of treasury shares (if any)) of not exceeding 20% of the number of Shares in issue (excluding treasury shares, if any) 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 18 to 22 of this circular
"Latest Practicable Date"	21 April 2026, 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
"Nomination Committee"	the nomination committee of the Company
"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) as amended from time to time
"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
"treasury shares"	has the same meaning ascribed to it under the Listing Rules

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)*
LU Wai Lim
LI Yingjie
YOU Xueqin

Independent non-executive Directors:
JIANG Li
LAI Tung Kwok
TANG Guolin

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

24 April 2026

To the Shareholders

Dear Sir/Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting.

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; (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 2025 dated 19 March 2026, the Board recommended the payment of a final dividend of HK4.0 cents (equivalent to approximately RMB3.5 cents) per Share (2024: HK5.5 cents equivalent to approximately RMB5.1 cents) and a special dividend of HK1.0 cent (equivalent to approximately RMB0.9 cent) per Share (no special dividend in 2024) for the year ended 31 December 2025 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 Wednesday, 17 June 2026 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, 3 June 2026 (i.e. the record date).

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, 1 June 2026 to Wednesday, 3 June 2026, 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, 29 May 2026.

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Articles 110 and 111 of the Articles of Association, Mr. LU Wai Lim, Mr. LI Yingjie and Mr. JIANG Li shall retire by rotation at the Annual General Meeting. Mr. LU Wai Lim, Mr. LI Yingjie and Mr. JIANG Li, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has assessed and reviewed the re-election of Mr. LU Wai Lim and Mr. LI Yingjie as executive Directors and Mr. JIANG Li as independent non-executive Director. After considering the nomination principles and criteria set out in the Company's Board Diversity Policy, Director Nomination Policy and corporate strategy, the Nomination Committee made recommendations to the Board on the re-election of Mr. LU Wai Lim and Mr. LI Yingjie as executive Directors and Mr. JIANG Li as independent non-executive Director. 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.

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.

The Board is of the view that the independent non-executive Director is independent and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

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

4. RE-APPOINTMENT OF AUDITOR FOR THE YEAR 2026

An ordinary resolution will be proposed at the Annual General Meeting to approve the re-appointment of PricewaterhouseCoopers as the auditor of the Company for the year 2026 and to hold office until the conclusion of the next annual general meeting of the Company. After considering the prevailing market rates, the Group's business scale, financial position, and the complexity of the audit work, and following thorough discussions with PricewaterhouseCoopers, the Board proposes that the fees for the audit of the 2026 financial statements and related audit services will be ranged from RMB1,250,000 to RMB1,450,000.

5. GRANT OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 22 May 2025, 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 (including any sale or transfer of treasury shares (if any)) of not exceeding 20% of the number of Shares in issue (excluding treasury shares, if any) 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 18 to 22 of this circular (i.e. a total of 161,160,400 Shares based on 805,802,000 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.

6. GRANT OF GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 22 May 2025, 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 (excluding treasury shares, if any) 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 18 to 22 of this circular (i.e. a total of 80,580,200 Shares based on 805,802,000 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.

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.

7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 18 to 22 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, 14 May 2026 to Tuesday, 19 May 2026, both days inclusive, during which period no transfer of shares will be registered. The record date for determining the eligibility of shareholders to attend and vote at the Annual General Meeting is Tuesday, 19 May 2026. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of Shares 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 Wednesday, 13 May 2026.

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, 16 May 2026 (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.

8. 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.

9. RECOMMENDATION

The Board considers that the declaration of final dividend and special dividend, the re-election of retiring Directors, the re-appointment of auditor, 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, Executive Director and
Chief Executive Officer

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

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 39, joined the Company as non-executive Director in May 2017. He was designated as an executive Director with effect from March 2019 and was appointed as the deputy chief executive officer of the Group in May 2025. Mr. LU has 9 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 seven 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, a director of Zhirong Financial Services Technology (Zhuhai) Co., Ltd. since 2021, a director of Goldpac Fintech Hong Kong Limited from July 2022 to February 2026, a director of SecureTech Holdings Limited since July 2022, a director of Goldpac Fintech Private Limited since November 2022 and a director of Goldpac Datacard Solutions Company Limited since May 2025.

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 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, the chief executive officer and a Controlling Shareholder of the Company. He is also the nephew of Mr. LU Runyi, who is a former executive director of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. LU (i) did not have any other relationship with any Director, senior management or substantial or Controlling Shareholder of the Company; (ii) did not hold any other position with the Company or other members of the Group; (iii) did not hold any directorships in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iv) did not hold 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 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 re-election at least once every three years in accordance with the Articles of Association. Mr. LU is entitled to a basic salary of HK$1,461,780 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.

Mr. LI Yingjie（利應杰）, aged 43, is an executive Director. He joined the Group in 2014 and has been the chief financial officer of the Group since May 2019. He is primarily responsible for the management of the accounting and finance departments of the Group. Mr. LI has more than 20 years of experience in accounting and auditing fields. He was the director of the internal audit department of the Group from September 2014 to April 2019.

Prior to joining the Group, Mr. LI was a manager of the internal audit department of Galaxy Entertainment Group Limited (a company listed on the Stock Exchange, Stock Code: 0027) from 2010 to 2014. He was a senior auditor with Deloitte Touche Tohmatsu from 2005 to 2010.

Mr. LI obtained his bachelor's of arts degree from Sun Yat-sen University in 2005. He is a fellow member of the Association of Chartered Certified Accountants.

As at the Latest Practicable Date, Mr. LI held 8,000 Shares within the meaning of Part XV of the SFO, representing approximately 0.001% of the total number of Shares in issue.

Save as disclosed above, as at the Latest Practicable Date, Mr. LI (i) did not hold any other position with the Company or other members of the Group; (ii) did not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years; (iii) did not have any other major appointments and professional qualifications; (iv) did not have any relationship with any Director, senior management or substantial or Controlling Shareholder of the Company; 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. LI entered into a director services agreement with the Company for a term of three years commencing from 22 May 2025 and expiring at the conclusion of the annual general meeting of the Company to be convened in 2028, but the service contract could be automatically extended for three years, which may be terminated in accordance with the terms of his service contract or by not less than three calendar months' notice in writing served by either party on the other. Mr. LI's appointment is subject to retirement and re-election at least once every three years in accordance with the Articles of Association. Mr. LI is entitled to a basic salary HK$551,575 per annum for his roles and functions in the Group as a member of senior management, which is determined with reference to his responsibilities, experience, performance and the prevailing market conditions. Save as any discretionary bonus to be determined by the Board, Mr. LI will not receive any remuneration as an executive director of the Company. A discretionary bonus, if any, will be recommended by the remuneration committee of the Company with reference to director's fee and discretionary bonus paid by comparable companies, his time commitment and responsibilities and the performance of the Company, and determined by the Board based on the remuneration and compensation packages of the directors and senior management of the Company, provided that the aggregate amount of the bonuses payable to all Directors 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. LI that is required to be disclosed in accordance with Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. JIANG Li(蔣勵), aged 62, joined the Company as an independent non-executive Director in May 2024. Mr. JIANG 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 has been appointed as an independent non-executive director of Ruichang International Holdings Limited (a company listed on the Stock Exchange, Stock Code: 1334) since May 2025.

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.

Save as disclosed above, as at the Latest Practicable Date, Mr. JIANG (i) did not have any relationship with any Director, senior management or substantial or Controlling Shareholder of the Company; (ii) did not hold any other position with the Company or other member of the Group; (iii) did not hold any directorships in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or oversea; (iv) did not hold any other major appointments and professional qualifications; and (v) 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.

Mr. JIANG signed a letter of appointment with the Company for a term of three years commencing from 21 May 2024, which could be terminated in accordance with the terms of his letter of appointment or 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 is entitled to a director's fee in the sum of HK$198,000 per annum, which is determined with reference to his responsibilities, experience, performance and the prevailing market conditions.

Save as disclosed above, there is no other information relating to Mr. 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 805,802,000 Shares and the Company did not have any treasury 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 80,580,200 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares, if any) 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.

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have general authority from the Shareholders to enable the Company to execute buy-back of the Shares in the market. If the Company purchases any Shares pursuant to the Buy-back Mandate, the Company will cancel the Shares repurchased, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

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. STATUS OF SHARES BOUGHT BACK

The Listing Rules provide that the shares repurchased by a company shall be held as treasury shares or cancelled. The listing of all shares which are held as treasury shares shall be retained. The company shall ensure that treasury shares are appropriately identified and segregated. The listing of all shares bought back but not held as treasury shares shall be automatically cancelled and the certificates for these shares must be cancelled and destroyed.

Shareholders' rights attached to any Shares held in treasury by the Company will be suspended under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (as amended) once the Shares are repurchased by the Company, irrespective of whether they are held in the name of the Company or its nominee.

5. 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 2025) 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.

6. 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:

Month	Highest	Lowest
	HK$	*HK$*
2025		
April	0.990	0.810
May	0.970	0.870
June	0.910	0.800
July	0.960	0.880
August	1.410	0.880
September	1.300	0.980
October	1.040	0.890
November	1.000	0.820
December	0.910	0.810
2026		
January	0.870	0.810
February	0.890	0.780
March	0.890	0.770
April (up to the Latest Practicable Date)	0.820	0.760

7. 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.

8. 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 (being the chairman of the Board, an executive Director, the chief executive officer and a Controlling Shareholder 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 Run Ting can influence how the trustee exercises his discretion), were interested in 303,499,422 Shares representing approximately 37.66% 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 41.85% 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.

9. BUY-BACK OF SHARES MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not bought back any Shares (whether on the Stock Exchange or otherwise).

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, 19 May 2026 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 2025.

2. (i) To declare a final dividend of HK4.0 cents (equivalent to approximately RMB3.5 cents) per ordinary share of the Company for the year ended 31 December 2025.

   (ii) To declare a special dividend of HK1.0 cent (equivalent to approximately RMB0.9 cent) per ordinary share of the Company for the year ended 31 December 2025.

3. (i) To re-elect Mr. LU Wai Lim as an executive Director.

   (ii) To re-elect Mr. LI Yingjie as an executive Director.

   (iii) To re-elect Mr. JIANG Li as an independent non-executive Director.

4. To authorize the board of Directors (the "**Board**") to fix the respective remuneration of the Directors.

5. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the Board 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 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 (including any sale or transfer of treasury shares (if any));

(b) the mandate in paragraph (a) above shall authorize the Board 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 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 (excluding treasury shares, if any) 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.

"**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 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 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 (excluding treasury shares, if any) as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph (a) above as a percentage of the number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(c) for the purposes of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in a general meeting."

8. "**THAT** conditional upon the passing of the resolutions set out in items 6 and 7 of the notice convening this meeting (the "**Notice**"), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Board 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 (excluding treasury shares, if any) as at the date of passing of this resolution."

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

Hong Kong, 24 April 2026

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, 16 May 2026 (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, 14 May 2026 to Tuesday, 19 May 2026 (i.e. the record date), 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 Wednesday, 13 May 2026.

(5) For determining the entitlement to the final dividend and the 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, 1 June 2026 to Wednesday, 3 June 2026 (i.e. the record date), 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, 29 May 2026.

As at the date of this notice, the executive Directors of the Company are Mr. LU Run Ting, Mr. LU Wai Lim, Mr. LI Yingjie and Ms. YOU Xueqin; and the independent non-executive Directors of the Company are Mr. JIANG Li, Mr. LAI Tung Kwok and Mr. TANG Guolin.