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If you have sold or transferred all your shares in **Gold Peak Industries (Holdings) Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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金山工業(集團)有限公司
Gold Peak Industries (Holdings) Limited

(Incorporated in Hong Kong under the Companies Ordinance)

(Stock Code: 40)



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

A notice convening the annual general meeting of Gold Peak Industries (Holdings) Limited to be held at Silverbox Ballrooms 1–3, 1/F, Hotel ICON, 17 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 10:30 a.m. on Tuesday, 10 September 2019 is set out on pages 15 to 19 of this circular. Whether or not you are able to attend the meeting, please complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the annual general meeting or any adjournment thereof if you so wish.

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held on Tuesday, 10 September 2019, the notice of which is set out on pages 15 to 19 of this circular, or any adjournment thereof
“Board”	the board of Directors or a duly authorised committee thereof
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Gold Peak Industries (Holdings) Limited, a company incorporated in Hong Kong under the Companies Ordinance and the Shares of which are listed on the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company for the time being
“Group”	the Company and its subsidiaries and “member of the Group” shall be construed accordingly
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 July 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	shareholder(s) of the Company

DEFINITIONS

“Share(s)”	share(s) of the Company or any shares into which the same may be converted or for which the same may be exchanged
“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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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金山工業(集團)有限公司
Gold Peak Industries (Holdings) Limited

(Incorporated in Hong Kong under the Companies Ordinance)

(Stock Code: 40)



Board of Directors

Executive Directors:

Victor LO Chung Wing, *Chairman & Chief Executive*
Richard KU Yuk Hing
Brian LI Yiu Cheung
Michael LAM Hin Lap
Brian WONG Tze Hang

Registered Office:

9/F, Building 12W
12 Science Park West Avenue
Hong Kong Science Park
New Territories
Hong Kong

Non-Executive Directors:

LEUNG Pak Chuen, *Non-Executive Vice Chairman*
LUI Ming Wah *
Frank CHAN Chi Chung *
CHAN Kei Bui *
Timothy TONG Wai Cheung *
Karen NG Ka Fai

* Independent Non-Executive Directors

26 July 2019

To the Shareholders

Dear Sir or Madam,

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

1. GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to exercise all the powers of the Company to repurchase Shares subject to the criteria set out in this circular. In particular, Shareholders should note that the maximum number of Shares which may be repurchased pursuant to the general mandate will be 10 per cent. of the total number of Shares in issue

LETTER FROM THE BOARD

as at the date of passing the resolution. As at the Latest Practicable Date, the issued share capital of the Company comprised 784,692,952 Shares. Subject to the passing of the proposed resolution for the grant of the repurchase mandate at the Annual General Meeting and on the basis that no further Shares were issued or repurchased between the Latest Practicable Date and the Annual General Meeting, the Company would be allowed to repurchase a maximum of 78,469,295 Shares. Shareholders should note that the authority relates only to purchases made on the Stock Exchange and otherwise in accordance with the Listing Rules. An explanatory statement as required under the Listing Rules to provide the requisite information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the proposed resolution of the grant of the repurchase mandate at the Annual General Meeting is set out below.

2. REASONS FOR REPURCHASE OF SHARES

Trading conditions on the Stock Exchange have sometimes become volatile in recent years. Whilst it is not possible to anticipate in advance those circumstances in which the Directors might think it is appropriate to repurchase Shares, Shares would only be repurchased in circumstances where the Directors consider that the purchase would be in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share.

3. SOURCE OF FUNDS

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its articles of association and the Companies Ordinance. The Companies Ordinance provides that the amount of capital repaid in connection with a repurchase of Shares may only be paid from the distributable profits of the Company or from the proceeds of a new issue of Shares made for the purpose of the repurchases. The Shares repurchased will be treated as cancelled.

There might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited consolidated accounts contained in the annual report of the Company for the year ended 31 March 2019) in the event that the proposed repurchase mandate is to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the repurchase mandate to such an extent as would give rise to a material adverse effect on the working capital requirements or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

LETTER FROM THE BOARD

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates has any present intention, in the event that the proposal is approved by the Shareholders, to sell Shares to the Company.

No core connected person of the Company has notified the Company that he/she/it has any present intention to sell any Shares to the Company nor has he/she/it undertaken not to sell any Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed resolution and in accordance with the articles of association of the Company, the Listing Rules and all applicable laws of Hong Kong.

6. EFFECT OF TAKEOVERS CODE

If as a result of repurchases of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company is increased, such an increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. As at the Latest Practicable Date, Mr. Victor LO Chung Wing and parties acting in concert with him together held approximately 48.6 per cent. of the Shares in issue and will together hold approximately 54.0 per cent. of the Shares in issue upon exercise in full of the repurchase mandate, if so approved at the Annual General Meeting. In the absence of any special circumstances, such increase may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but it would not result in the number of Shares in the hands of the public falling below the prescribed minimum percentage as required by Rule 8.08 of the Listing Rules. The Company shall comply with the Listing Rules and/or the Takeovers Code should the repurchase mandate be exercised to such an extent that will result in a mandatory offer being triggered under the Takeovers Code. Save as aforesaid and as at the Latest Practicable Date, the Directors are not aware of any consequence which the exercise in full of the repurchase mandate, if so approved at the Annual General Meeting, would arise under the Takeovers Code.

LETTER FROM THE BOARD

7. SHARE PRICES

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

Month	Price of Shares	
	Highest HK\$	Lowest HK\$
2018		
July	0.90	0.81
August	0.87	0.81
September	0.84	0.75
October	0.78	0.72
November	0.85	0.72
December	0.83	0.75
2019		
January	0.83	0.76
February	0.83	0.77
March	0.81	0.76
April	0.80	0.73
May	0.80	0.74
June	0.81	0.77
July (up to and including the Latest Practicable Date)	0.85	0.78

8. SHARE REPURCHASE MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, neither the Company nor any of its subsidiaries repurchased any Shares whether on the Stock Exchange or otherwise.

9. GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting a resolution will be proposed that the Directors be given a general and unconditional mandate to issue new Shares. This mandate will relate to such number of Shares representing 20 per cent. of the total number of Shares in issue on the date on which the resolution is passed and the total number of Shares purchased under the authority to repurchase Shares referred to above. As at the Latest Practicable Date, the issued share capital of the Company comprised 784,692,952 Shares. Subject to the passing of the proposed resolution for the grant of the general mandate to issue Shares at the Annual General Meeting and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the Annual General Meeting, the

LETTER FROM THE BOARD

Company would be allowed to issue a maximum of 156,938,590 Shares. The Directors have no present intention to issue any new Shares pursuant to the mandate to issue new Shares proposed to be granted to them at the Annual General Meeting.

10. RE-ELECTION OF DIRECTORS

Pursuant to article 112 of the articles of association of the Company, Messrs. Victor Lo Chung Wing, LEUNG Pak Chuen and CHAN Kei Biu are due to retire at the Annual General Meeting and they, being eligible, offer themselves for re-election at the Annual General Meeting. Pursuant to article 95 of the articles of association of the Company, Messrs. Michael LAM Hin Lap, Brian WONG Tze Hang and Timothy TONG Wai Cheung who were appointed to the Board on 1 April 2019, shall hold office until the Annual General Meeting and shall then be eligible for re-election at the Annual General Meeting.

The Company, having reviewed the composition of the Board, considered Messrs. CHAN Kei Biu and Timothy TONG Wai Cheung suitable for re-election in line with the approach as set out in the nomination policy and the board diversity policy of the Company. Prof CHAN has substantial board experience and good understandings of the Group's operations and Prof TONG has extensive knowledge in mechanical engineering and management experience. They have contributed significantly to helping the Company achieve high standard of corporate governance and have contributed to the diversity of the Board by bringing their professional experience and independent opinions to the Company.

Both Prof CHAN and Prof TONG were not involved in the day-to-day management of the Company, did not have any family ties with other Directors or senior management of the Company and the Company is not aware of any circumstance which would interfere with the exercise of their professional judgment. Based on the above, the Board believes that each of Prof CHAN and Prof TONG has the character, integrity and experience to fulfill the role of an independent non-executive Director and, if re-elected, will continue to make significant contribution to the Company.

The particulars of the Directors proposed to be re-elected at the Annual General Meeting are as follows:

Victor LO Chung Wing *GBM, GBS, OBE, JP*, aged 69, joined Gold Peak Group in 1972 and has been appointed the Chairman and Chief Executive since 1990. He is also the Chairman and Chief Executive Officer of GP Industries Limited and GP Batteries International Limited. GP Industries Limited is a company listed on the Singapore Exchange Securities Trading Limited and is owned as to 85.5% by the Company as at the Latest Practicable Date. GP Batteries International Limited was a company listed on the Singapore Exchange Securities Trading Limited since 1991 and was delisted from the Singapore Exchange Securities Trading Limited on 27 December 2017. Save as disclosed herein, Mr. LO did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date. Mr. LO is a member of the board of directors of Hong Kong Design Centre. He is the chairman of M Plus Museum Limited under the

LETTER FROM THE BOARD

West Kowloon Cultural District Authority in Hong Kong. In addition, he is a director of PMQ Management Company Limited. He is also the court chairman of The Hong Kong Polytechnic University (“PolyU”) and the chairman of board of directors of Hotel ICON Limited, which is the teaching and research hotel under PolyU. Mr. LO graduated from Institute of Design of Illinois Institute of Technology, US with a Bachelor of Science degree in Product Design. He also holds an Honorary Doctorate in Design from PolyU. He is the father of Ms. Grace Lo Kit Yee, the Deputy Group General Manager of the Company.

As at the Latest Practicable Date, Mr. LO had a personal interest of 172,485,888 Shares. Save as disclosed herein, Mr. LO did not have any interest in the Shares within the meaning of Part XV of the SFO and does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

Mr. LO has entered into a service contract with the Company pursuant to which he is appointed as an Executive Director with no fixed term. He is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the provisions of the articles of association of the Company. The director’s emoluments of Mr. LO as an Executive Director will be subject to review by the Board from time to time pursuant to the power given to it under the articles of association of the Company with reference to his duties and responsibilities in the Company. For the year ended 31 March 2019, Mr. LO received director’s emoluments of HK\$10,901,000.

LEUNG Pak Chuen aged 69, joined Gold Peak Group in 1981. He was an Executive Director from 1990, and following his retirement from the post of Deputy Chief Executive, he has been re-designated as a Non-Executive Director, as well as Non-Executive Vice Chairman of the Company and Senior Adviser to Chief Executive since 1 January 2019. He has also been re-designated as the Non-Executive Director as well as Non-Executive Vice Chairman of GP Industries Limited, a company listed on the Singapore Exchange Securities Trading Limited and is owned as to 85.5% by the Company as at the Latest Practicable Date. Save as disclosed herein, Mr. LEUNG did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date. Mr. LEUNG has been in the electronics manufacturing industry for 45 years and has played an important role in setting up the Group’s major joint ventures in China in mid 1980s. He is a member of The Chartered Institute of Marketing, UK and The International Institute of Management. He graduated from Chu Hai College, Hong Kong with a Bachelor’s degree in Business Administration.

As at the Latest Practicable Date, Mr. LEUNG had a personal interest of 4,575,114 Shares. Save as disclosed herein, Mr. LEUNG did not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. LEUNG does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

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The Company has entered into a letter of appointment with Mr. LEUNG pursuant to which he is appointed as a Non-Executive Director for a specific term of 3 years commencing from 1 January 2019, subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association of the Company. Pursuant to the terms of the letter of appointment, Mr. LEUNG will be entitled to an annual director's fee which will be determined by the Remuneration Committee of the Company with reference to his duties and responsibilities in the Company at the end of each financial year and payable in one lump sum in arrears. For the year ended 31 March 2019, Mr. LEUNG received director's emoluments of HK\$5,711,000.

CHAN Kei Biu *PhD*, aged 72, has been appointed an Independent Non-Executive Director since 2005. Save as disclosed herein, Prof CHAN did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date. Prof CHAN is the honorary chairman of both The Hong Kong Electronic Industries Association and the Hong Kong Green Manufacturing Alliance, a member of both the Executive Committee of the Industry & Technology of the Hong Kong General Chamber of Commerce and the Hong Kong Electronics Industry Council of the Federation of Hong Kong Industries. Prof CHAN is also an honorary president of both the Hong Kong Association for the Advancement of Science and Technology and the Hong Kong Mould and Product Technology Association. In addition, he is the professional advisor and committee member of the Hong Kong Federation of Innovative Technologies and Manufacturing Industries. He is currently the chairman and senior managing director of Surface Mount Technology Limited.

As at the Latest Practicable Date, Prof CHAN did not have any interest in the Shares within the meaning of Part XV of the SFO. Prof CHAN does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

Prof CHAN has entered into a service contract with the Company pursuant to which he is appointed as an Independent Non-Executive Director for a specific term of 3 years commencing from 1 April 2018, subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the provisions of the articles of association of the Company. The director's emoluments of Prof CHAN as an Independent Non-Executive Director will be subject to review by the Board from time to time pursuant to the power given to it under the articles of association of the Company with reference to the amount of director's emoluments paid in the past. For the year ended 31 March 2019, Prof CHAN received director's emoluments of HK\$230,000.

Prof CHAN was appointed as Independent Non-Executive Director for more than nine years since July 2005. It is stipulated under Code A.4.3 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules that having served the Company for more than nine years could be relevant to the determination of an independent non-executive director's independence and if an independent non-executive director has served more than nine years, their further appointment should be subject to a separate resolution to be approved by shareholders.

LETTER FROM THE BOARD

The Company has received from Prof CHAN a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. He has not engaged in any executive management of the Group. Taking into consideration of the independent nature of his duty with the Company during the past years, the Directors consider Prof CHAN to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years. Accordingly, Prof CHAN shall be subject to retirement by rotation and re-election by way of a separate resolution to be approved by the Shareholders at the Annual General Meeting.

Michael LAM Hin Lap aged 58, joined Gold Peak Group in 2014 and has been appointed an Executive Director since April 2019. Mr. LAM is currently the Group General Manager of the Company. He is an Executive Director, Group General Manager, Business Development as well as Assistant to Chairman of GP Industries Limited. He is also a Director of GP Batteries International Limited. GP Industries Limited is a company listed on the Singapore Exchange Securities Trading Limited and is owned as to 85.5% by the Company as at the Latest Practicable Date. GP Batteries International Limited was a company listed on the Singapore Exchange Securities Trading Limited since 1991 and was delisted from the Singapore Exchange Securities Trading Limited on 27 December 2017. Save as disclosed herein, Mr. LAM did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date. He first joined Gold Peak Group in 2001, and was transferred to a global energy management group following the disposal of the Group's electrical business in 2007. He has been in senior management positions for over 15 years. He holds a Bachelor's degree in Electrical Engineering from The University of New South Wales, Australia.

As at the Latest Practicable Date, Mr. LAM did not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. LAM does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

The Company has entered into a service contract with Mr. LAM with no fixed term commencing from 1 April 2019, pursuant to which Mr. LAM is entitled to an annual director's fee of HK\$10,000, a fixed salary of HK\$3,100,500 per annum, discretionary bonuses and other employee benefits, which were determined by the Remuneration Committee of the Company with reference to his duties and responsibilities in the Company.

Brian WONG Tze Hang aged 56, joined Gold Peak Group in 1993 and has been appointed an Executive Director since April 2019. Mr. WONG is currently Chief Financial Officer of the Company. He is also a Director of GP Batteries International Limited. GP Batteries International Limited was a company listed on the Singapore Exchange Securities Trading Limited since 1991 and was delisted from the Singapore Exchange Securities Trading Limited on 27 December 2017. Save as disclosed herein, Mr. WONG did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date. Mr. WONG has over 30 years' experience in the accounting field and is a fellow of both the Hong Kong Institute of Certified Public Accountants and the

LETTER FROM THE BOARD

Association of Chartered Certified Accountants of the UK. He holds a Bachelor of Laws degree from the University of London, UK.

As at the Latest Practicable Date, Mr. WONG did not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. WONG does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

The Company has entered into a service contract with Mr. WONG with no fixed term commencing from 1 April 2019, pursuant to which Mr. WONG is entitled to an annual director's fee of HK\$10,000, a fixed salary of HK\$2,975,000 per annum, discretionary bonuses and other employee benefits, which were determined by the Remuneration Committee of the Company with reference to his duties and responsibilities in the Company.

Timothy TONG Wai Cheung, *PhD, FASME, FHKEng, JP*, aged 66, has been appointed an Independent Non-Executive Director since April 2019. Save as disclosed herein, Prof TONG did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date. Prof TONG has over 30 years of teaching experience in universities in the US. Prior to taking the office as president of The Hong Kong Polytechnic University from 2009 to 2018, he was dean of the School of Engineering and Applied Science at The George Washington University, US. Being an expert in the field of heat transfer, Prof TONG has published over 80 technical articles. He is a fellow of the American Society of Mechanical Engineers, the Hong Kong Academy of Engineering Sciences and the International Thermal Conductivity Conference. Prof TONG is actively engaged in public service in Hong Kong. He is currently chairman of the Citizens Advisory Committee on Community Relations, ICAC. He is a member of the 12th and 13th Chinese People's Political Consultative Conference, Committee of 100, Board of Counselors of the International Institute of Management, as well as an advisor and think tank member of Dashun Policy Research Centre. Prof TONG holds a Bachelor of Science degree in Mechanical Engineering from Oregon State University, US, and holds a Master's and a Doctoral degree in the same discipline from the University of California, Berkeley, US.

As at the Latest Practicable Date, Prof TONG did not have any interest in the Shares within the meaning of Part XV of the SFO. Prof TONG does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

The Company has entered into a letter of appointment with Prof TONG for a term of 3 years commencing from 1 April 2019, pursuant to which Prof TONG is entitled to a director's fee which will be determined by the Remuneration Committee of the Company with reference to his duties and responsibilities in the Company.

LETTER FROM THE BOARD

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Messrs. Victor LO Chung Wing, LEUNG Pak Chuen, CHAN Kei Biu, Michael LAM Hin Lap, Brian WONG Tze Hang and Timothy TONG Wai Cheung as Directors at the Annual General Meeting.

11. 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 Group. 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.

12. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Silverbox Ballrooms 1–3, 1/F, Hotel ICON, 17 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 10:30 a.m. on Tuesday, 10 September 2019 is set out on pages 15 to 19 of this circular. At the Annual General Meeting, ordinary resolutions will be proposed, *inter alia*, to approve the general mandates to repurchase Shares and to issue Shares and to re-elect Directors. The vote of the Shareholders at the Annual General Meeting will be taken by poll in accordance with Rule 13.39(4) of the Listing Rules and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

The Register of Shareholders of the Company will be closed from Thursday, 5 September 2019 to Tuesday, 10 September 2019, both days inclusive, during which period no transfer will be effected. In order to be eligible to attend and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Registrars, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 4 September 2019.

A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the registered office of the Company as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

No Shareholder is required to abstain from voting at the Annual General Meeting pursuant to the Listing Rules and/or the articles of association of the Company.

LETTER FROM THE BOARD

13. RECOMMENDATION

The Directors believe that the proposals involving general mandates to repurchase Shares and to issue Shares and the re-election of Directors as described in this circular are in the best interests of the Company and the Shareholders as a whole and recommend you to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of
Gold Peak Industries (Holdings) Limited
Victor LO Chung Wing
Chairman & Chief Executive

NOTICE OF ANNUAL GENERAL MEETING

金山工業(集團)有限公司

Gold Peak Industries (Holdings) Limited

(Incorporated in Hong Kong under the Companies Ordinance)

(Stock Code: 40)



NOTICE IS HEREBY GIVEN that the Annual General Meeting of Gold Peak Industries (Holdings) Limited (the “Company”) will be held at Silverbox Ballrooms 1–3, 1/F, Hotel ICON, 17 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 10:30 a.m. on Tuesday, 10 September 2019 for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the Statement of Accounts and the Reports of the Directors and the Auditor for the year ended 31 March 2019.
2. To approve the payment of a final dividend for the year ended 31 March 2019.
3. To re-elect Directors and to authorise the Directors to fix Directors’ fees.
 - (i) to re-elect Mr. Victor LO Chung Wing as an executive director of the Company;
 - (ii) to re-elect Mr. LEUNG Pak Chuen as a non-executive director of the Company;
 - (iii) to re-elect Mr. CHAN Kei Bui (who has served as an independent non-executive director for more than 9 years) as an independent non-executive director of the Company;
 - (iv) to re-elect Mr. Michael LAM Hin Lap as an executive director of the Company;
 - (v) to re-elect Mr. Brian WONG Tze Hang as an executive director of the Company;
 - (vi) to re-elect Mr. Timothy TONG Wai Cheung as an independent non-executive director of the Company; and
 - (vii) to authorise the Directors to fix the Directors’ fees.
4. To re-appoint Auditor for the ensuing year and to authorise the Directors to fix Auditor’s remuneration.

NOTICE OF ANNUAL GENERAL MEETING

To consider and, if thought fit, pass with or without amendments, the following resolutions which will be proposed as ordinary resolutions of the Company:

5. **“THAT:**

- (i) subject to paragraph (ii) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to issue and allot additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period be and is hereby generally and unconditionally approved;
- (ii) the total number of shares of the Company 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 (i) of this Resolution, otherwise than pursuant to (a) a Rights Issue (as defined below), (b) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company, (c) the exercise of any options granted under any option scheme or similar arrangement adopted by the Company from time to time, or (d) an issue of shares as scrip dividends pursuant to the articles of association of the Company from time to time, shall not exceed 20 per cent. of the total number of shares of the Company in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (iii) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (c) the date upon which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to overseas

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shareholders or fractional entitlements and further subject to any restrictions or obligations under the law of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

6. **“THAT:**

- (i) subject to paragraph (iii) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase shares of the Company be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this Resolution shall authorise the Directors to purchase shares of the Company at such price and terms as the Directors may at their absolute discretion determine;
- (iii) the total number of shares of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Directors pursuant to the approval in paragraph (i) of this Resolution shall not exceed 10 per cent. of the total number of shares of the Company in issue as at the date of passing this Resolution and the authority pursuant to paragraph (i) shall be limited accordingly; and
- (iv) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (c) the date upon which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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7. “**THAT** conditional upon the passing of the Ordinary Resolutions 5 and 6 above, the number of shares of the Company which shall have been repurchased by the Company pursuant to and in accordance with the said Ordinary Resolution 6 above, shall be added to the total number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the exercise of the general mandate approved in Ordinary Resolution 5 above.”

By Order of the Board
Louis WONG Man Kon
Company Secretary

26 July 2019

Registered Office:
9/F, Building 12W
12 Science Park West Avenue
Hong Kong Science Park
New Territories
Hong Kong

Notes:

1. A form of proxy for use at the meeting is enclosed.
2. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
3. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
4. The form of proxy and the power of attorney, if any, under which it is signed or a notarially certified copy of such power of attorney must be deposited at the registered office of the Company at 9/F, Building 12W, 12 Science Park West Avenue, Hong Kong Science Park, New Territories, Hong Kong as soon as possible and in any event, not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting (as the case may be) and in default, the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the meeting or any adjourned meeting should they so wish.
5. The register of members of the Company will be closed from Thursday, 5 September 2019 to Tuesday, 10 September 2019, both days inclusive, for the purpose of ascertaining Shareholders' entitlement to attend and vote at the meeting. In order to be eligible to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Tricor Abacus Limited at Level 54 Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 4 September 2019.

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6. As at the date of this notice, the Board consists of Messrs. Victor LO Chung Wing (Chairman & Chief Executive), Richard KU Yuk Hing, Brian LI Yiu Cheung, Michael LAM Hin Lap and Brian WONG Tze Hang as Executive Directors, Messrs. LUI Ming Wah, Frank CHAN Chi Chung, CHAN Kei Bui and Timothy TONG Wai Cheung as Independent Non-Executive Directors, Mr. LEUNG Pak Chuen (Non-Executive Vice Chairman) and Ms. Karen NG Ka Fai as Non-Executive Directors.