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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)



## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “EGM”) of Gold Peak Industries (Holdings) Limited (the “Company”) will be held at Tang Room I, 3/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong at 10:30 a.m. on Monday, 22 February 2010 for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

### ORDINARY RESOLUTIONS

(1) “**THAT:**–

- (a) the offer, by way of a rights issue (the “**Rights Issue**”), of new shares of HK\$0.5 each in the capital of the Company (the “**Rights Shares**”), on the basis of 3 Rights Shares for every 7 shares of HK\$0.50 each in the capital of the Company (the “**Shares**”) held, to holders of the Shares (the “**Shareholders**”) whose names appear on the register of members of the Company on Monday, 22 February 2010 (the “**Record Date**”) (the “**Qualifying Shareholders**”), other than those Shareholders with registered addresses outside the Hong Kong Special Administrative Region of the People’s Republic of China (“**Hong Kong**”) and whom the directors of the Company (the “**Directors**”), after making relevant enquiries, consider their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant jurisdiction or any requirements of the relevant regulatory body or stock exchange in that jurisdiction (the “**Excluded Shareholders**”), substantially pursuant to and in accordance with the terms and conditions of the Rights Issue set out in the circular dated 1 February 2010 (the “**Circular**”) despatched by the Company to the Shareholders (a copy of which has been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification) be and is hereby generally and



unconditionally approved and in accordance with the requirements of Section 57B of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), the Directors be and are hereby authorised to exercise the power of the Company to allot and issue any and all of the Rights Shares under the Rights Issue substantially on the terms and conditions of the Rights Issue as set out in the Circular notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to Excluded Shareholders (as shall be determined at the discretion of the Directors on the basis as aforesaid) as the Directors may deem necessary or expedient;

- (b) the Directors be and are hereby authorised to issue the Rights Shares to the Qualifying Shareholders pursuant to or in connection with the Rights Issue, and to do all such acts and execute all such documents with or without amendments as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the Rights Issue.”

(2) **“THAT:**

- (a) the authorised share capital of the Company be increased from HK\$400,000,000 divided into 800,000,000 shares of HK\$0.50 each to HK\$600,000,000 by the creation of an additional 400,000,000 shares of HK\$0.50 each (the **“Proposed Increase in Authorised Share Capital”**); and
- (b) the Directors be and are hereby authorised to increase the authorised share capital of the Company, and to do all such acts and execute all such documents with or without amendments as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the Proposed Increase in Authorised Share Capital.”

By order of the Board  
**WONG Man Kit**  
*Company Secretary*

Hong Kong, 1 February 2010

*Registered Office:*  
8th Floor  
Gold Peak Building  
30 Kwai Wing Road  
Kwai Chung  
New Territories  
Hong Kong

[www.goldpeak.com](http://www.goldpeak.com)

*Notes:*

1. A form of proxy for use at the EGM is enclosed with the circular of the Company dated 1 February 2010 despatched to the Shareholders.
2. Any member entitled to attend and vote at the EGM 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 EGM, 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 EGM 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 8th Floor, Gold Peak Building, 30 Kwai Wing Road, Kwai Chung, New Territories, Hong Kong not later than 48 hours before the time appointed for the holding of the EGM 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 EGM or at any adjourned meeting should they so wish.
5. The Register of Members of the Company will be closed from Friday, 19 February 2010 to Monday, 22 February 2010 (both dates inclusive), during which period no transfer of Shares will be registered for the purpose of determining the entitlements under the Rights Issue and the eligibility of voting at the EGM. In order to be entitled to vote or to qualify for the Rights Issue, all transfers of the Shares must be lodged (together with the relevant share certificate(s)) with the Company's Registrar, Tricor Abacus Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, by 4:30 p.m. (Hong Kong time) on Thursday, 18 February 2010.
6. As at the date of this notice, the board of Directors consists of Mr. Victor LO Chung Wing (Chairman & Chief Executive), Mr. Andrew NG Sung On (Vice Chairman), Mr. Kevin LO Chung Ping, Mr. Paul LO Chung Wai, Mr. LEUNG Pak Chuen, Mr. Richard KU Yuk Hing and Mr. Andrew CHUANG Siu Leung as Executive Directors, Mr. CHAU Kwok Wai, Mr. Raymond WONG Wai Kan and Mr. Vincent CHEUNG Ting Kau as Non-Executive Directors and Mr. LUI Ming Wah, Mr. Frank CHAN Chi Chung and Mr. CHAN Kei Biu as Independent Non-Executive Directors.