

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 a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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,
REFRESHMENT OF THE SCHEME MANDATE LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Gold Peak Industries (Holdings) Limited to 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, 6 September 2010 is set out on pages 15 to 18 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.

30 July 2010



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 Monday, 6 September 2010, the notice of which is set out on pages 15 to 18 of this circular, or any adjournment thereof
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors or a duly authorised committee thereof
“Companies Ordinance”	the Companies Ordinance (Chapter 32 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
“connected person(s)”	has the meaning ascribed to it under Chapter 1 of the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company for the time being
“Existing Share Option Scheme”	the existing share option scheme adopted by the Company on 7 September 2007
“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”	23 July 2010, 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

DEFINITIONS

“Old Share Option Scheme”	the old share option scheme adopted by the Company on 12 September 2002 and terminated on 7 September 2007
“Option(s)”	the share option(s) to subscribe for Share(s) granted under the Old Share Option Scheme, the Existing Share Option Scheme and other share option schemes of the Company
“Overall Limit”	has the same meaning ascribed to it in the section headed “Refreshment of the Scheme Mandate Limit” of this circular
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise of all Options to be granted under the Existing Share Option Scheme and any other share option schemes of the Group
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	shareholder(s) of the Company
“Share(s)”	share(s) of HK\$0.50 each in the share capital of the Company or any shares into which the same may be converted, divided or consolidated 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)

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Board of Directors

Executive Directors:

Victor LO Chung Wing (*Chairman & Chief Executive*)

Andrew NG Sung On (*Vice Chairman*)

Kevin LO Chung Ping

Paul LO Chung Wai

LEUNG Pak Chuen

Richard KU Yuk Hing

Andrew CHUANG Siu Leung

Registered Office:

8th Floor

Gold Peak Building

30 Kwai Wing Road

Kwai Chung

New Territories

Hong Kong

Non-Executive Directors:

CHAU Kwok Wai

Raymond WONG Wai Kan

Vincent CHEUNG Ting Kau

LUI Ming Wah *

Frank CHAN Chi Chung *

CHAN Kei Bui *

* *Independent Non-Executive Director*

30 July 2010

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES,
RE-ELECTION OF DIRECTORS,
REFRESHMENT OF THE SCHEME MANDATE LIMIT
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 letter. 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 share capital of the Company in

LETTER FROM THE BOARD

issue 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 memorandum and 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 Companies Ordinance further provides that the amount of premium payable on repurchase may only be paid out of the distributable profits of the Company. Where the repurchased Shares were issued at a premium, any premium payable on repurchase may be paid out of the proceeds of a fresh issue of Shares made for the purposes of the shares repurchase up to a certain limit specified by the Companies Ordinance. The Shares repurchased will be treated as cancelled but the aggregate amount of the Company's authorised share capital would not be reduced.

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 2010) 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 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 ASSOCIATES AND CONNECTED PERSONS

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

No connected person of the Company has notified the Company that he/she has any present intention to sell any Shares to the Company nor has he/she undertaken not to sell any Shares held by him/her 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 memorandum and 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, Mr. Andrew NG Sung On and parties acting in concert with any of them together held approximately 48.2 per cent. of the issued share capital of the Company and will together hold approximately 53.6 per cent. of the issued share capital of the Company 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 have under the Takeovers Code.

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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 <i>HK\$</i>	Lowest <i>HK\$</i>
<i>2009</i>		
August	0.825(<i>Note</i>)	0.776(<i>Note</i>)
September	0.825(<i>Note</i>)	0.720(<i>Note</i>)
October	1.105(<i>Note</i>)	0.776(<i>Note</i>)
November	1.315(<i>Note</i>)	0.979(<i>Note</i>)
December	1.210(<i>Note</i>)	1.035(<i>Note</i>)
<i>2010</i>		
January	1.294(<i>Note</i>)	0.930(<i>Note</i>)
February	1.100	0.895(<i>Note</i>)
March	1.280	0.920
April	1.400	1.160
May	1.340	0.950
June	1.150	1.000
July (up to and including the Latest Practicable Date)	1.070	0.980

Note: Adjustments have been made to the prices of the Shares following the commencement of dealings in the Shares on an ex-right basis on 17 February 2010 in connection with the rights issue of the Company announced on 28 January 2010.

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 aggregate nominal amount of the share capital of the Company in issue on the date on which the resolution is passed and the aggregate nominal amount of the share capital 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 Company would

LETTER FROM THE BOARD

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. Andrew NG Sung On, Kevin LO Chung Ping, Vincent CHEUNG Ting Kau and Frank CHAN Chi Chung will be retiring from office at the Annual General Meeting and they, being eligible, offer themselves for re-election at the Annual General Meeting.

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

Mr. Andrew NG Sung On, aged 60, joined Gold Peak Group in 1975 and has been appointed the Vice Chairman since 1990. He is the founder of the micro battery and rechargeable battery divisions of Gold Peak Group and has been appointed the Chairman and Chief Executive of GP Batteries International Limited since 1993. GP Batteries International Limited is a company listed on the Singapore Exchange Securities Trading Limited. Save as disclosed herein, Mr. Ng did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date. Mr. Ng holds a Master of Science degree in Chemical Engineering from Massachusetts Institute of Technology, US.

As at the Latest Practicable Date, Mr. Ng had a personal interest of 99,682,219 Shares, a family interest of 595,713 Shares held by Mr. Ng's spouse, a corporate interest of 125,807,760 Shares and a personal interest in the share options to subscribe for 750,000 Shares. Save as disclosed herein, Mr. Ng did not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Ng does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

There is no service contract between the Company and Mr. Ng. He is not appointed for a specific term since 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. Ng 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 the amount of director's emoluments paid in the past. For the year ended 31 March 2010, Mr. Ng received director's emoluments of HK\$6,529,000.

Kevin LO Chung Ping, aged 74, was the Chairman of the Company from 1983 to 1990. He is currently involved in the advanced electronic technology development of the Group. A veteran in the television broadcasting industry, Mr. Lo is also a member of the board and the executive committee of the Hong Kong-listed Television Broadcasts Limited. 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.

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As at the Latest Practicable Date, Mr. Lo had a personal interest of 892,855 Shares, a family interest of 4,627,235 Shares held by Mr. Lo's spouse and a personal interest in the share options to subscribe for 500,000 Shares. Save as disclosed herein, Mr. Lo did not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Lo is the brother of Mr. Victor LO Chung Wing and Mr. LO Chung Wai, both Executive Directors of the Company.

There is no service contract between the Company and Mr. Lo. He is not appointed for a specific term since 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 the amount of director's emoluments paid in the past. For the year ended 31 March 2010, Mr. Lo received director's emoluments of HK\$1,095,000.

Vincent CHEUNG Ting Kau, aged 68, has been appointed a Non-Executive Director since 1984. He is also a non-executive director of Hong Kong-listed Techtronic Industries Company Limited. Save as disclosed herein, Mr. Cheung did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date. A graduate in law from University College London, Mr Cheung has been a practicing solicitor since 1970 and is currently a consultant of Vincent T.K. Cheung, Yap & Co., Solicitors. He is qualified to practise law in Hong Kong and the UK.

As at the Latest Practicable Date, Mr. Cheung had a personal interest of 2,782,212 Shares and a personal interest in the share options to subscribe for 300,000 Shares. Save as disclosed herein, Mr. Cheung did not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Cheung does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

There is no service contract between the Company and Mr. Cheung. He is not appointed for a specific term since 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 fee of Mr. Cheung as a 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 2010, Mr. Cheung received director's fee of HK\$100,000.

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Frank CHAN Chi Chung, aged 56, has been appointed an Independent Non-Executive Director since 2004. He is currently a group executive director of Hong Kong-listed Techtronic Industries Company Limited, and an independent director of Singapore-listed Tsit Wing International Holdings Limited. Save as disclosed herein, Mr. Chan did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date. Mr. Chan is a fellow member of The Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants, a member of The Institute of Chartered Accountants in England and Wales, and an associate of the Taxation Institute of Hong Kong. He is qualified to practise as a Certified Public Accountant in Hong Kong.

As at the Latest Practicable Date, Mr. Chan had a personal interest in the share options to subscribe for 300,000 Shares. Save as disclosed herein, Mr. Chan did not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Chan does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

There is no service contract between the Company and Mr. Chan. He is not appointed for a specific term since 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 fee of Mr. 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 2010, Mr. Chan received director's fee of HK\$120,000.

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. Andrew NG Sung On, Kevin LO Chung Ping, Vincent CHEUNG Ting Kau and Frank CHAN Chi Chung as Directors at the Annual General Meeting.

11. REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Existing Share Option Scheme was approved and adopted by the Shareholders at the annual general meeting of the Company held on 7 September 2007 in compliance with Chapter 17 of the Listing Rules following the termination of the Old Share Option Scheme on 7 September 2007.

Old Share Option Scheme

As the Old Share Option Scheme was terminated on 7 September 2007, no further Options can be granted under the Old Share Option Scheme. However, the Options granted under the Old Share Option Scheme prior to its termination remain valid and exercisable in accordance with the terms thereof.

LETTER FROM THE BOARD

As at 7 September 2007, being the date of termination of the Old Share Option Scheme, there were 14,440,000 Options outstanding and unexercised under the Old Share Option Scheme, of which no Option was exercised and 14,440,000 Options were lapsed or cancelled under the terms of the Old Share Option Scheme. Accordingly, as at the Latest Practicable Date, there was no Option outstanding and unexercised under the Old Share Option Scheme.

Existing Share Option Scheme

The purpose of the Existing Share Option Scheme is to provide incentives and rewards to eligible persons for their contribution to, and continuing efforts to promote the interests of, the Group. The exercise price of an Option must be the highest of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business day immediately preceding the date of grant; and (iii) the nominal value of the Share.

As at the Latest Practicable Date, the Company had no share option scheme other than the Existing Share Option Scheme.

Pursuant to the Existing Share Option Scheme, the total number of Shares which may be issued upon exercise of all Options granted and to be granted by the Company under the Existing Share Option Scheme and any other share option schemes of the Company (if applicable) must not in aggregate exceed 10 per cent. of the Shares in issue as at the date of approval of the Existing Share Option Scheme. Options lapsed in accordance with the terms of the Existing Share Option Scheme shall not be counted for the purpose of calculating the Scheme Mandate Limit. The Scheme Mandate Limit may be refreshed by Shareholders in general meeting from time to time.

In addition, the Existing Share Option Scheme provides that the Company may seek the approval of the Shareholders in general meeting for refreshment of the Scheme Mandate Limit provided that:

- (i) the Scheme Mandate Limit so refreshed shall not exceed 10 per cent. of the Shares in issue as at the date of approving the refreshment of the Scheme Mandate Limit;
- (ii) options previously granted under the Old Share Option Scheme, the Existing Share Option Scheme or any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Existing Share Option Scheme or any other share option scheme of the Company (if applicable)) will not be counted for the purpose of calculating the limit as "refreshed"; and

LETTER FROM THE BOARD

- (iii) the limit on the number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Existing Share Option Scheme and any other share option schemes adopted by the Company (including the Old Share Option Scheme) must not exceed 30 per cent. of the Shares in issue from time to time (the "Overall Limit").

As at 7 September 2007, being the date of approving the Existing Share Option Scheme, the total number of issued Shares was 549,285,067 Shares and the Scheme Mandate Limit was 54,928,506 Shares, representing 10 per cent. of the Shares in issue as at the date of approving the Existing Share Option Scheme. As at the Latest Practicable Date, 19,635,000 Options were granted and no Option was exercised, lapsed or cancelled under the terms of the Existing Share Option Scheme. Accordingly, there are 19,635,000 Options outstanding and unexercised under the Existing Share Option Scheme to which holders were entitled to subscribe for 19,635,000 Shares as at the Latest Practicable Date.

To the best of the Directors' knowledge, information and belief having made reasonable enquiries, all the grantees of the Options fell within the class of participants under the Existing Share Option Scheme and all these Options were granted in accordance with the rules of the Existing Share Option Scheme and the relevant requirements of the Listing Rules.

During the period from the date of adoption of the Existing Share Option Scheme on 7 September 2007 to the Latest Practicable Date, the Company had issued an aggregate of 235,407,885 Shares following the completion of the rights issue of the Company in March 2010. Taking into account the substantial increase in the issued share capital of the Company during the period, the Directors are of the view that in order to provide incentives and rewards to the participants for their contribution to, and continuing efforts to promote the interests of, the Group by granting Options to them, the Scheme Mandate Limit shall be refreshed to provide the Company with greater flexibility.

As at the Latest Practicable Date, there were 784,692,952 Shares in issue. Assuming there is no further allotment and issue or repurchase of Shares between the Latest Practicable Date and the date of the Annual General Meeting, upon the passing of the resolution to approve the refreshment of the Scheme Mandate Limit by the Shareholders at the Annual General Meeting, the Scheme Mandate Limit will be refreshed to 78,469,295 Shares. To the extent that there are any unutilized Options under the Scheme Mandate Limit as approved by the Shareholders at the time of adoption of the Existing Share Option Scheme on 7 September 2007, all such unutilised Options will be considered as lapsed upon the approval of the refreshment of the Scheme Mandate Limit at the Annual General Meeting and the Company will not be allowed to grant any further Options pursuant thereto.

LETTER FROM THE BOARD

On the basis of 784,692,952 Share in issue as at the Latest Practicable Date, the Overall Limit represents a total of 235,407,885 Shares. Subject to the passing of the resolution to approve the refreshment of the Scheme Mandate Limit by the Shareholders at the Annual General Meeting, the maximum number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Existing Share Option Scheme and any other share option schemes adopted by the Company would amount to 19,635,000 Shares, representing approximately 2.50 per cent. of the issued share capital of the Company as at the Latest Practicable Date and would not exceed the Overall Limit.

To the best of the Directors' knowledge, information and belief having made reasonable enquiries, as at the Latest Practicable Date, none of the grantees under the Existing Share Option Scheme has been granted with Options which exceed the limit of 1 per cent. of the Shares in issue in any 12-month period as set out in Rule 17.03(4) of the Listing Rules and none of the substantial shareholders of the Company or independent non-executive Directors, or any of their respective associates, has been granted with Options which would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant representing an aggregate over 0.1 per cent. of the Shares in issue and having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million as set out in Rule 17.04(1) of the Listing Rules.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the passing by the Shareholders of an ordinary resolution at the Annual General Meeting to approve the refreshment of the Scheme Mandate Limit; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares which may be issued pursuant to the exercise of Options granted under the Scheme Mandate Limit as refreshed.

Application will be made to the Listing Committee of the Stock Exchange for the grant of listing of, and permission to deal in, the Shares which may be issued pursuant to the exercise of Options granted under the Scheme Mandate Limit as refreshed.

12. 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.

LETTER FROM THE BOARD

13. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to 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, 6 September 2010 is set out on pages 15 to 18 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, to re-elect Directors and to refresh the Scheme Mandate Limit. 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.

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.

14. RECOMMENDATION

The Directors believe that the proposals involving general mandates to repurchase Shares and to issue Shares, the re-election of Directors and the refreshment of the Scheme Mandate Limit 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 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, 6 September 2010 for the following purposes:

1. To receive and consider the Statement of Accounts and the Reports of the Directors and the Auditors for the year ended 31 March 2010.
2. To approve the payment of a final dividend for the year ended 31 March 2010.
3. To re-elect Directors and to authorise the Directors to fix Directors' fees.
4. To re-appoint Auditors for the ensuing year and to authorise the Directors to fix their remuneration.

As special business to consider and, if thought fit, pass with or without amendments, the following resolutions which will be proposed as Ordinary Resolutions:

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 in the capital 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 aggregate nominal amount of share capital 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 aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(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 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 in the capital 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 in the capital of the Company at such price and terms as the Directors may at their absolute discretion determine;
- (iii) the aggregate nominal amount of share capital 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 aggregate nominal amount of the share capital 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

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(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;”

7. **“THAT** conditional upon the passing of the Ordinary Resolutions 5 and 6 above, the number of shares in the capital 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 aggregate nominal amount of the share capital 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.”
8. **“THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, 10 per cent. of the Shares in issue at the date of passing this Resolution which may be issued pursuant to the exercise of options to be granted under the share option scheme adopted by the Company on 7 September 2007 (the “Share Option Scheme”) and any other share option schemes of the Company, and pursuant to paragraph 8.1(iii) of the Share Option Scheme, approval be and is hereby granted for “refreshing” the Scheme Mandate Limit (as defined in the Share Option Scheme) under the Share Option Scheme provided that (i) the total number of Shares in the share capital of the Company which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as “refreshed” hereby shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution; and (ii) options previously granted under the Share Option Scheme and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) shall not be counted for the purpose of calculating the 10 per cent. limit as “refreshed” hereby and that the Directors be and are hereby authorised, from time to time, to offer or grant options pursuant to the Share

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Option Scheme subject to the 10 per cent. limit as refreshed and to exercise the power of the Company to allot and issue shares upon the exercise of any such options.”

By Order of the Board
WONG Man Kit
Company Secretary

30 July 2010

Registered Office:

8th Floor
Gold Peak Building
30 Kwai Wing Road
Kwai Chung
New Territories
Hong Kong

Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, and on a poll, to vote instead of him. A proxy need not be a member of the Company.
2. A form of proxy for the meeting is enclosed. If the appointor is a corporation, the form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised on its behalf.
3. To be valid, forms of proxy must be deposited at the registered office of the Company above stated not later than 48 hours before the time appointed for the holding of the meeting.
4. The retiring Directors standing for re-election under item 3 are Messrs. Andrew NG Sung On, Kevin LO Chung Ping, Vincent CHEUNG Ting Kau and Frank CHAN Chi Chung.