

---

**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.

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 Thursday, 17 September 2020 is set out on pages 14 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.

31 July 2020

---

## 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 Thursday, 17 September 2020, the notice of which is set out on pages 14 to 18 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
“Director(s)”	the director(s) 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”	24 July 2020, 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

---

## CONTENTS

---

	<i>Page</i>
<b>Letter from the Board</b>	
1. General mandate to repurchase Shares .....	4
2. Reasons for repurchase of Shares .....	5
3. Source of funds .....	5
4. Directors, their close associates and core connected persons .....	6
5. Undertaking of the Directors .....	6
6. Effect of Takeovers Code .....	6
7. Share prices .....	7
8. Share repurchase made by the Company .....	7
9. General mandate to issue Shares .....	7
10. Re-election of Directors .....	8
11. Responsibility statement .....	11
12. Annual General Meeting .....	12
13. Precautionary Measures at the Annual General Meeting .....	12
14. Recommendation .....	13
<b>Notice of Annual General Meeting .....</b>	<b>14</b>

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, *Executive Vice President*

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*

Karen NG Ka Fai

*Independent Non-Executive Directors:*

LUI Ming Wah

Frank CHAN Chi Chung

CHAN Kei Bui

Timothy TONG Wai Cheung

31 July 2020

*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 2020) 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 48.5 per cent. of the Shares in issue and will together hold approximately 53.9 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 per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2019</b>		
July	0.84	0.80
August	0.85	0.79
September	0.82	0.79
October	0.80	0.76
November	0.85	0.78
December	0.85	0.80
<b>2020</b>		
January	0.84	0.77
February	0.79	0.74
March	0.76	0.64
April	0.70	0.67
May	0.79	0.62
June	0.64	0.60
July (up to and including the Latest Practicable Date)	0.66	0.56

### 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. Richard KU Yuk Hing, Brian LI Yiu Cheung, LUI Ming Wah and Ms. Karen NG Ka Fai are due to retire at the Annual General Meeting and they, being eligible, offer themselves for re-election at the Annual General Meeting.

The Company, having reviewed the composition of the Board, considered Dr. LUI Ming Wah, an Independent Non-Executive Director, suitable for re-election in line with the approach as set out in the nomination policy and the board diversity policy of the Company. Dr. LUI has substantial board experience and good understandings of the Group's operations. He has contributed significantly to helping the Company achieve high standard of corporate governance and has contributed to the diversity of the Board by bringing his professional experience and independent opinions to the Company.

Dr. LUI was 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 his professional judgment. Based on the above, the Board believes that Dr. LUI 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:

**Richard KU Yuk Hing** aged 72, joined Gold Peak Group in 1978 and has been appointed an Executive Director since 1990. He is also the Vice Chairman 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. KU did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date. Mr. KU has over 40 years' experience of international marketing in the batteries industry. Mr. KU graduated from Sophia University, Japan with a Bachelor of Science degree in Economics.

As at the Latest Practicable Date, Mr. KU had a personal interest of 2,629,684 Shares. Mr. KU does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

---

## LETTER FROM THE BOARD

---

Mr. KU 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. KU 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 2020, Mr. KU received director's emoluments of HK\$2,640,000.

**Brian LI Yiu Cheung** *DBA*, aged 67, has been appointed an Executive Director since 2015. Mr. LI joined Gold Peak Group in 1981 and is currently the Executive Vice President of the Company. He is also an Executive Director and the Executive Vice President of GP Industries 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. Save as disclosed herein, Mr. LI did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date. Mr. LI has been engaging in the electronic engineering and manufacturing industry internationally and in China for over 30 years. He is the vice chairman of The Hong Kong Electronic Industries Association, a council member of the Hong Kong Electronics Industry Council and a member of the Innovation and Technology Development Committee of the Federation of Hong Kong Industries. He is also the member of SME's Manufacturing Partnership and Investment Task Force of HKTDC Belt and Road & Greater Bay Area Committee. He currently serves as the chairman of the Advisory Committee for the Department of Electronic Engineering and a member of the Co-operative Education Centre of City University of Hong Kong. He is also a member of the Industrial Advisory Committee for the Department of Industrial Engineering and Decision Analytics of The Hong Kong University of Science and Technology, a member of the Advisory Committee for the Department of Electronic Engineering of The Chinese University of Hong Kong and a member of the Electronic and Information Engineering Programme Board of Hong Kong Institute of Vocational Education. Mr. LI is a fellow of The Hong Kong Institution of Engineers and holds a Bachelor's degree in Electrical Engineering from The University of British Columbia, Canada, a Master's degree in Global Business with Dean's Honour from The Chinese University of Hong Kong and a Doctor of Business Administration degree from City University of Hong Kong.

As at the Latest Practicable Date, Mr. LI had a personal interest of 300,000 Shares. Mr. LI does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

Mr. LI 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. LI 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

---

## LETTER FROM THE BOARD

---

duties and responsibilities in the Company. For the year ended 31 March 2020, Mr. LI received director's emoluments of HK\$6,714,000.

**LUI Ming Wah** *SBS, JP, PhD*, aged 82, has been appointed an Independent Non-Executive Director since 1995. Dr. LUI is currently an honorary chairman of The Hong Kong Electronic Industries Association, an honorary president of the Chinese Manufacturers' Association of Hong Kong, and an advisor of Hong Kong International Arbitration Centre. He is also a fellow of the The Hong Kong Institute of Directors. Dr. LUI is currently the managing director of Keystone Electronics Co. Ltd. He is also an independent non-executive director of AV Concept Holdings Limited, L.K. Technology Holdings Limited and Asian Citrus Holdings Limited, all of which are companies listed in Hong Kong. He was an independent non-executive director of S.A.S. Dragon Holdings Limited, a company listed in Hong Kong, during the period from September 1994 to June 2018. Save as disclosed herein, Dr. LUI did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date. He obtained his Master's and Doctoral degrees from the University of New South Wales, Australia and the University of Saskatchewan, Canada respectively.

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

Dr. LUI 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 Dr. LUI 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 2020, Dr. LUI received director's emoluments of HK\$280,000.

Dr. LUI was appointed as Independent Non-Executive Director for more than nine years since 1995. It is stipulated under Code Provision 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.

The Company has received from Dr. LUI 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 Dr. LUI to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years.

---

## LETTER FROM THE BOARD

---

Accordingly, Dr. LUI 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.

**Karen NG Ka Fai** *CFA*, aged 39, has been appointed a Non-Executive Director since 2015. Ms. NG managed transactions in Asia for global financial institutions, and possesses more than 10 years of experience in investment in the region. She graduated from Massachusetts Institute of Technology, US with a Bachelor of Science degree in Electrical Engineering and Computer Science. Ms. NG did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date. Ms. NG is the daughter of the late Mr. Andrew NG, an Executive Director of the Company from 1984 to 2014.

As at the Latest Practicable Date, (i) Ms. NG had a personal interest of 40,646,524 Shares; (ii) her mother, Madam TO May Mee is a substantial shareholder of the Company having a beneficial interest of 81,888,764 Shares; and (iii) her sister, Ms. Jessica NG Sheen Fai, had a beneficial interest of 40,646,524 Shares. Save as disclosed herein, Ms. NG does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

Ms. NG has entered into a service contract with the Company pursuant to which she is appointed as a 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 Ms. NG 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 2020, Ms. NG received director's emoluments of HK\$230,000.

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. Richard KU Yuk Hing, Brian LI Yiu Cheung, LUI Ming Wah and Ms. Karen NG Ka Fai 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.

---

## LETTER FROM THE BOARD

---

### 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 Thursday, 17 September 2020 is set out on pages 14 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 and to re-elect Directors. Except where the Chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, 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 Monday, 14 September 2020 to Thursday, 17 September 2020, 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 Friday, 11 September 2020.

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.

### 13. PRECAUTIONARY MEASURES AT THE ANNUAL GENERAL MEETING

Due to the recent development of the epidemic caused by novel coronavirus pneumonia (COVID-19), the Company will implement the following precautionary measures at the Annual General Meeting against the epidemic to protect the Shareholders from the risk of infection:

- (i) Seating at the venue of the Annual General Meeting ("AGM Venue") will be arranged so as to allow for appropriate social distancing. As a result, there will be limited capacity for Shareholders to attend the Annual General Meeting. The Company may limit the number of attendees at the Annual General Meeting as may be necessary to avoid over-crowding;

---

## LETTER FROM THE BOARD

---

- (ii) At the entrance of the AGM Venue, a compulsory body temperature check will be conducted on every person attending the Annual General Meeting. Any person with a body temperature of over 37.0 degrees Celsius, or any individual who has any flu-like symptoms or is otherwise unwell will not be admitted to the AGM Venue;
- (iii) Every Shareholder or proxy is required to wear face mask at the AGM Venue;
- (iv) Every Shareholder or proxy who has travelled from jurisdictions, which according to the Department of Health of Hong Kong would render such person subject to a quarantine order, within 14 days of the date of Annual General Meeting will not be admitted to the AGM Venue;
- (v) Any attendee who declines any of the abovementioned measures will be refused admission to the AGM Venue; and
- (vi) No food or beverages will be provided at the AGM Venue.

Shareholders are reminded that physical attendance at the Annual General Meeting is not necessary for the purpose of exercising Shareholder's voting rights. Shareholders, particularly any Shareholders who are themselves or have close contact with persons subject to quarantine in relation to COVID-19, are strongly encouraged to appoint any person or the chairman of the Annual General Meeting as his/her proxy to vote on the respective resolutions at the Annual General Meeting, instead of attending the Annual General Meeting in person.

### 14. 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 Thursday, 17 September 2020 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 2020.
2. To re-elect Directors and to authorise the Directors to fix Directors’ fees.
  - (i) to re-elect Mr. Richard KU Yuk Hing as an executive director of the Company;
  - (ii) to re-elect Mr. Brian LI Yiu Cheung as an executive director of the Company;
  - (iii) to re-elect Dr. LUI Ming Wah (who has served as an independent non-executive director of the Company for more than 9 years) as an independent non-executive director of the Company;
  - (iv) to re-elect Ms. Karen NG Ka Fai as a non-executive director of the Company;  
and
  - (v) to authorise the Directors to fix the Directors’ fees.
3. To re-appoint Auditor for the ensuing year and to authorise the Directors to fix Auditor’s remuneration.

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

4. **“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



---

## NOTICE OF ANNUAL GENERAL MEETING

---

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 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).”



---

## NOTICE OF ANNUAL GENERAL MEETING

---

5. **“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.”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

6. “**THAT** conditional upon the passing of the Ordinary Resolutions 4 and 5 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 5 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 4 above.”

By Order of the Board  
**Louis WONG Man Kon**  
Company Secretary

31 July 2020

*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 Monday, 14 September 2020 to Thursday, 17 September 2020, 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 Friday, 11 September 2020.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

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, Mr. LEUNG Pak Chuen (Non-Executive Vice Chairman) and Ms. Karen NG Ka Fai as Non-Executive Directors and Messrs. LUI Ming Wah, Frank CHAN Chi Chung, CHAN Kei Bui and Timothy TONG Wai Cheung as Independent Non-Executive Directors.