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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 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, 2 September 2021 is set out on pages 13 to 17 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.

PRECAUTIONARY MEASURES AT THE ANNUAL GENERAL MEETING

Please see page ii of this circular for measures being taken to try to prevent and control the spread of the Novel Coronavirus Pneumonia (COVID-19) at the Annual General Meeting, including:

- compulsory body temperature checks and health declarations
- mandatory wearing of a face mask for each attendee
- no provision of refreshment

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds shareholders that they may appoint the chairman of the meeting as their proxy to vote on the resolutions at the meeting as an alternative to attending the meeting in person.

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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;
- (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) Any attendee who declines any of the abovementioned measures will be refused admission to the AGM Venue; and
- (v) 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 resolutions at the Annual General Meeting, instead of attending the Annual General Meeting in person.

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, 2 September 2021, the notice of which is set out on pages 13 to 17 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”	26 July 2021, 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

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*

Brian LI Yiu Cheung, *Vice Chairman &*

Executive Vice President

Michael LAM Hin Lap

Brian WONG Tze Hang

Victor CHONG Toong Ying

Waltery LAW Wang Chak

Non-Executive Director:

Karen NG Ka Fai

Independent Non-Executive Directors:

LUI Ming Wah

Frank CHAN Chi Chung

CHAN Kei Biu

Timothy TONG Wai Cheung

Registered Office:

9/F, Building 12W

12 Science Park West Avenue

Hong Kong Science Park

New Territories

Hong Kong

30 July 2021

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

LETTER FROM THE BOARD

pursuant to the general mandate will be 10 per cent. of the total number of Shares in 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 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 2021) 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 47.6 per cent. of the Shares in issue and will together hold approximately 52.9 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 HK\$	Lowest HK\$
2020		
July	0.66	0.56
August	0.59	0.56
September	0.57	0.51
October	0.66	0.55
November	0.64	0.60
December	0.62	0.58
2021		
January	0.68	0.60
February	0.65	0.58
March	0.72	0.63
April	0.76	0.66
May	0.75	0.65
June	0.70	0.64
July (up to and including the Latest Practicable Date)	0.68	0.64

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 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.

LETTER FROM THE BOARD

10. RE-ELECTION OF DIRECTORS

Pursuant to article 112 of the articles of association of the Company, Messrs. Michael LAM Hin Lap, Brian WONG Tze Hang and Frank CHAN Chi Chung 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. Victor CHONG Toong Ying and Waltery LAW Wang Chak, who were appointed to the Board on 1 July 2021, shall hold office until the Annual General Meeting and shall then be eligible for re-election at the Annual General Meeting.

Mr. Frank CHAN Chi Chung has served as an Independent Non-Executive Director of the Company for more than 9 years. The Company, having reviewed the composition of the Board, considered Mr. CHAN suitable for re-election in line with the approach as set out in the nomination policy and the board diversity policy of the Company. Mr. CHAN has extensive knowledge in financial management and good understandings of the Group's operation. 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.

Mr. CHAN 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 Mr. CHAN 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:

Michael LAM Hin Lap aged 60, joined Gold Peak Group in 2014 and has been appointed an Executive Director since 2019. Mr. LAM is currently the Managing Director of the Company. He is an Executive Director, Vice Chairman and 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 85.59% by the Company as at the Latest Practicable Date. 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. 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 20 years. He holds a Bachelor's degree in Electrical Engineering from The University of New South Wales, Australia.

LETTER FROM THE BOARD

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.

Mr. LAM 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. LAM 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 2021, Mr. LAM received director's emoluments of HK\$4,373,000.

Brian WONG Tze Hang aged 58, joined Gold Peak Group in 1993 and has been appointed an Executive Director since 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 35 years' experience in the accounting field and is a fellow of both the Hong Kong Institute of Certified Public Accountants and the 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.

Mr. WONG 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. WONG 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 2021, Mr. WONG received director's emoluments of HK\$4,035,000.

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Frank CHAN Chi Chung *FCCA, FCPA, CPA*, aged 67, 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. 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 fellow member of The Institute of Chartered Accountants in England and Wales. He is qualified to practise as a certified public accountant in Hong Kong.

As at the Latest Practicable Date, 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.

Mr. 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 2021, 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. 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 2021, Mr. CHAN received director's emoluments of HK\$259,000.

Mr. CHAN was appointed as Independent Non-Executive Director for more than nine years since 2004. 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 Mr. 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 Mr. CHAN to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years. Accordingly, Mr. 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.

LETTER FROM THE BOARD

Victor CHONG Toong Ying aged 56, joined Gold Peak Group in 2016 and has been appointed an Executive Director since 1 July 2021. He is currently Director, Co-Vice Chairman and President 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. CHONG did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date. He has 30 years' working experience in electrical energy management, and has held senior management positions in strategic leadership and international operation and business development covering China, Asia Pacific, Europe and the Middle East. Mr. CHONG is a member of Australian Institute of Company Directors. He holds a Bachelor's degree in Electrical Engineering from Royal Melbourne Institute of Technology, Australia.

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

The Company has entered into a director's service contract with Mr. CHONG with no fixed term commencing from 1 July 2021, pursuant to which Mr. CHONG is entitled to an annual director's fee of HK\$10,000, a fixed salary of HK\$4,200,000 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.

Waltery LAW Wang Chak aged 58, joined Gold Peak Group in 2018 and has been appointed an Executive Director since 1 July 2021. Mr. LAW is currently Senior Vice President, Group Finance Management of the Company. He is also Executive Director, Chief Financial Officer, Chief Risk Officer and Senior Vice President, Finance and Corporate Development of GP Industries Limited. GP Industries Limited is a company listed on the Singapore Exchange Securities Trading Limited and is owned as to 85.59% by the Company as at the Latest Practicable Date. Mr. LAW was a non-executive director of In Technical Productions Holdings Limited and an independent non-executive director of D&G Technology Holding Company Limited, Vicon Holdings Limited, Solis Holdings Limited and AB Builders Group Limited, all of which are companies listed in Hong Kong, during the three years preceding the Latest Practicable Date. Save as disclosed herein, Mr. LAW did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date. Mr. LAW has over 30 years' experience in global fund raising and floatation exercises, mergers and acquisitions, corporate financial advisory, corporate restructuring, investors relations, financial due diligence, and financial audit. Mr. LAW is a fellow of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales. He is currently registered as a certified public accountant with the Hong Kong Institute of Certified Public Accountants. He holds a Bachelor's degree in Economics and a Master's degree in Financial Economics, both from the London School of Economics and Political Science, the University of London, UK.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Mr. LAW had a personal interest of 354,000 Shares and a personal interest of 116,400 shares of GP Industries Limited. Mr. LAW does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

The Company has entered into a director's service contract with Mr. LAW with no fixed term commencing from 1 July 2021, pursuant to which Mr. LAW is entitled to an annual director's fee of HK\$10,000, a fixed salary of HK\$4,703,200 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.

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. Michael LAM Hin Lap, Brian WONG Tze Hang, Frank CHAN Chi Chung, Victor CHONG Toong Ying and Waltery LAW Wang Chak 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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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, 2 September 2021 is set out on pages 13 to 17 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.

LETTER FROM THE BOARD

The Register of Shareholders of the Company will be closed from Monday, 30 August 2021 to Thursday, 2 September 2021, 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, 27 August 2021.

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. 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, 2 September 2021 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 2021.
2. To re-elect Directors and to authorise the Directors to fix Directors’ fees.
 - (i) to re-elect Mr. Michael LAM Hin Lap as an executive director of the Company;
 - (ii) to re-elect Mr. Brian WONG Tze Hang as an executive director of the Company;
 - (iii) to re-elect Mr. Frank CHAN Chi Chung (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. Victor CHONG Toong Ying as an executive director of the Company;
 - (v) to re-elect Mr. Waltery LAW Wang Chak as an executive director of the Company; and
 - (vi) to authorise the Directors to fix the Directors’ fees.

NOTICE OF ANNUAL GENERAL MEETING

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 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.

NOTICE OF ANNUAL 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).”

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

30 July 2021

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, 30 August 2021 to Thursday, 2 September 2021, 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, 27 August 2021.

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), Brian LI Yiu Cheung (Vice Chairman & Executive Vice President), Michael LAM Hin Lap, Brian WONG Tze Hang, Victor CHONG Toong Ying and Waltery LAW Wang Chak as Executive Directors, Ms. Karen NG Ka Fai as Non-Executive Director and Messrs. LUI Ming Wah, Frank CHAN Chi Chung, CHAN Kei Bui and Timothy TONG Wai Cheung as Independent Non-Executive Directors.