
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 you should take, you should consult your stockbroker or 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 Technology Group 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.

金山科技工業有限公司 Gold Peak Technology Group Limited

(Incorporated in Hong Kong under the Companies Ordinance)

(Stock Code: 40)



PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, PROPOSED FINAL DIVIDEND AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Gold Peak Technology Group Limited to be held at Silverbox Ballroom 4, 1/F, Hotel ICON, 17 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 10:30 a.m. (Hong Kong time) on Monday, 2 September 2024 is set out on pages 20 to 24 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 2024



CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	4
2. General mandate to issue new Shares	5
3. General mandate to repurchase Shares	5
4. Re-election of Directors	6
5. Proposed final dividend	7
6. Responsibility statement	8
7. 2024 AGM	8
8. Recommendation	9
Appendix I — Explanatory Statement	10
Appendix II — Details of Directors Proposed for Re-election	13
Notice of 2024 AGM	20

Accompanying document:

Proxy Form – Annual General Meeting – 2 September 2024 (Monday)

DEFINITIONS

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

“2023 AGM”	the annual general meeting of the Company for the year ended 31 March 2023 held on 27 September 2023
“2024 AGM”	the annual general meeting of the Company to be held on Monday, 2 September 2024 at 10:30 a.m. (Hong Kong time) or any adjournment thereof
“AGM Notice”	the notice convening the 2024 AGM, which is set out on pages 20 to 24 of this circular
“Articles of Association”	the articles of association of the Company as supplemented or amended from time to time and references to an “Article” are to an article contained therein
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“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 Technology Group Limited, a company incorporated in Hong Kong under the Companies Ordinance and the Shares of which are listed on the Main Board of 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
“GP Batteries”	GP Batteries International Limited, a wholly-owned subsidiary of GP Industries as at the Latest Practicable Date

DEFINITIONS

“GP Industries”	GP Industries Limited, a company incorporated in the Republic of Singapore with limited liability, the shares of which are listed on the Singapore Exchange Securities Trading Limited and is owned as to 85.59% by the Company as at the Latest Practicable Date
“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
“Issue Mandate”	has the meaning ascribed to it under the section headed “2. General Mandate to Issue New Shares” in the “Letter from the Board” contained in this circular
“Latest Practicable Date”	25 July 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information included therein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	has the meaning ascribed to it under the section headed “3. General Mandate to Repurchase Shares” in the “Letter from the Board” contained in this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“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
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“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

金山科技工業有限公司
Gold Peak Technology Group 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

Victor CHONG Toong Ying

Waltery LAW Wang Chak

Christopher LAU Kwan

Registered Office:

9/F, Building 12W

12 Science Park West Avenue

Hong Kong Science Park

New Territories

Hong Kong

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

31 July 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES, RE-ELECTION OF DIRECTORS,
PROPOSED FINAL DIVIDEND AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with the AGM Notice and the information in respect of the resolutions to be proposed at the 2024 AGM including (i) the general mandates to repurchase Shares and to issue new Shares; (ii) the re-election of the retiring Directors; and (iii) the proposed final dividend for the year ended 31 March 2024.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE NEW SHARES

The previous general mandate granted to the Directors at the 2023 AGM to exercise the powers of the Company to allot, issue and deal with Shares will expire at the 2024 AGM.

At the 2024 AGM, Resolution 5 set out in the AGM Notice will be proposed as an ordinary resolution pursuant to which the Directors will be granted a general and unconditional mandate to issue new Shares (the “Issue Mandate”). 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 under the section headed “3. General Mandate to Repurchase Shares” below.

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to issue Shares for flexibility in raising capital or other strategic needs that may arise from time to time.

The authority of the Directors to allot and issue new Shares pursuant to the said Resolution 5 shall expire on the earlier of (i) the conclusion of the next annual general meeting of the Company, (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

Based on 915,475,110 Shares in issue as at the Latest Practicable Date and subject to the passing of the proposed resolution for the grant of the Issue Mandate at the 2024 AGM and assuming no further Shares will be issued or bought back prior to the date of the 2024 AGM, the Directors will be authorised to issue up to 183,095,022 Shares under the Issue Mandate. The Directors have no present intention to issue any new Shares pursuant to the Issue Mandate proposed to be granted to them at the 2024 AGM.

The full text of the ordinary resolution to be proposed at the 2024 AGM in relation to the Issue Mandate is set out in Resolution 5 in the AGM Notice.

3. GENERAL MANDATE TO REPURCHASE SHARES

The previous general mandate granted to the Directors at the 2023 AGM to exercise the powers of the Company to repurchase Shares will expire at the 2024 AGM.

At the 2024 AGM, Resolution 6 set out in the AGM Notice will be proposed as an ordinary resolution pursuant to which the Directors will be granted a general and unconditional mandate to exercise the powers of the Company to repurchase issued Shares subject to the criteria set out in this circular (the “Repurchase Mandate”). The

LETTER FROM THE BOARD

maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 10 per cent. of the total number of Shares in issue as at the date of passing the resolution.

The authority relates only to repurchases made on the Stock Exchange and otherwise in accordance with the Listing Rules. The Repurchase Mandate covers repurchases made or agreed to be made only during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company, (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and (iii) the authority given under the said Resolution 6 is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 915,475,110 Shares. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate at the 2024 AGM and on the basis that no further Shares were issued or repurchased between the Latest Practicable Date and the 2024 AGM, the Company would be allowed to repurchase a maximum of 91,547,511 Shares.

The explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution approving the Repurchase Mandate is set out in Appendix I to this circular.

The full text of the ordinary resolution to be proposed at the 2024 AGM in relation to the Repurchase Mandate is set out in Resolution 6 in the AGM Notice.

4. RE-ELECTION OF DIRECTORS

In accordance with Article 112 of the Articles of Association, Prof CHAN Kei Biu (“Prof Chan”), Mr Waltery LAW Wang Chak (“Mr Law”), Ms Karen NG Ka Fai (“Ms Ng”) and Prof Timothy TONG Wai Cheung (“Prof Tong”) shall retire from the Board as Directors by rotation at the 2024 AGM and, being eligible, they have offered themselves for re-election.

In accordance with Article 95 of the Articles of Association, Mr Christopher LAU Kwan (“Mr Lau”), who was appointed to the Board on 1 April 2024, shall hold office until the 2024 AGM and shall then be eligible for re-election.

At the 2024 AGM, ordinary resolutions will be proposed to re-elect Prof Chan and Prof Tong as independent non-executive Directors, Mr Lau and Mr Law as executive Directors, and Ms Ng as a non-executive Director.

LETTER FROM THE BOARD

The Nomination Committee has considered the background, skills, knowledge and experience of the retiring Directors, having regard to the Board diversity policy. The board diversity policy sets out that board appointments are based on objective criteria, having due regard for the benefits of diversity on the Board including, but not limited to, gender, age, cultural and educational background, professional experience, skills and knowledge and length of service. The Board notes that the retiring Directors have extensive experience in different fields and professions that are relevant to the Company's business and have good understandings of the Group's operation. They have contributed significantly to helping the Company achieve high standard of corporate governance by bringing their professional and independent opinions to the Company. In addition, their respective educational background, experience and practice allow them to provide valuable and relevant insights and contribute to the diversity of the Board.

During their years of appointment, all retiring Directors (other than Mr Lau who was appointed in April 2024) have shared their experience and expertise both at and outside board/committee meetings, which has been very valuable to the Company's business development and strategy. Their re-election will continue to enhance the governance and oversight of the Company at both the Board and the Board committee levels.

The Nomination Committee, which comprises a majority of independent non-executive Directors, considers that all retiring Directors continue to contribute effectively and are committed to their roles. Accordingly, the Nomination Committee has nominated and the Board has recommended the aforesaid retiring Directors to stand for re-election as Director at the 2024 AGM.

Prof Chan and Prof Tong has served as independent non-executive Directors for more than nine years and five years, respectively. Prof Chan and Prof Tong were not involved in the day-to-day management of the Company, did not have any family ties with other Directors or senior management of the Company and the Company is not aware of any circumstance which would interfere with the exercise of their professional judgment. The Nomination Committee has assessed and reviewed the independence of Prof Chan and Prof Tong based on the independence criteria set out in Rule 3.13 of the Listing Rules, and has affirmed that they remain independent.

The biographical details of the above-named Directors who are subject to re-election at the 2024 AGM with the particulars describing how they contribute to the diversity of the Board are set out in Appendix II to this circular.

5. PROPOSED FINAL DIVIDEND

As stated in the announcement of the Company dated 21 June 2024 relating to the annual results of the Company for the year ended 31 March 2024, the Directors resolved to recommend the payment of a final dividend of HK1.0 cent per Share for the year ended 31 March 2024 to Shareholders whose names appear on the Register of Members of the Company at the close of business on Thursday, 12 September 2024.

LETTER FROM THE BOARD

In order to establish entitlements to the proposed final dividend, the Register of Members of the Company will be closed from Wednesday, 11 September 2024 to Thursday, 12 September 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all transfers of the Company accompanied by the relevant share certificates and properly completed transfer forms must be lodged with the Company's Share Registrar, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Tuesday, 10 September 2024.

Subject to the approval by the Shareholders at the 2024 AGM, the proposed final dividend is expected to be payable on or around Friday, 20 September 2024.

6. 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.

7. 2024 AGM

The AGM Notice is set out on pages 20 to 24 of this circular.

The 2024 AGM will be held at Silverbox Ballroom 4, 1/F, Hotel ICON, 17 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 10:30 a.m. (Hong Kong time) on Monday, 2 September 2024. At the 2024 AGM, ordinary resolutions will be proposed, *inter alia*, to approve the Issue Mandates, Repurchase Mandate, to re-elect Directors and to approve the final dividend. Except where the Chairman of the 2024 AGM, 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 2024 AGM 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.

For the purpose of ascertaining shareholders' entitlement to attend and vote at the 2024 AGM, the Register of Members of the Company will be closed from Tuesday, 27 August 2024 to Monday, 2 September 2024, both days inclusive, during which period no transfers of shares will be effected. In order to be eligible to attend and vote at the 2024 AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrar, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Monday, 26 August 2024.

LETTER FROM THE BOARD

A form of proxy for use at the 2024 AGM 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 2024 AGM. Completion and return of the form of proxy will not preclude you from attending and voting at the 2024 AGM if you so wish.

No Shareholder is required to abstain from voting at the 2024 AGM pursuant to the Listing Rules and/or the Articles of Association.

8. RECOMMENDATION

The Directors believe that the proposals for Issue Mandate and Repurchase Mandate, the re-election of Directors and the payment of final dividend 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 2024 AGM.

Yours faithfully,
For and on behalf of
Gold Peak Technology Group Limited
Victor LO Chung Wing
Chairman & Chief Executive

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

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.

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 2024) 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.

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 under taken 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.

STATEMENTS BY THE DIRECTORS

The Directors will exercise the power of the Company to make repurchases pursuant to the proposed resolution and in accordance with the Articles of Association, the Listing Rules and all applicable laws of Hong Kong.

Neither the explanatory statement contained herein nor the Repurchase Mandate has any unusual features.

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 49.0 per cent. of the Shares in issue and will together hold approximately 54.5 per cent. of the Shares in issue upon exercise in full of the Repurchase Mandate, if so approved at the 2024 AGM. 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 2024 AGM, would arise under the Takeovers Code.

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>
2023		
July	0.55	0.53
August	0.53	0.50
September	0.51	0.49
October	0.53	0.49
November	0.53	0.47
December	0.60	0.50
2024		
January	0.60	0.55
February	0.59	0.56
March	0.58	0.56
April	0.57	0.53
May	0.56	0.51
June	0.52	0.50
July (up to and including the Latest Practicable Date)	0.58	0.50

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.

Information of the five incumbent Directors standing for re-election at the 2024 AGM, Prof Chan, Mr Lau, Mr Law, Ms Ng and Prof Tong, is set out below in alphabetical order of their last name:

CHAN Kei Biu *PhD*

Independent Non-executive Director (Aged 76)

Director since	14 July 2005
Major positions, Board committee memberships held with the Group	<ul style="list-style-type: none"> • Member of Audit Committee • Member of Nomination Committee • Member of Remuneration Committee
Interests in Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date (no. of Shares)	Nil
Emoluments received for the year ended 31 March 2024	HK\$230,000
Other major offices	Professor Chan did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date.
Present titles, Public Service, Qualifications and Education	<ul style="list-style-type: none"> • Honorary chairman of The Hong Kong Electronic Industries Association • Honorary president of the Hong Kong Association for the Advancement of Science and Technology • Honorary president of the Hong Kong Mould and Product Technology Association • Professional advisor and committee member of the Hong Kong Federation of Innovative Technologies and Manufacturing Industries • Chairman and senior managing director of Surface Mount Technology Limited
Past Experience	Prof Chan has over 40 years' experience in electronics industry.

Prof Chan was appointed as Independent Non-Executive Director for more than nine years since 2005. It is stipulated under code provision B.2.3 of Part 2 of Appendix C1 to the Listing Rules that if an independent non-executive director has served more than nine years, such director's further appointment should be subject to a separate resolution to be approved by shareholders.

As at the Latest Practicable Date, Professor Chan has no financial or family relationships with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

Christopher LAU Kwan
Executive Director (Aged 44)

Director since	1 April 2024
Major positions, Board committee memberships held with the Group	<ul style="list-style-type: none"> • Senior Advisor to Chairman, Global Strategies of the Company • Director of GP Batteries • Independent non-executive director of GP Industries before the appointment as an executive Director of the Company
Interests in Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date (no. of Shares)	4,015,652 Shares
Emoluments received for the year ended 31 March 2024	N/A
Other major offices	Save as disclosed herein, Mr Lau did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date.
Present titles, Public Service, Qualifications and Education	<ul style="list-style-type: none"> • Member of the 14th and 15th Nanjing Political Consultative Conferences of China • Vice-chair of the Youth Affairs Committee in the HKCPPCC (Provincial) Members Association • Vice-president of the Nanjing (H.K.) Association • Vice-chair of the Programme and Fundraising Committee at The Dragon Foundation • Honorary court member of Hong Kong Baptist University • Member of The Young President's Organization and The Entrepreneur's Organization • Bachelor's degree in Accounting and Finance (Stern School of Business, New York University, USA)
Past Experience	Mr Lau has been holding senior positions in corporate finance, shipping, logistics and e-commerce technology for more than 15 years.

As at the Latest Practicable Date, Mr Lau has no financial or family relationships with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

Waltery LAW Wang Chak
Executive Director (Aged 61)

Director since	1 July 2021
Major positions, Board committee memberships held with the Group:	<ul style="list-style-type: none"> • Group Chief Financial Officer of the Company • Executive Director, Chief Financial Officer, Chief Risk Officer, and Senior Vice President, Finance and Corporate Development of GP Industries • Director of GP Batteries
Interests in Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date (no. of Shares)	Nil
Emoluments received for the year ended 31 March 2024	HK\$4,692,000
Other major offices	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.
Present titles, Public Service, Qualifications and Education	<ul style="list-style-type: none"> • Fellow of the Association of Chartered Certified Accountants • Fellow of the Hong Kong Institute of Certified Public Accountants • Fellow of the Institute of Chartered Accountants in England and Wales. • Certified internal auditor with the Institute of Internal Auditors • Bachelor's degree in Economics (London School of Economics and Political Science, University of London, UK) • Master's degree in Financial Economics (London School of Economics and Political Science, University of London, UK)
Past Experience	Mr Law has over 35 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.

As at the Latest Practicable Date, Mr Law had a personal interest of 116,400 shares of GP Industries. Mr Law has no financial or family relationships with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

Karen NG Ka Fai CFA
Non-executive Director (Aged 43)

Director since	17 June 2015
Major positions, Board committee memberships held with the Group	Member of Audit Committee
Interests in Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date (no. of Shares)	<ul style="list-style-type: none"> (i) Ms Ng had a personal interest of 48,868,573 Shares; (ii) her mother, Madam TO May Mee is a substantial shareholder of the Company having a beneficial interest of 98,432,150 Shares; and (iii) her sister, Ms Panikkar Jessica Ngai Ching (formerly, Jessica NG Sheen Fai), had a beneficial interest of 48,868,573 Shares.
Emoluments received for the year ended 31 March 2024	HK\$230,000
Other major offices	Ms Ng did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date.
Present titles, Public Service, Qualifications and Education	Bachelor of Science degree in Electrical Engineering and Computer Science (Massachusetts Institute of Technology, US)
Past Experience	Ms Ng managed transactions in Asia for global financial institutions, and possesses more than 10 years of experience in investment in the region.

As at the Latest Practicable Date, Ms Ng had a personal interest of 94,603 shares of GP Industries.

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, save as disclosed herein, Ms Ng has no financial or family relationships with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

Timothy TONG Wai Cheung *PhD, FASME, FHKEng, SBS, BBS, JP*
Independent Non-executive Director (Aged 70)

Director since	1 April 2019
Major positions, Board committee memberships held with the Group	<ul style="list-style-type: none"> • Member of Audit Committee • Non-executive independent director of GP Industries
Interests in Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date (no. of Shares)	Nil
Emoluments received for the year ended 31 March 2024	HK\$230,000
Other major offices	Prof Tong was an independent non-executive director of Xiaomi Corporation and retired with effect from 8 January 2024. Save as disclosed herein, Prof Tong did not hold any other directorship in other listed public companies in the three years preceding the Latest Practicable Date.
Present titles, Public Service, Qualifications and Education	<ul style="list-style-type: none"> • Fellow of the American Society of Mechanical Engineers • Fellow of the Hong Kong Academy of Engineering Sciences and the International Thermal Conductivity Conference • Chairman of the Research Grant Council of Hong Kong and Council of Hong Kong Laureate Forum • Member of the InnoHK Steering Committee, the Global STEM Professorship Scheme Assessment Panel for the Innovation, Technology and Industry Bureau of the HKSAR, and the Council of the Hong Kong Federation of the Youth Groups • Chief executive officer of AMTD Foundation and chairman of AMTD Digital Inc • Independent non-executive director of AMTD IDEA Group

- Non-executive director of Freetech Road Recycling Technology (Holdings) Limited
- Independent non-executive director of Gravitation Fintech HK Limited and Airstar Bank Limited
- Bachelor of Science degree in Mechanical Engineering (Oregon State University, US)
- Master's and a Doctoral degrees in Engineering (University of California, Berkeley, US)

Past Experience

Prof Tong, an expert in the field of heat transfer, has over 30 years of teaching, research and administrative experience in universities in the US and Hong Kong. Prof Tong was the president of The Hong Kong Polytechnic University from 2009 to 2018 and the dean of the School of Engineering and Applied Science at The George Washington University, US.

As at the Latest Practicable Date, Prof Tong has no financial or family relationships with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

General

Prof Chan, Ms Ng and Prof Tong have entered into service contracts with the Company pursuant to which he/she is appointed as an independent non-executive Director, a non-executive Director and an independent non-executive Director, respectively, for a specific term of 3 years commencing from 1 April 2024, subject to retirement by rotation and re-election at the 2024 AGM in accordance with the provisions of the Articles of Association.

Mr Lau and Mr Law have entered into service contracts with the Company pursuant to which they are appointed as executive Directors with no fixed term. They are subject to retirement by rotation and re-election at the 2024 AGM in accordance with the provisions of the Articles of Association.

The Director's emoluments of Prof Chan, Mr Lau, Mr Law, Ms Ng and Prof Tong as Directors will be subject to review by the Board from time to time pursuant to the power given to it under the Articles of Association with reference to the amount of Director's emoluments paid in the past and their duties and responsibilities in the Company.

Each of Prof Chan and Prof Tong has confirmed (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company; and (iii) that there are no other factors that may affect his independence.

Furthermore, Prof Chan has not engaged in any executive management of the Group. Taking into consideration of the independent nature of his duty with the Company during the past years, the Directors consider Prof Chan to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years. Accordingly, Prof Chan shall be subject to retirement by rotation and re-election by way of a separate resolution to be approved by the Shareholders at the 2024 AGM.

Save for the information disclosed above, Prof Chan, Mr Lau, Mr Law, Ms Ng and Prof Tong each confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and is not aware of any other matters in relation to his/her standing for re-election as Director that need to be brought to Shareholders' attention.

金山科技工業有限公司
Gold Peak Technology Group Limited

(Incorporated in Hong Kong under the Companies Ordinance)

(Stock Code: 40)



NOTICE IS HEREBY GIVEN that the Annual General Meeting (“2024 AGM”) of Gold Peak Technology Group Limited (the “Company”) will be held as a physical meeting only at Silverbox Ballroom 4, 1/F, Hotel ICON, 17 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 10:30 a.m. (Hong Kong time) on Monday, 2 September 2024 for the following purposes. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 31 July 2024 (the “Circular”).

ORDINARY RESOLUTIONS

1. To receive and consider the Statement of Accounts and the Reports of the Directors and the auditor of the Company (“Auditor”) for the year ended 31 March 2024.
2. To declare a final dividend for the year ended 31 March 2024.
3. To re-elect Directors and to authorise the Board to fix Directors’ fees.
 - (i) to re-elect Prof CHAN Kei Biu (who has served as an independent non-executive Director for more than nine years) as an independent non-executive Director;
 - (ii) to re-elect Mr Christopher LAU Kwan as an executive Director;
 - (iii) to re-elect Mr Waltery LAW Wang Chak as an executive Director;
 - (iv) to re-elect Ms Karen NG Ka Fai as a non-executive Director;
 - (v) to re-elect Prof Timothy TONG Wai Cheung as an independent non-executive Director; and
 - (vi) to authorise the Board to fix the Directors’ fees.
4. To re-appoint Messrs Deloitte Touche Tohmatsu as the Auditor and to authorise the Directors to fix their remuneration.

NOTICE OF 2024 AGM

To consider and, if thought fit, pass with or without modifications, 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 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 2024 AGM

“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 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 2024 AGM

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

By Order of the Board
Gold Peak Technology Group Limited
Louis WONG Man Kon
Company Secretary

31 July 2024

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 2024 AGM is enclosed.
2. Any member entitled to attend and vote at the 2024 AGM 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 2024 AGM, 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 2024 AGM 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 2024 AGM 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 2024 AGM or any adjourned meeting should they so wish.
5. The register of members of the Company will be closed from Tuesday, 27 August 2024 to Monday, 2 September 2024, both days inclusive, for the purpose of ascertaining Shareholders' entitlement to attend and vote at the 2024 AGM. In order to be eligible to attend and vote at the 2024 AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrar, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Monday, 26 August 2024.

NOTICE OF 2024 AGM

6. The register of members of the Company will be closed from Wednesday, 11 September 2024 to Thursday, 12 September 2024, both days inclusive, for determination of Shareholders' entitlement to the proposed final dividend for the year ended 31 March 2024 payable on Friday, 20 September 2024 if so approved at the 2024 AGM. In order to qualify for the proposed final dividend, all share certificates with properly completed transfer forms must be lodged with the Company's Share Registrar, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Tuesday, 10 September 2024. In the event that the 2024 AGM is held on a date later than Monday, 2 September 2024 because of bad weather or other reasons, the record date for determination of entitlement to the proposed final dividend, being Thursday, 12 September 2024, will be deferred accordingly. Further details of the new record date will be announced in such circumstances.
7. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this notice will be decided by way of a poll.
8. If a Typhoon Signal No. 8 or above is hoisted or remains hoisted, or a Black Rainstorm Warning Signal or "extreme conditions" announced by the Hong Kong Government is/are in force at or at any time between 8:00 a.m. and 10:30 a.m. (Hong Kong time) on the date of the 2024 AGM, the 2024 AGM will be automatically postponed or adjourned. The Company will post an announcement on the websites of the Company (www.goldpeak.com) and the Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.

The 2024 AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholder should decide on their own whether they would attend the 2024 AGM in person under bad weather condition bearing in mind their own situations.

9. If Shareholders have any particular access request or special needs for participating in the 2024 AGM, please contact the Company's Share Registrar, Tricor Abacus Limited (telephone: +852 2980 1333) on or before 29 August 2024.
10. 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, Victor CHONG Toong Ying, Waltery LAW Wang Chak and Christopher LAU Kwan as Executive Directors, Ms. Karen NG Ka Fai as Non-Executive Director and Messrs. LUI Ming Wah, Frank CHAN Chi Chung, CHAN Kei Biu and Timothy TONG Wai Cheung as Independent Non-Executive Directors.