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# 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 OF 2024 ANNUAL GENERAL MEETING

**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.

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.

“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.”

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 with the circular of the Company dated 31 July 2024 despatched to the shareholders of the Company.
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.

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](http://www.goldpeak.com)) and the Stock Exchange ([www.hkexnews.hk](http://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.