



GOLDBOND GROUP HOLDINGS LIMITED
金榜集團控股有限公司

(Incorporated in Hong Kong with limited liability)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Goldbond Group Holdings Limited 金榜集團控股有限公司 (the “Company”) will be held at Unit 3901, 39/F. Tower One, Lippo Centre, 89 Queensway, Hong Kong on Monday, 9 December 2024 at 2:00 p.m. for the following purposes:

ORDINARY RESOLUTION

1. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (the “**Director(s)**”) during the Relevant Period (as defined herein) of all the powers of the Company to allot, issue and deal with additional ordinary shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including bonds, warrants and debentures, notes and any other securities which carry rights to subscribe for and are convertible into Shares) which would or might require the exercise of such power, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures, notes and any other securities which carry rights to subscribe for and are convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or to be 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 (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereafter defined); (ii) an issue of Shares upon the exercise of conversion rights under the terms of any warrants, debentures and notes issued by the Company or any securities which are convertible into Shares; (iii) the exercise of any option under the share option scheme of the Company or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares; (iv) any scrip dividends or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of the dividend on Shares pursuant to the articles of association of the Company, (i) shall not exceed 40% of the total number of Shares in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until

whichever is the earliest 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 the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by the passing of an ordinary resolution of the shareholders of the Company in a general meeting; and

“**Right Issue**” means an offer of Shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal restrictions under the laws of, or the requirements of any recognised regulatory body in, any territory.”

By order of the board
GOLDBOND GROUP HOLDINGS LIMITED
金榜集團控股有限公司
Ng Tik Tsun
Company Secretary

Hong Kong, 22 November 2024

Registered office:

Unit 3901, 39th Floor Tower One,
Lippo Centre 89 Queensway
Hong Kong

Notes:

- (1) A member of the Company entitled to attend and vote at the above meeting (or at any adjournment of it) is entitled to appoint one or more proxies to attend and vote on his/her behalf. The proxy does not need to be a member of the Company.
- (2) A form of proxy in respect of the above meeting is enclosed. Whether or not you intend to attend the above meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon.
- (3) In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the above meeting or adjourned meeting (as the case may be).
- (4) Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting or any adjournment thereof. In such event, the form of proxy shall be deemed to have been revoked.
- (5) Where there are joint holders of any share of the Company, any one of such holders may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such holders are present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a

deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.

- (6) A form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- (7) On a poll, every member present at the meeting shall be entitled to one vote for every fully paid-up share of which he is the holder. The result of such poll shall be deemed for all purposes to be the resolution of the meeting at which the poll was so directed or demanded.
- (8) The register of members of the Company will be closed from 4 December 2024 to 9 December 2024 (both days inclusive), during which period no transfer of shares (“**Shares**”) in the Company will be effected. In order to qualify for attending EGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 3 December 2024.
- (9) If you are a beneficial owner whose Shares are deposited in the Central Clearing and Settlement System (“**CCASS**”) established and operated by Hong Kong Securities Clearing Company Limited, you may also elect to become a Shareholder of record, and thereby have the right to attend and vote at the EGM. You can become a Shareholder of record by withdrawing all or any of your Shares from CCASS and becoming a registered owner of such Shares. For withdrawal of Shares from CCASS and registration thereof, you may be required to pay to CCASS a withdrawal fee, a registration fee for each share certificate issued, stamp duty on each transfer instrument and, if your Shares are held through a financial intermediary, any other relevant fees charged by your financial intermediary. You should contact your broker, custodian, nominee or other relevant person in advance of the latest time for lodging transfers of Shares into your name so as to qualify to attend and vote at the EGM, in order to provide such broker, custodian, nominee or other relevant person with sufficient time to withdraw Shares from CCASS and register them in your name.