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## **GOLIK HOLDINGS LIMITED**

高力集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1118)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Golik Holdings Limited (the “Company”) will be held at 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 7th June, 2013 at 10:00 a.m., for the following purposes:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and the Auditor for the year ended 31st December, 2012.
2. To declare a final dividend.
3. (a) To re-elect Mr. Ho Wai Yu, Sammy as Directors.  
(b) To re-elect Mr. Yu Kwok Kan, Stephen as Directors.
4. To authorise the Board of Directors to fix their remuneration.
5. To authorise the Board of Directors to appoint additional Directors and to fix the maximum number of Directors.
6. To re-appoint the Auditor and to authorise the Board of Directors to fix their remuneration.
7. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the

\* *For identification purpose only*

Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) or of any other stock exchange, be and is hereby generally and unconditionally approved and authorised;

- (b) the aggregate nominal amount of the shares of the Company to be repurchased by the Directors of the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the approval pursuant to paragraph (a) shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is 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 the Bye-laws of the Company or any applicable laws to be held; or
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of shareholders of the Company in general meeting.”

8. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally given to the Directors of the Company to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with the shares in the capital of the Company (including making and granting offers, agreements and options which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter);
- (b) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted or dealt with pursuant to the approval in paragraph (a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly:
  - (i) a rights issue where shares are offered for a period fixed by the Directors of the Company to holders of shares whose names appear 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 of the Company may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in, or in any territory applicable to the Company);

- (ii) an issue of shares under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company and approved by the Stock Exchange;
  - (iii) any issue of shares in the Company upon the exercise of subscription rights or conversion rights attaching to any warrants or any convertible notes of the Company; or
  - (iv) any scrip dividend scheme or similar arrangement implemented in accordance with the Bye-laws of the Company; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is 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 the Bye-laws of the Company or any applicable laws to be held; or
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of shareholders of the Company in general meeting.”.
9. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** conditional upon resolutions numbers 7 and 8 being passed, the general mandate granted to the Directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with shares in the capital of the Company pursuant to resolution number 8, be and is hereby extended by the addition to the nominal value of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors of the Company pursuant to such general mandate an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution number 7, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

By Order of the Board  
**Ho Wai Yu, Sammy**  
*Company Secretary*

Hong Kong, 25th April, 2013

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head Office and Principal Place of Business:*  
Suite 5608, Central Plaza  
18 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

1. Any shareholder entitled to attend and vote at the above meeting may appoint one or more than one proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either in person 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 in person or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof to the exclusion of other joint holders.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the office of the Company's branch share registrars in Hong Kong, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish, in which event, the instrument appointing the proxy shall be deemed to be revoked.
4. For the purposes of determining the eligibility of the Company's shareholders to attend and vote at the above meeting, and entitlement to the proposed final dividend for the year ended 31st December, 2012 (the "Final Dividend"), the Company's register of members (the "Register of Members") will be closed. Details of such closures are set out below:

- (i) For determining eligibility to attend and vote at the above meeting:

Latest time to lodge transfers	4:30 p.m. on Tuesday, 4th June, 2013
Closure of Register of Members	Wednesday, 5th June, 2013 to Friday, 7th June, 2013 (both dates inclusive)
Record date	Friday, 7th June, 2013

- (ii) For determining entitlement to the Final Dividend:

Latest time to lodge transfers	4:30 p.m. on Friday, 14th June, 2013
Closure of Register of Members	Monday, 17th June, 2013 to Wednesday, 19th June, 2013 (both dates inclusive)
Record date	Wednesday, 19th June, 2013

During the above closure periods, no transfer of shares of the Company will be registered. To be eligible to attend and vote at the above meeting, and to qualify for entitlement to the Final Dividend, all transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrars in Hong Kong, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than the aforementioned latest time.

5. Pursuant to Rule 13.39 of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The chairman of the meeting will therefore demand a poll for each resolution put to vote of the meeting in accordance with bye-law 66 of the Company's Bye-laws.
6. The Chinese translation of this notice is for reference only, the English version shall prevail.

As at the date of this announcement, the Board of Directors comprises:

*Executive Directors:* Mr. Pang Tak Chung, Mr. Ho Wai Yu, Sammy and Mr. John Cyril Fletcher

*Independent Non-executive Directors:* Mr. Yu Kwok Kan, Stephen, Mr. Chan Yat Yan and Mr. Lo Yip Tong