

Executive Director:
Mr. Tsang Chi Ming, Ricky
(Chairman and Chief Executive Officer)

Non-executive Director:
Mr. Ng Ming Wah, Charles

Independent Non-executive Directors:
Mr. Li Ka Fai, David
Ms. Lo Wing Sze
Mr. Chan Kwong Ming, Johnny

Registered Office:
7th floor,
Goldlion Holdings Centre,
13–15 Yuen Shun Circuit,
Siu Lek Yuen,
Shatin, New Territories,
Hong Kong

11 April 2025

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSAL FOR THE PRIVATIZATION OF
GOLDLION HOLDINGS LIMITED
BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT
UNDER SECTION 673 OF THE COMPANIES ORDINANCE;
(2) PROPOSED WITHDRAWAL OF LISTING OF
GOLDLION HOLDINGS LIMITED;
AND
(3) PROPOSED RE-ELECTION OF DIRECTOR**

INTRODUCTION

References are made to (i) the Announcement and (ii) the announcement of the Company dated 19 November 2024 in relation to the appointment of Mr. Chan Kwong Ming, Johnny as an independent non-executive Director.

On 2 December 2024, the Offeror requested the Board to put forward the Proposal to the Scheme Shareholders for the privatization of the Company by way of the Scheme, being a scheme of arrangement under Section 673 of the Companies Ordinance, which, if implemented, would result in the Company becoming wholly-owned by the Offeror and the Offeror Concert Parties and the withdrawal of listing of the Shares from the Stock Exchange.

The purpose of this Scheme Document is to provide you with further information regarding (i) the Proposal and, in particular, the Scheme and (ii) the proposed re-election of Mr. Chan Kwong Ming, Johnny as an independent non-executive Director, and to give you notices of the Court Meeting and the General Meeting (together with proxy forms in relation thereto).

Your attention is also drawn to (i) the letter from the Independent Board Committee set out in Part IV of this Scheme Document; (ii) the letter from the Independent Financial Adviser set out in Part V of this Scheme Document; (iii) the Explanatory Statement set out in Part VI of this Scheme Document; (iv) the terms of the Scheme set out Appendix IV to this Scheme Document; and (v) other appendices to this Scheme Document.

TERMS OF THE PROPOSAL

As at the Latest Practicable Date, (i) the issued and paid-up share capital of the Company was HK\$1,101,357,687.46 which comprised 973,844,035 Shares in issue; (ii) the Offeror did not hold any Shares, and the Offeror Concert Parties beneficially owned, controlled or had direction over 669,529,500 Shares in aggregate, representing approximately 68.75% of the issued Shares; (iii) the Scheme Shareholders held 304,314,535 Shares, representing approximately 31.25% of the issued Shares; and (iv) there were no outstanding options, warrants, derivatives or securities convertible into Shares.

Shares beneficially owned or held by the Offeror (if any) and the Offeror Concert Parties will not form part of the Scheme Shares.

If the Proposal is approved and implemented:

- (a) all the Scheme Shares held by the Scheme Shareholders will be cancelled on the Effective Date in exchange for the payment by the Offeror to the Scheme Shareholders of the cancellation price of HK\$1.5232 in cash, less the Dividend Adjustment (if any), for each Scheme Share cancelled;
- (b) upon the cancellation of the Scheme Shares, the issued share capital of the Company will be restored to its former number by the issue to the Offeror, credited as fully paid, of the same number of New Shares as the number of Scheme Shares cancelled. The reserve created in the Company's books of account as a result of any reduction in issued share capital will be applied to the paying up in full of the New Shares so issued, credited as fully paid, to the Offeror. The Offeror and the Offeror Concert Parties will directly or indirectly hold 100% of the issued share capital of the Company and the Offeror will directly hold approximately 31.25% of the issued share capital of the Company; and

- (c) the listing of the Shares on the Stock Exchange will be withdrawn with effect after the Effective Date.

Cancellation Price

Under the Scheme, the Cancellation Price will be in the amount of HK\$1.5232 per Scheme Share, which amount (less the Dividend Adjustment (if any)) will be payable by the Offeror to the Scheme Shareholders in the form of cash.

The Offeror will not increase the Cancellation Price and does not reserve the right to do so. Shareholders and potential investors of the Company should be aware that, following the making of this statement, the Offeror will not be allowed to increase the Cancellation Price.

As at the Latest Practicable Date, the Company had not announced or declared any dividend, distribution or other return of capital which remains unpaid. The Company does not intend to announce, declare and, or pay any dividend, distribution or other return of capital before the Effective Date, or the date on which the Scheme is not approved or the Proposal otherwise lapses or withdrawn (as the case may be).

However, if, after the Latest Practicable Date, any dividend and/or other distribution and/or other return of capital is announced, declared or paid in respect of the Shares, the Offeror expressly reserves the right to reduce the Cancellation Price by all or any part of the amount or value of such dividend and/or distribution and/or, as the case may be, return of capital per Share after consultation with the Executive, in which case any reference in this Scheme Document, the Scheme Document or any other announcement or document to the Cancellation Price will be deemed to be a reference to the Cancellation Price as so reduced.

No final dividend was proposed for the year ended 31 December 2024. The dividend payout ratio for the year ended 31 December 2024 (calculated by dividing the interim dividend per Share of HK\$0.020 for the six months ended 30 June 2024 by the earnings per Share of HK\$0.0956 for the year ended 31 December 2024) was approximately 20.9%, which was relatively lower than the dividend payout ratios in recent years. Your attention is also drawn to the section headed “1.3 Dividends” of the letter from the Independent Financial Adviser in Part V of this Scheme Document.

Comparison of value

The Cancellation Price of HK\$1.5232 in cash for every Scheme Share cancelled under the Scheme represents:

- (a) a premium of:
- (i) approximately 4.33% over the closing price of HK\$1.46 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
 - (ii) approximately 24.85% over the closing price of HK\$1.22 per Share as quoted on the Stock Exchange on the Last Trading Day;

- (iii) approximately 71.15% over the closing price of HK\$0.89 per Share as quoted on the Stock Exchange on the Last Full Trading Day;
 - (iv) approximately 77.53% over the average closing price of approximately HK\$0.86 per Share based on the daily closing prices as quoted on the Stock Exchange for the 5 trading days up to and including the Last Full Trading Day;
 - (v) approximately 76.50% over the average closing price of approximately HK\$0.86 per Share based on the daily closing prices as quoted on the Stock Exchange for the 10 trading days up to and including the Last Full Trading Day;
 - (vi) approximately 72.44% over the average closing price of approximately HK\$0.88 per Share based on the daily closing prices as quoted on the Stock Exchange for the 30 trading days up to and including the Last Full Trading Day;
 - (vii) approximately 65.43% over the average closing price of approximately HK\$0.92 per Share based on the daily closing prices as quoted on the Stock Exchange for the 90 trading days up to and including the Last Full Trading Day;
 - (viii) approximately 57.32% over the average closing price of approximately HK\$0.97 per Share based on the daily closing prices as quoted on the Stock Exchange for the 180 trading days up to and including the Last Full Trading Day;
 - (ix) approximately 49.02% over the average closing price of approximately HK\$1.02 per Share based on the daily closing prices as quoted on the Stock Exchange for the 360 trading days up to and including the Last Full Trading Day; and
- (b) a discount of:
- (i) approximately 65.88% to the Audited NAV per Share of approximately HK\$4.46 as at 31 December 2024 (calculated based on (1) the Audited NAV of approximately HK\$4,347,155,000 as at 31 December 2024 as extracted from the Company's annual results announcement for the year ended 31 December 2024 and (2) 973,844,035 Shares in issue as at the Latest Practicable Date); and
 - (ii) approximately 68.26% to the Adjusted NAV per Share of approximately HK\$4.80 (calculated based on (1) the Adjusted NAV of approximately HK\$4,672,898,000 and (2) 973,844,035 Shares in issue as at the Latest Practicable Date).

The Cancellation Price was determined by the Offeror after taking into account, among other things, the recent and historical prices of the Shares and trading volume of the Shares, the historical financial performance and business prospects of the Group, and the factors set out in the section headed “Reasons for and benefits of the Proposal” below, with reference to other privatization transactions relating to companies listed on the Stock Exchange in recent years.

Highest and lowest prices

During the Relevant Period, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$1.48 per Share on 31 March 2025, 2 April 2025 and 3 April 2025, and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.83 per Share on 18 November 2024.

FINANCIAL RESOURCES

On the basis of the Cancellation Price of HK\$1.5232 per Scheme Share and 304,314,535 Scheme Shares in issue as at the Latest Practicable Date, and assuming that there is no change in the shareholding of the Company before the Scheme Record Date, the maximum amount of cash consideration required for the cancellation of the Scheme Shares is approximately HK\$463.5 million.

The Offeror intends to finance the cash requirement for the Proposal through its internal financial resources.

GF Capital has been appointed as the financial adviser to the Offeror in respect of the Proposal, and is satisfied that sufficient financial resources are available to the Offeror to satisfy the maximum amount of cash consideration required to effect the Proposal.

CONDITIONS OF THE PROPOSAL AND THE SCHEME

The implementation of the Proposal is, and the Scheme will become effective and binding on the Company and all the Scheme Shareholders, subject to the fulfilment or waiver (as applicable) of the Conditions as described in the section headed “5. *Conditions of the Proposal and the Scheme*” in the Explanatory Statement in Part VI of this Scheme Document, on or before the Long Stop Date.

If the Scheme is approved by the Scheme Shareholders and sanctioned by the High Court, all requirements of the Companies Ordinance are complied with, and all other Conditions are fulfilled or waived (as the case may be), the Scheme will be binding on all the Scheme Shareholders, irrespective of whether or not they attended or voted at the Court Meeting and/or the General Meeting.

If the Scheme is not approved or the Proposal otherwise lapses, there are restrictions under Rule 31.1 of the Takeovers Code on the Offeror making subsequent offers, to the effect that neither the Offeror nor any person who acted in concert with it in the course of the Proposal (nor any person who is subsequently acting in concert with any of them) may, within 12 months from the date on which the Scheme is not approved or the Proposal otherwise lapses, announce an offer or possible offer for the Company, except with the consent of the Executive.

Shareholders and potential investors of the Company should be aware that the implementation of the Proposal and the Scheme are subject to the Conditions being fulfilled or waived, as applicable, and therefore the Proposal may or may not be implemented, and the Scheme may or may not become effective. Shareholders and potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult a licensed securities dealer or registered institution in securities, stockbroker, bank manager, solicitor, professional accountant or other professional advisers and obtain independent advice.

SHAREHOLDING STRUCTURE OF THE COMPANY

As at the Latest Practicable Date:

- (a) the issued and paid-up share capital of the Company was HK\$1,101,357,687.46 which comprised 973,844,035 Shares in issue;
- (b) no options were outstanding under the Share Option Scheme and the Share Option Scheme had lapsed on 22 May 2024;
- (c) other than the 973,844,035 Shares in issue, the Company had no outstanding options, warrants, derivatives, convertible securities or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by the Company that carry a right to subscribe for or which are convertible into Shares;
- (d) the Offeror did not hold any Shares, and the Offeror Concert Parties beneficially owned, controlled or had direction over 669,529,500 Shares in aggregate, representing approximately 68.75% of the total number of Shares in issue, details of which are set out in the table in the section headed “6. *Shareholding Structure of the Company*” in the Explanatory Statement in Part VI of this Scheme Document;
- (e) members of the GF Capital group, being Offeror Concert Parties, did not beneficially own, control or have direction over any Shares;
- (f) save as disclosed in sub-paragraph (d) above, the Offeror and the Offeror Concert Parties did not hold or have control or direction over any other Shares or any options, warrants, derivatives or securities convertible into Shares or other derivatives in respect of securities in the Company;
- (g) the Scheme Shares comprised a total of 304,314,535 Shares held or beneficially owned by the Scheme Shareholders, representing approximately 31.25% of the issued share capital of the Company;
- (h) neither the Offeror nor the Offeror Concert Parties had entered into any outstanding derivative in respect of the securities in the Company;
- (i) neither the Offeror nor the Offeror Concert Parties had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company;

- (j) neither the Offeror nor the Offeror Concert Parties had dealt in any Shares or any options, warrants, derivatives or securities convertible into Shares or other derivatives in respect of securities in the Company during the Relevant Period; and
- (k) all Shareholders (other than the Offeror Concert Parties) were considered as Independent Shareholders for the purpose of the Takeovers Code and holders of CO Disinterested Shares for the purpose of the Companies Ordinance.

Shares beneficially owned or held by the Offeror (if any) and the Offeror Concert Parties will not form part of the Scheme Shares.

Upon the Scheme becoming effective, the Offeror and the Offeror Concert Parties will directly or indirectly hold 100% of the issued share capital of the Company and the Offeror will directly hold approximately 31.25% of the issued share capital of the Company.

All Shareholders will be entitled to vote on the special resolution to be proposed at the General Meeting to approve and give effect to the Scheme, including the approval of the reduction of the share capital of the Company by cancelling the Scheme Shares and the issue to the Offeror of such number of New Shares (credited as fully paid) as is equal to the number of the Scheme Shares cancelled, which is set out in the section headed “5. *Conditions of the Proposal and the Scheme*” in the Explanatory Statement in Part VI of this Scheme Document. The Offeror Concert Parties will also be entitled to vote on the special resolution to be proposed at the General Meeting to approve and give effect to the Scheme.

The table setting out the shareholding structure of the Company as at the Latest Practicable Date and immediately upon the Scheme becoming effective is set out in the section headed “6. *Shareholding Structure of the Company*” in the Explanatory Statement in Part VI of this Scheme Document.

REASONS FOR AND BENEFITS OF THE PROPOSAL

You are urged to read carefully the section headed “4. *Reasons for and Benefits of the Proposal*” in the Explanatory Statement in Part VI of this Scheme Document.

INFORMATION ON THE GROUP

Your attention is drawn to Appendix I of this Scheme Document, and the section headed “10. *Information on the Group*” in the Explanatory Statement in Part VI of this Scheme Document.

THE INTENTIONS OF THE OFFEROR IN RELATION TO THE GROUP

Your attention is drawn to the section headed “11. *The Intentions of the Offeror in relation to the Group*” in the Explanatory Statement in Part VI of this Scheme Document.

The Board is pleased to note that as at the Latest Practicable Date, the Offeror had no intention, upon the Scheme becoming effective, to make any material changes to the business and/or disposal or redeployment of assets of the Group, or to make any significant changes to the management of the Company or employment of employees of the Group as a result of the implementation of the Proposal.

THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee, which comprises the non-executive Director and all the independent non-executive Directors, namely Mr. Ng Ming Wah, Charles, Mr. Li Ka Fai, David, Ms. Lo Wing Sze and Mr. Chan Kwong Ming, Johnny, has been established by the Board to advise the Independent Shareholders in connection with the Proposal and the Scheme, and in particular as to (i) whether the Proposal and the Scheme are fair and reasonable; and (ii) voting in respect of the Scheme at the Court Meeting and the General Meeting.

The full text of the letter from the Independent Board Committee is set out in Part IV of this Scheme Document.

INDEPENDENT FINANCIAL ADVISER

The Company has, with the approval of the Independent Board Committee, appointed Altus Capital as the Independent Financial Adviser to advise the Independent Board Committee in connection with the Proposal.

The full text of the letter from the Independent Financial Adviser is set out in Part V of this Scheme Document.

INFORMATION ON THE OFFEROR AND THE OFFEROR CONCERT PARTIES

Your attention is drawn to the section headed “9. *Information on the Offeror and the Offeror Concert Parties*” in the Explanatory Statement in Part VI of this Scheme Document.

OVERSEAS SCHEME SHAREHOLDERS

If you are an overseas holder of the Scheme Shares, your attention is drawn to the section headed “16. *Overseas Scheme Shareholders*” in the Explanatory Statement in Part VI of this Scheme Document.

PROPOSED RE-ELECTION OF DIRECTOR

In accordance with Article 92 of the Articles of Association, Mr. Chan Kwong Ming, Johnny who was appointed to the Board on 19 November 2024, will hold office until the next following general meeting of the Company and, being eligible, offers himself for re-election at the General Meeting.

Particulars of Mr. Chan Kwong Ming, Johnny are set out below:

Mr. Chan Kwong Ming, Johnny, aged 53, is currently an independent non-executive Director, the chairman of the nomination committee, a member of the audit committee and a member of the remuneration committee of the Board. He received his Bachelor of Arts Degree from the University of Toronto in 1994 and completed his Management Development Program from Harvard Business School in 1999. He has been appointed as adjunct professor at City University of Hong Kong since 2023. He is currently a standing director of the Hong Kong Chinese General Chamber of Commerce (HKCGCC) and chairman of the External Affairs Committee of the HKCGCC. He was appointed as a part-time member from 2009 to 2014 and an associate member from 2015 to 2017 of Central Policy Unit of the HKSAR. He joined Chun Sing International Holdings Limited in 1994 and was appointed as an executive director in 1996. He founded Titan Works Limited (a private equity investments company) and First Global Capital Consultants Limited (a consulting company) in 2003 and 2017 respectively. He is now the chairman of Titan Works Limited and a partner of First Global Consulting Group Limited (formerly known as First Global Capital Consultants Limited).

As at the Latest Practicable Date, save as disclosed above, Mr. Chan Kwong Ming, Johnny (1) did not hold any other position with the Company or other members of the Group; (2) did not hold any other directorships in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (3) did not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (4) did not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

There is no service contract between the Company and Mr. Chan Kwong Ming, Johnny. He is subject to retirement by rotation pursuant to the articles of association of the Company. He is entitled to receive an aggregate annual remuneration of HK\$360,000 which comprises a director's fee of HK\$180,000 and additional remuneration in respect of his membership in Board committees, being HK\$30,000 as the chairman of the nomination committee, HK\$100,000 as a member of the audit committee and HK\$50,000 as a member of the remuneration committee, as determined with reference to his position, level of responsibilities and the remuneration policy of the Company.

Mr. Chan Kwong Ming, Johnny 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) that he has no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Saved as disclosed above, Mr. Chan Kwong Ming, Johnny has 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 the Company is not aware of any other matters in relation to his appointment that need to be brought to the attention of Shareholders.

COURT MEETING AND GENERAL MEETING

For the purpose of exercising your right to vote at the Court Meeting and the General Meeting, you are requested to read carefully the section headed “18. *Court Meeting and General Meeting*” in the Explanatory Statement in Part VI of this Scheme Document, the section headed “19. *Actions to be Taken*” in the Explanatory Statement in Part VI of this Scheme Document, and the notices of the Court Meeting and the General Meeting in Appendix V and Appendix VI respectively of this Scheme Document.

VOTING AT THE COURT MEETING AND THE GENERAL MEETING

All Scheme Shareholders will be entitled to attend and vote on the Scheme at the Court Meeting.

As at the Latest Practicable Date, the Offeror did not hold any Shares and the Offeror Concert Parties beneficially owned, controlled or had direction over 669,529,500 Shares in aggregate, representing approximately 68.75% of the issued Shares. Such Shares beneficially owned or held by the Offeror (if any) and the Offeror Concert Parties will not form part of the Scheme Shares and will not be cancelled upon the Scheme becoming effective.

None of the Shares beneficially owned or held by the Offeror (if any) and the Offeror Concert Parties will be voted at the Court Meeting. Each of the Offeror and the Offeror Concert Parties will procure that any Shares in respect of which they are beneficially interested will not be represented or voted at the Court Meeting. The Offeror has agreed to undertake to the High Court to be bound by the Scheme and to execute and do and procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed and done by it for the purposes of or to give effect to the Scheme.

All Shareholders are entitled to attend the General Meeting and vote on (i) the special resolution to be proposed at the General Meeting to approve and give effect to the reduction of share capital of the Company and the implementation of the Scheme and (ii) the ordinary resolution to be proposed at the General Meeting to approve the re-election of Mr. Chan Kwong Ming, Johnny as an independent non-executive Director.

The Offeror and the Offeror Concert Parties have indicated that, if the Scheme is approved at the Court Meeting, the Offeror and the Offeror Concert Parties will vote in favour of the special resolution to be proposed at the General Meeting to approve and give effect to the Scheme, including the approval of the reduction of the issued share capital of the Company by cancelling the Scheme Shares and of the issue to the Offeror of such number of New Shares as is equal to the number of the Scheme Shares cancelled.

ACTIONS TO BE TAKEN

The actions which you are required to take in relation to the Proposal are set out under the section headed “Actions to be Taken” on pages 1 to 5 and the section headed “19. *Actions to be Taken*” in the Explanatory Statement in Part VI of this Scheme Document.

RECOMMENDATION

The Independent Financial Adviser has advised the Independent Board Committee that it considers that the Proposal and the Scheme are fair and reasonable so far as the Independent Shareholders are concerned, and accordingly, advises the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the relevant resolution(s) to be proposed at the Court Meeting and the General Meeting to approve and implement the Proposal and the Scheme.

The Independent Board Committee, having considered the terms of the Proposal, and having taken into account the advice of the Independent Financial Adviser, considers that the Proposal and the Scheme are fair and reasonable so far as the Independent Shareholders are concerned and recommends the Independent Shareholders to vote in favour of the relevant resolution(s) to be proposed at the Court Meeting and the General Meeting to approve and implement the Proposal and the Scheme.

Your attention is drawn to the recommendation of the Independent Financial Adviser to the Independent Board Committee, in respect of the Proposal as set out in Part V of this Scheme Document. Your attention is also drawn to the recommendation of the Independent Board Committee in respect of the Proposal as set out in Part IV of this Scheme Document.

The Board believes that the proposal to re-elect Mr. Chan Kwong Ming, Johnny as an independent non-executive Director is in the interests of the Company and the Shareholders as a whole and accordingly recommend that all Shareholders vote in favour of the relevant ordinary resolution to be proposed at the General Meeting. So far as the Directors are aware, as at the Latest Practicable Date, no Shareholder is required to abstain from voting under the Listing Rules in respect of the relevant ordinary resolution to be proposed at the General Meeting.

SHARE CERTIFICATES, DEALINGS, LISTING, REGISTRATION AND PAYMENT

Upon the Scheme becoming effective, all Scheme Shares will be cancelled and the share certificates for the Scheme Shares will thereafter cease to have effect as documents or evidence of title. In that case, the Company does not intend to maintain its listing on the Stock Exchange and will make an application for the listing of the Shares to be withdrawn from the Stock Exchange in accordance with Rule 6.15(2) of the Listing Rules, with effect after the Effective Date. The Shareholders will be notified by way of an announcement of the exact dates of the last day for dealing in the Shares and the day on which the Scheme and the withdrawal of listing of the Shares on the Stock Exchange will become effective. An indicative expected timetable in relation to the Proposal is included in Part II of this Scheme Document.

Subject to the requirements of the Takeovers Code, the Proposal will lapse if any of the Conditions described in the section headed “5. *Conditions of the Proposal and the Scheme*” in the Explanatory Statement set out in Part VI of this Scheme Document has not been fulfilled or waived, as applicable, on or before the Long Stop Date.

If the Scheme is withdrawn or is not approved at the Court Meeting or is not sanctioned by the High Court or does not become effective or the Proposal otherwise lapses, (a) the listing of the Shares on the Stock Exchange will not be withdrawn; (b) neither the Offeror nor any person who acted in concert with it in the course of the Proposal (nor any person who is subsequently acting in concert with any of them) may, except with the consent of the Executive, within 12 months thereafter, announce an offer or possible offer for the Company; and (c) the Company will publish an announcement to update the Shareholders in respect of the status of the Proposal.

Your attention is drawn to the sections headed “12. *Withdrawal of the Listing of the Shares*” and “15. *Registration and Payment*” in the Explanatory Statement set out in Part VI of this Scheme Document.

TAXATION, EFFECTS AND LIABILITIES

It is emphasized that none of the Offeror, the Offeror Concert Parties, the Company, GF Capital, Somerley Capital, Altus Capital and the Registrar and any of their respective beneficial owners, directors, employees, officers, agents, advisers, associates and affiliates and any other persons involved in the Proposal shall be responsible or has any liability for any tax or other effects on, or liabilities of, any person or persons as a result of their approval or rejection, or the implementation, of the Proposal. You are urged to read the section entitled “17. *Taxation and Independent Advice*” in the Explanatory Statement set out in Part VI of this Scheme Document and if you are in any doubt as to any aspect of this Scheme Document or as to the action to be taken, you should consult an appropriately qualified professional adviser.

FURTHER INFORMATION

You are urged to read carefully the letters from the Independent Board Committee and from the Independent Financial Adviser, as set out in Part IV and Part V of this Scheme Document, respectively, the Explanatory Statement as set out in Part VI of this Scheme Document, the property valuation reports as set out in Appendix II to this Scheme Document, the terms of the Scheme as set out in Appendix IV to this Scheme Document, the notice of the Court Meeting as set out in Appendix V to this Scheme Document, the notice of the General Meeting as set out in Appendix VI to this Scheme Document and the other appendices to this Scheme Document. In addition, a **pink** form of proxy for the Court Meeting and a **white** form of proxy for the General Meeting are enclosed with this Scheme Document.

By order of the Board


Goldlion Holdings Limited
Kam Yiu Kwok
Company Secretary