
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 to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Golden Ponder Holdings Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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GOLDEN PONDER HOLDINGS LIMITED**金倫控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1783)

**(1) PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE
SHARES, (2) PROPOSED RE-ELECTION OF DIRECTORS,
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM (as defined herein) of the Company to be held at Studio Room 2, 4/F, Pentahotel Hong Kong, Kowloon, 19 Luk Hop Street, San Po Kong, Kowloon, Hong Kong on Wednesday, 21 August 2019 at 10 a.m. is set out on pages 17 to 21 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you intend to attend the AGM, you are advised to read this circular and to complete the enclosed form of proxy and return it in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible, but in any event no less than 48 hours before the time appointed for holding the AGM (i.e., no later than 10 a.m. on Monday, 19 August 2019) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

19 July 2019

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Studio Room 2, 4/F, Pentahotel Hong Kong, Kowloon, 19 Luk Hop Street, San Po Kong, Kowloon, Hong Kong on Wednesday, 21 August 2019 at 10 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 17 to 21 of this circular
“Articles of Association”	the amended and restated articles of association of the Company adopted on 25 July 2018 (as amended, supplemented or otherwise modified from time to time)
“Board”	the board of Directors
“Capitalisation Issue”	the allotment and issue of 599,970,000 Shares made upon capitalisation of certain sum standing to the credit of the share premium account of the Company
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Golden Ponder Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which were listed on Main Board (Stock code: 1783)
“controlling shareholder”	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)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	12 July 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended, supplemented or otherwise modified from time to time)
“Nomination Committee”	the nomination committee of the Company
“Placing”	the offer of 180,000,000 Shares as further described in the Prospectus
“Proposed Extension Mandate”	to extend the Proposed Issue Mandate to the Directors to issue and allot additional Shares by adding the number of Shares repurchased by the Company under the Proposed Repurchase Mandate
“Proposed Issue Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution at the AGM
“Proposed Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution at the AGM
“Prospectus”	prospectus of the Company dated 7 August 2018
“Public Offer”	the conditional offering by the Company of 20,000,000 Shares for subscription in Hong Kong at the offer price of HK\$0.55 per Share and subject to the terms and conditions as described in the Prospectus
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended, supplemented or otherwise modified from time to time)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholders”	the holder(s) of the Share(s)

DEFINITIONS

“Share Offer”	the Public Offer and the Placing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers (as amended, supplemented or otherwise modified from time to time)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD

GOLDEN PONDER HOLDINGS LIMITED 金倫控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1783)

Executive Directors:

Mr. Chan Kam Tong (*Chairman*)

Mr. Chan Kam Ming

Independent non-executive Directors:

Mr. Hau Wing Shing Vincent

Mr. Szeto Cheong Mark

Mr. Wan Simon

Registered Office:

Clifton House

75 Fort Street

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Headquarters, Head Office
and Principal Place of
Business in Hong Kong:*

Offices F & G, Floor 23

Maxgrand Plaza

No. 3 Tai Yau Street

San Po Kong, Kowloon

Hong Kong

19 July 2019

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE
SHARES, (2) PROPOSED RE-ELECTION OF DIRECTORS,
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the following matters to be put forward at the AGM for Shareholders' consideration and, if thought fit, approval of, among other things:

- (i) the grant of the Proposed Issue Mandate to the Directors;
- (ii) the grant of the Proposed Repurchase Mandate to the Directors;
- (iii) the grant of the Proposed Extension Mandate to the Directors; and
- (iv) the re-election of Directors.

LETTER FROM THE BOARD

PROPOSED GENERAL MANDATES

Pursuant to the written resolutions of the then Shareholders passed on 25 July 2018, the Directors were granted by the then Shareholder (i) a general and unconditional mandate to allot, issue and deal in Shares not exceeding 20% of the total number of Shares in issue immediately following the completion of the Capitalisation Issue and the Share Offer (but excluding any Shares which may be allotted and issued pursuant to the exercise of the Adjustment Options (as defined in the Prospectus) or any options which may be granted under the Share Option Scheme (as defined in the Prospectus)); (ii) a general and unconditional mandate to repurchase Shares up to 10% of the total number of Shares in issue immediately following the completion of the Capitalisation Issue and the Share Offer (but excluding any Shares which may be allotted and issued pursuant to the exercise of the Adjustment Options (as defined in the Prospectus) or any options which may be granted under the Share Option Scheme (as defined in the Prospectus)); and (iii) to extend the general and unconditional mandate mentioned in (i) above by the addition of an amount representing the total number of Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to (ii) above.

Subject to the passing of the relevant ordinary resolutions at the AGM, the general and unconditional mandate to allot, issue and deal in Shares mentioned in (i) above, the general and unconditional mandate to repurchase Shares mentioned in (ii) above and the extended general and unconditional mandate mentioned in (iii) above will continue to be in force until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company immediately after the AGM;
- (ii) the expiration of the period within which the next annual general meeting of the Company immediately after the AGM is required by the Articles of Association or any applicable laws to be held; and
- (iii) the date upon which the authority given under the corresponding resolution as set out in the AGM Notice is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

It is therefore proposed to seek the Shareholders approval by way of ordinary resolutions to be proposed at the AGM to approve the Proposed Issue Mandate, the Proposed Repurchase Mandate and the Proposed Extension Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions number 4 to 5 set out in the notice of AGM on pages 17 to 21 of this circular for details of the Proposed Issue Mandate and Proposed Repurchase Mandate.

As at the Latest Practicable Date, the number of issued Shares of the Company was 800,000,000 Shares, assume no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant to the Directors an authority to issue up to 160,000,000 Shares.

LETTER FROM THE BOARD

An explanatory statement containing all relevant information relating to the Proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary, as required by the Listing Rules, to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the Proposed Repurchase Mandate.

PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises five Directors, namely Mr. Chan Kam Tong, Mr. Chan Kam Ming, Mr. Hau Wing Shing Vincent, Mr. Szeto Cheong Mark and Mr. Wan Simon.

Article 108 of the Articles of Association provides that at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment, and so that as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. The retiring Directors shall be eligible for re-election. Accordingly, Mr. Hau Wing Shing Vincent, Mr. Szeto Cheong Mark and Mr. Wan Simon shall retire at the AGM and being eligible, would offer themselves for re-election.

Biographical details of the Directors who are standing for re-election at the AGM, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

In reviewing the structure, size and composition of the Board and in proposing individuals for re-election as Directors at the AGM, the Nomination Committee considered the Board diversity from a number of aspects, including but not limited to gender, age, cultural, educational background, experience (professional or otherwise), skills and knowledge.

For the proposal of re-election of each of Mr. Hau Wing Shing Vincent, Mr. Szeto Cheong Mark and Mr. Wan Simon, the Board and the Nomination Committee have reviewed and assessed the annual confirmation of independence of each of them based on the independence criteria as set out in Rule 3.13 of the Listing Rules and formed the view that all of them remain independent.

LETTER FROM THE BOARD

The Board and the Nomination Committee are of the view that each of Mr. Hau Wing Shing Vincent, Mr. Szeto Cheong Mark and Mr. Wan Simon has demonstrated his ability in providing professional and independent views to the affairs of the Company.

The Nomination Committee has also considered the skills, knowledge and professional experience of each of the independent non-executive Directors as described in their biographies set out in Appendix II to this circular, with reference to the board diversity policy of the Company and is of the view that Mr. Hau Wing Shing Vincent, Mr. Szeto Cheong Mark and Mr. Wan Simon possess experience in legal, accounting, finance and engineering aspects respectively which have enabled them to contribute to the diversity of the Board.

ANNUAL GENERAL MEETING

The AGM will be held at Studio Room 2, 4/F, Pentahotel Hong Kong, Kowloon, 19 Luk Hop Street, San Po Kong, Kowloon, Hong Kong on Wednesday, 21 August 2019 at 10 a.m.. A notice concerning the AGM setting out the details of the ordinary resolution to be proposed at the AGM is set out on page 17 to 21 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event no less than 48 hours before the time appointed for holding the AGM (i.e., no later than 10 a.m. on Monday, 19 August 2019) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned thereof (as the case may be) should you so wish.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement of Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 16 August 2019 to Wednesday, 21 August 2019 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Thursday, 15 August 2019.

LETTER FROM THE BOARD

VOTING AT ANNUAL GENERAL MEETING

Pursuant to rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the AGM must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter (as defined in the Note to rule 13.39(4) of the Listing Rules) to be voted on by a show of hands.

RECOMMENDATIONS

The Directors believe that the resolutions proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favor of all the resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text shall prevail over the Chinese text in this circular.

On behalf of the Board of
Golden Ponder Holdings Limited
Chan Kam Tong
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with 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 Proposed Repurchase Mandate.

1. SHAREHOLDERS' APPROVAL

All proposed repurchases of shares by the Company with its primary listing must be approved in advance by way of an ordinary resolution, either of a specific approval of a particular transaction or of a general mandate to the Directors to make such repurchases.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 800,000,000 Shares. Subject to the passing of the ordinary resolution approving the Proposed Repurchase Mandate and on the basis that no Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the exercise of the Proposed Repurchase Mandate in full would enable the Company to repurchase a maximum of 80,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of passing of the resolution, during the period from the date of the passing of the resolution to the earliest of the conclusion of the next annual general meeting of the Company, the date by which the next annual general meeting of the Company immediately after the AGM is required to be held by the Articles of Association or any applicable laws or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting (“**Proposed Repurchase Period**”).

3. REASONS FOR THE REPURCHASE

The Directors believe that the Proposed Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Proposed Repurchase Mandate (if approved at the AGM) may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earning per Share. The Proposed Repurchase Mandate will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES OF SHARES

Repurchases of Shares made pursuant to the Proposed Repurchase Mandate must be made out of funds legally available for such purpose in accordance with the Articles of Association, the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by its Articles of Association and subject to the provisions of the Companies Law, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital.

5. GENERAL

There could be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements for the year ended 31 March 2019) in the event that the Proposed Repurchase Mandate was to be exercised in full at any time during the Proposed Repurchase Period. However, the Directors do not propose to exercise the Proposed Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company. The Directors would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole.

6. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange each month since the Company's listing on 22 August 2018 and up to the Latest Practicable Date:

	Price per Share	
	Highest (HK\$)	Lowest (HK\$)
2018		
August (since the Shares were listed on 22 August 2018)	0.520	0.375
September	0.395	0.280
October	0.325	0.244
November	0.365	0.248
December	0.295	0.250
2019		
January	0.280	0.237
February	0.260	0.230
March	0.315	0.238
April	0.360	0.260
May	0.275	0.225
June	0.244	0.205
July (up to the Latest Practicable Date)	0.217	0.191

7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will only exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate in the proposed resolution in accordance with the Listing Rules and all applicable laws, rules and regulations of the Cayman Islands from time to time in force, and the Articles of Association.

8. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company in the event that the Proposed Repurchase Mandate is approved by the Shareholders.

9. CORE CONNECTED PERSONS

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company or has undertaken not to do so in the event that the Proposed Repurchase Mandate is approved by the Shareholders.

10. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If as a result of a repurchase of Shares pursuant to the Proposed Repurchase Mandate a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Shiny Golden Limited ("**Shiny Golden**") which is legally and beneficially owned as to 50% by Mr. Chan Kam Tong, the chairman of the Board and an executive Director as well as 50% by Mr. Chan Kam Ming, the chief executive officer and an executive Director, was interested in 540,000,000 Shares, representing approximately 67.50% of all issued Shares.

In the event that the Proposed Repurchase Mandate is exercised in full, assuming that the present shareholdings and capital structure of the Company remains the same, the interest in the Company held by Shiny Golden would be increased to approximately 75% of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under rule 26 of the Takeovers Code. Except as disclosed above, the Directors are not aware of any consequence which will arise under the Takeovers Code as a result of any repurchase of Shares under the Proposed Repurchase Mandate.

Currently, the Directors have no intention to exercise the powers of the Company to make repurchase of Shares. In any event, the Directors do not intend to exercise the Proposed Repurchase Mandate to an extent which will trigger the mandatory offer requirement pursuant to the rules of the Takeovers Code or which will reduce the aggregate amount of the share capital of the Company in public hands to below 25%.

11. SHARE REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

DETAILS OF DIRECTORS FOR RE-ELECTION

The brief biographical details of the Directors proposed to be re-elected at the AGM are set out below.

Mr. Hau Wing Shing Vincent

Mr. Hau Wing Shing Vincent (侯穎承) (“**Mr. Hau**”), aged 46, was appointed as an independent non-executive Director on 24 July 2018. He is the member of the Nomination Committee and the audit committee of the Company (the “**Audit Committee**”). He is primarily responsible for providing independent judgement on issues of strategy, policy, performance, accountability, resource, key appointments and standard of conduct of the Group.

Mr. Hau was admitted in August 1997 as a solicitor of the High Court of the Hong Kong Special Administrative Region and is still currently practising as a solicitor. Since May 2006, Mr. Hau has been serving as a senior partner in Messrs. V. Hau & Chow. He is now the honorary legal advisors of Hong Kong Chinese Civil Servants’ Association, Hong Kong Nurses General Union and Shining Stars Foundation Hong Kong.

Since November 2015, Mr. Hau has been a director of WLS Limited, which is a subsidiary of Milan Station Holdings Limited (stock code: 1150) and is engaged in retailing of spa and wellness products. Mr. Hau is in charge of the business operation, cash flow and compliance matters for WLS Limited and assists to prepare and review the commercial documents for Milan Station Holdings Limited.

Mr. Hau was a director of Tim Dynamic International Company Limited (“**Tim Dynamic**”), which was a limited company selling cctv systems in Hong Kong prior to its dissolution. Due to cessation of business, Tim Dynamic was dissolved by de-registration pursuant to section 291AA(9) of the Predecessor Companies Ordinance on 8 June 2012. Mr. Hau confirms that Tim Dynamic was solvent at the time of its dissolution. Mr. Hau further confirms that there is no fraudulent act or misfeasance on his part leading to the dissolution of the abovementioned company and he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution of such company. Given that the dissolution of the above company did not involve any dishonesty or fraudulent act on the part of Mr. Hau, and did not raise any questions as to the integrity of Mr. Hau, our Directors are of the view, and the Sponsor concurs, that Mr. Hau is suitable to act as a Director under Rules 3.08 and 3.09 of the Listing Rules.

Pursuant to the terms of the appointment letter entered into between the Company and Mr. Hau, Mr. Hau's term of appointment as an independent non-executive Director is one year commencing from 24 July 2018, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. Hau is entitled to a fixed director's fee of HK\$180,000 per annum, which has been determined by the Board with reference to his duties, responsibilities, performance and results of the Group. Either the Company or Mr. Hau may terminate said appointment letter by giving no less than one month's notice in writing to the other.

Save as disclosed above, Mr. Hau did not (i) hold any other positions in the Group, (ii) have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company, (iii) have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date, or (iv) hold any directorship in any other listed company (whether in Hong Kong or overseas) in the last three years.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Hau as an independent non-executive Director nor is there any other information required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

Mr. Szeto Cheong Mark

Mr. Szeto Cheong Mark (司徒昌) (“**Mr. Szeto**”), aged 50, was appointed as an independent non-executive Director on 24 July 2018. He is the chairman of the Audit Committee and a member of the remuneration committee of the Company (the “**Remuneration Committee**”). He is primarily responsible for providing independent judgement on issues of strategy, policy, performance, accountability, resource, key appointments and standard of conduct of the Group.

Mr. Szeto obtained his bachelor's degree of science in human biology and a master's degree of MBA in accounting from University of Toronto in June 1990 and June 1992 respectively. He obtained the certificate of membership from American Institute of Certified Public Accountants in May 1994 and became an associate of Hong Kong Society of Accountants (now known as Hong Kong Institute of Certified Public Accountants (“**HKICPA**”)) in September 1994.

From November 2004 to April 2010, Mr. Szeto served and participated in numerous project financing and restructuring transactions in financial institutions and companies. Over the period, he served in various positions at Standard Chartered Bank, among which included the role of a director of the strategic client coverage group where he was responsible for the origination for corporate finance and capital markets businesses. His last position at Standard Chartered Bank was a director of the GM structured trade finance department.

Pursuant to the terms of the appointment letter entered into between the Company and Mr. Szeto, Mr. Szeto's term of appointment as an independent non-executive Director is one year commencing from 24 July 2018, subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles of Association. Under the appointment letter, Mr. Szeto is entitled to a fixed director's fee of HK\$180,000 per annum, which has been determined by the Board with reference to his duties, responsibilities, performance and results of the Group. Either the Company or Mr. Szeto may terminate said appointment letter by giving no less than one month's notice in writing to the other.

Save as disclosed above, Mr. Szeto did not (i) hold any other positions in the Group, (ii) have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (iii) have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date, or (iv) hold any directorship in any other listed company (whether in Hong Kong or overseas) in the last three years.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Szeto as an independent non-executive Director nor is there any other information required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

Mr. Wan Simon

Mr. Wan Simon (溫耀祥) (“**Mr. Wan**”), aged 51, was appointed as an independent non-executive Director on 24 July 2018. He is the chairman of the Remuneration Committee, member of the Audit Committee and member of the Nomination Committee. He is primarily responsible for providing independent judgement on issues of strategy, policy, performance, accountability, resource, key appointments and standard of conduct of the Group.

Mr. Wan obtained his bachelor's degree of science in building from South Bank University in June 1992.

Mr. Wan served 6 years in Milliken & Company till November 2000 with his last position as senior territory manager. Milliken & Company operates in a breadth of disciplines including specialty chemical, floor covering and performance materials. From May 2001 to February 2002, he worked as a project manager in Herman Miller Hong Kong Ltd., a furniture company. From April 2003 to September 2004, he worked at Dupont Textiles & Interiors (Hong Kong) Limited (now known as INVISTA (Hong Kong) Ltd.) as a regional maintenance operations manager.

Pursuant to the terms of the appointment letter entered into between the Company and Mr. Wan, Mr. Wan's term of appointment as an independent non-executive Director is one year commencing from 24 July 2018, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. Wan is entitled to a fixed director's fee of HK\$180,000 per annum, which has been determined by the Board with reference to his duties, responsibilities, performance and results of the Group. Either the Company or Mr. Wan may terminate said appointment letter by giving no less than one month's notice in writing to the other.

Save as disclosed above, Mr. Wan did not (i) hold any other positions in the Group, (ii) have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (iii) have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date, or (iv) hold any directorship in any other listed company (whether in Hong Kong or overseas) in the last three years.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Wan as an independent non-executive Director nor is there any other information required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

NOTICE OF AGM

GOLDEN PONDER HOLDINGS LIMITED 金倫控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1783)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of shareholders of Golden Ponder Holdings Limited (the “**Company**”) will be held at Studio Room 2, 4/F, Pentahotel Hong Kong, Kowloon, 19 Luk Hop Street, San Po Kong, Kowloon, Hong Kong on Wednesday, 21 August 2019 at 10 a.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the independent auditor of the Company for the year ended 31 March 2019;
2.
 - (a) To re-elect Mr. Hau Wing Shing Vincent as an independent non-executive Director;
 - (b) To re-elect Mr. Szeto Cheong Mark as an independent non-executive Director;
 - (c) To re-elect Mr. Wan Simon as an independent non-executive Director; and
 - (d) to authorise the board of Directors (the “**Board**”) to fix remuneration of Directors.
3. To re-appoint BDO Limited as the independent auditor of the Company and to authorise the Board to fix its remuneration;

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as special business, to consider and, if thought fit, pass the following resolutions (with or without amendments) as ordinary resolutions:

4. **“THAT:**
- (a) Subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (the “**Shares**”) of HK\$0.01 each in the share capital of the Company or securities convertible into such Shares or options, warrants, or similar right to subscribe for any Shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures 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 convertible into Shares) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares) during or after the end of the Relevant Period;
 - (c) the total number of Shares to be allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any share option scheme adopted by the Company 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 and/or any eligible persons thereunder of shares or rights to subscribe for shares in the capital of the Company; (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part a dividend pursuant to the articles of association of the Company (the “**Articles of Association**”) from time to time; or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the total number of the issued Shares as at the time of passing this resolution, and the said approval shall be limited accordingly; and

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- (d) for the purpose of this resolution, “**Relevant Period**” means the period from 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 or any applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority given under 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 of the Company open for a period fixed by the Company or the Directors to holders of shares of the Company 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 as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

5. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the share capital of the Company on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers to repurchase such shares are subject to and in accordance with all applicable laws and requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;

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- (c) the total number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of the issued Shares as at the time 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 passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT** conditional upon the passing of resolutions 4 and 5 as set out in this notice convening the Meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to resolution 4 as set out in this notice convening the Meeting of which this resolution forms part be and is hereby extended by the addition thereto of the total number of Shares which may be repurchased by the Company under the authority granted pursuant to resolution 5 as set out in this notice convening the Meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the total number of the issued Shares as at the date of passing this resolution.”:

On behalf of the Board of
Golden Ponder Holdings Limited
Chan Kam Tong
Chairman

Hong Kong, 19 July 2019

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Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the Meeting (or any adjournment thereof), 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 Meeting personally or by proxy, that one of the said persons 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.
4. In order to be valid, the proxy form, together with the 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 branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to resolution No. 2, all applicable Directors will retire from office at the Meeting in accordance with the Articles of Association and, being eligible, will offer themselves for re-election. Biographical details of these Directors are set out in Appendix II to this circular.
7. An explanatory statement as required by the Listing Rules in connection with the repurchase mandate under resolution No. 5 above is set out in Appendix I to this circular.
8. The register of members of the Company will be closed from Friday, 16 August 2019 to Wednesday, 21 August 2019, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 15 August 2019.
9. A form of proxy for use by shareholders at the Meeting is enclosed.

As at the date of this notice, the executive Directors of the Company are Mr. Chan Kam Tong and Mr. Chan Kam Ming, and the independent non-executive Directors of the Company are Mr. Hau Wing Shing Vincent, Mr. Szeto Cheong Mark and Mr. Wan Simon.