
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 licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Gold-Finance Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



GOLD-FINANCE HOLDINGS LIMITED

金誠控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1462)

**PROPOSED GENERAL MANDATES
TO ISSUE AND TO REPURCHASE SHARES
PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND
ELECTION OF NEW DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of Gold-Finance Holdings Limited to be held at 2806–2807, 28/F., Champion Tower, 3 Garden Road, Central, Hong Kong on Monday, 19 September 2016 at 10:00 a.m. is set out on pages 20 to 24 of this circular. A form of proxy for use at the AGM (or any adjournment thereof) is enclosed herewith. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.gold-finance-gp.com.hk>).

Whether or not you are able to attend and vote at the AGM (or any adjournment thereof), you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. 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) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

19 July 2016

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
1. INTRODUCTION	3
2. PROPOSED GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES	4
3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND ELECTION OF NEW DIRECTOR	5
4. ANNUAL GENERAL MEETING, PROXY ARRANGEMENT AND CLOSURE OF REGISTER OF MEMBERS	6
5. VOTING BY POLL	6
6. RESPONSIBILITY OF THE DIRECTORS	7
7. RECOMMENDATION	7
8. MISCELLANEOUS	7
APPENDIX I — EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE	8
APPENDIX II — DETAILS OF THE RETIRING DIRECTORS AND NEW DIRECTOR PROPOSED TO BE RE-ELECTED OR ELECTED AT THE ANNUAL GENERAL MEETING ..	11
NOTICE OF ANNUAL GENERAL MEETING	20

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 2806–2807, 28/F., Champion Tower, 3 Garden Road, Central, Hong Kong on Monday, 19 September 2016 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the AGM Notice, or any adjournment thereof
“AGM Notice”	the notice of AGM as set out on pages 20 to 24 of this circular
“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors of the Company
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Gold-Finance Holdings Limited 金誠控股有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1462)
“Director(s)”	(a) director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	15 July 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Memorandum and Articles of Association”	the Memorandum and Articles of Association of the Company as amended, modified or otherwise supplemented from time to time

DEFINITIONS

“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)” or “Member(s)”	(a) holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong
“%”	per cent



GOLD-FINANCE HOLDINGS LIMITED

金誠控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1462)

Executive Directors:

Mr. Wei Jie
(Chairman and Chief Executive Officer)
Ms. Xu Li Yun
Mr. Jiang Junwei
Ms. Fan Qi

Registered Office:

Appleby Trust (Cayman) Ltd.
Clifton House
75 Fort Street, P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Independent Non-Executive Directors:

Mr. Niu Zhongjie
Mr. Cheung Ying Kwan
Mr. Chen Zhao

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

2806–2807, 28/F.
Champion Tower
3 Garden Road
Central, Hong Kong

19 July 2016

To the Shareholders

Dear Sir/Madam,

**PROPOSED GENERAL MANDATES
TO ISSUE AND TO REPURCHASE SHARES
PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND
ELECTION OF NEW DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the resolutions to be proposed at the AGM to be held at 2806–2807, 28/F., Champion Tower, 3 Garden Road, Central, Hong Kong on Monday, 19 September 2016 at 10:00 a.m., including (i) the granting of the Issue Mandate and the Repurchase Mandate; (ii) the

LETTER FROM THE BOARD

extension of the Issue Mandate by adding to it the aggregate number of the issued Shares purchased by the Company under the Repurchase Mandate; and (iii) the re-election of the retiring Directors and the election of a new Director.

2. PROPOSED GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 18 September 2015, general mandates were granted to the Directors to issue and repurchase Shares. Such mandates will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to seek the approval from the Shareholders for:

- (i) the granting of the Issue Mandate to the Directors to allot, issue or deal with additional Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the AGM Notice (i.e. an aggregate nominal amount of Shares up to HK\$800,000.00 (equivalent to 80,000,000 Shares) on the basis that the existing issued share capital of the Company of 400,000,000 Shares remains unchanged as at the date of the AGM);
- (ii) the granting of the Repurchase Mandate to the Directors to purchase Shares on the Stock Exchange or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the AGM Notice (i.e. an aggregate nominal amount of Shares up to HK\$400,000.00 (equivalent to 40,000,000 Shares) on the basis that the existing issued share capital of the Company of 400,000,000 Shares remains unchanged as at the date of the AGM); and
- (iii) the extension of the Issue Mandate by adding the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate, if granted, will remain effective until 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 any applicable laws of the Cayman Islands or the Memorandum and Articles of Association to be held; or (iii) the revocation or variation by an ordinary resolution of the Shareholders in general meeting.

With reference to the Issue Mandate and Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue any new Shares or repurchase any Shares pursuant thereto.

LETTER FROM THE BOARD

In accordance with the requirements of the Listing Rules, the Company shall send to the Shareholders an explanatory statement containing all requisite information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement in connection with the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND ELECTION OF NEW DIRECTOR

In accordance with article 112 of the Articles of Association, the following Directors who were appointed by the Board as additions to the then existing Board with effect from 3 February 2016 shall hold office until the date of the AGM:

Name	Position
Mr. Wei Jie	Executive Director
Ms. Xu Li Yun	Executive Director
Mr. Jiang Junwei	Executive Director
Ms. Fan Qi	Executive Director
Mr. Niu Zhongjie	Independent non-executive Director
Mr. Cheung Ying Kwan	Independent non-executive Director
Mr. Chen Zhao	Independent non-executive Director

Mr. Wei Jie, Ms. Xu Li Yun, Mr. Jiang Junwei, Mr. Niu Zhongjie, Mr. Cheung Ying Kwan and Mr. Chen Zhao, being eligible, will offer themselves for re-election at the AGM.

Ms. Fan Qi will not offer herself for re-election at the AGM. Ms. Fan is not aware of any disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders.

The Nomination Committee of the Company has reviewed the re-election of such Directors and recommended to the Board that the re-election be proposed for the Shareholders' approval at the AGM. The Nomination Committee of the Company has also assessed the independence of all independent non-executive Directors. All the independent non-executive Directors of the Company satisfy the criteria set out in rule 3.13 of the Listing Rules.

Following the recommendation from the Company's Nomination Committee, the Directors recommend to the Shareholders that Mr. Wong Kam Ting be elected as an executive Director at the AGM in accordance with article 111 of the Articles of Association to fill the casual vacancy arising from the retirement of Ms. Fan Qi. If approved by the Shareholders at the AGM, Mr. Wong Kam Ting will serve as an executive Director.

Pursuant to rule 13.74 of the Listing Rules, brief biographical and other details of the above retiring Directors offering themselves for re-election and Mr. Wong Kam Ting are set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING, PROXY ARRANGEMENT AND CLOSURE OF REGISTER OF MEMBERS

The AGM Notice, which contains, among others, the ordinary resolutions to approve the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of the retiring Directors and election of new Director is set out on pages 20 to 24 to this circular.

As at the Latest Practicable Date, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

A form of proxy for use at the AGM (or any adjournment thereof) is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.gold-finance-gp.com.hk>). Whether or not you are able to attend and vote at the AGM (or any adjournment thereof), you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and deliver it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so desire and in such event, the instrument appointing a proxy shall be deemed to be revoked.

As stated in the announcement dated 20 June 2016 of the Company, the register of members of the Company will be closed for the purpose of determining the identity of the Shareholders who are entitled to attend and vote at the AGM, from Wednesday, 14 September 2016 to Monday, 19 September 2016, both days inclusive, during which period no transfer of Shares of the Company will be effected.

5. VOTING BY POLL

Pursuant to rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

6. RESPONSIBILITY OF THE DIRECTORS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

7. RECOMMENDATION

The Board believes that the resolutions proposed in the AGM Notice are in the interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of all the resolutions to be proposed at the AGM (or any adjournment thereof).

8. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text in case of discrepancy.

Yours faithfully,
By Order of the Board
Gold-Finance Holdings Limited
WEI Jie
Chairman and Chief Executive Officer

This explanatory statement contains the information required by the Listing Rules. Its purpose is to provide the Shareholders with requisite information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the AGM Notice in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, i.e. being 400,000,000 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, an aggregate nominal amount of Shares up to HK\$400,000.00 (equivalent to 40,000,000 Shares), representing 10% of the aggregate nominal amount of Shares in issue as at the date of the AGM.

2. REASONS FOR REPURCHASE OF SHARES

The Directors have no present intention for any repurchase of Shares but are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The Directors believe that it is in the interests of the Company, the Group and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market.

Such repurchases of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made if the Directors believe that such a repurchase will benefit the Company, the Group and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles of Association, the Listing Rules and the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

Pursuant to the Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilised in this connection, including profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or out of share premium account or, if authorised by the Articles of Association and subject to the Companies Law, out of capital of the Company and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2016) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing levels of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), have any present intention, if the granting of the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to do so, in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

6. SHARE PRICES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

Year & Month	Highest HK\$	Lowest HK\$
2015		
July	2.10	1.10
August	2.15	1.52
September	1.70	1.56
October	2.16	1.61
November	2.55	1.90
December	2.68	2.14
2016		
January	2.52	2.45
February	2.70	2.24
March	—	—
April	4.53	2.55
May	5.80	3.80
June	6.02	5.00
July (up to the Latest Practicable Date)	6.47	5.20

7. SHARE REPURCHASES MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

8. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

9. EFFECT OF TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), 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 rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

Assuming that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, on exercise in full of the Repurchase Mandate, the number of issued Shares will decrease from 400,000,000 to 360,000,000. As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Gold-Finance (Hong Kong) Asset Management Limited was a controlling shareholder of the Company (as defined in the Listing Rules) which was directly interested in 300,000,000 Shares (representing 75% of the total issued share capital of the Company). Gold-Finance (Hong Kong) Asset Management Limited is a wholly-owned subsidiary of Zhejiang Jin Cheng Asset Management Company Limited (浙江金誠資產管理有限公司) ("Zhejiang Jin Cheng"), which in turn is wholly-owned by Ningbo He Ze Run Industrial Investment Limited (寧波和澤潤實業投資有限公司) ("Ningbo He Ze Run"). Ningbo He Ze Run is beneficially owned as to 90% by Mr. Wei Jie, the Chairman and executive Director of the Company. In the event that the Directors exercised in full the power to repurchase Shares, which is proposed to be granted pursuant to the Repurchase Mandate, the aggregate shareholding of Gold-Finance (Hong Kong) Asset Management Limited, Zhejiang Jin Cheng, Ningbo He Ze Run and Mr. Wei would be increased to approximately 83.33% of the issued share capital of the Company (if Gold-Finance (Hong Kong) Asset Management Limited does not participate in such repurchase).

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under rule 26 of the Takeovers Code. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required under the Listing Rules.

The following are the biographical details of the retiring Directors who, being eligible, will offer themselves for re-election at the AGM:

(1) Mr. Wei Jie (韋杰)

Mr. Wei Jie (“Mr. Wei”), aged 35, is our executive Director, Chairman of the Board and Chief Executive Officer, the Chairman of the Nomination Committee and a member of the Remuneration Committee of the Company since February 2016. Mr. Wei completed a three-year distance learning course offered by Zhejiang University (浙江大學) and obtained his undergraduate degree in law therefrom in 2005. Mr. Wei then obtained his master degree in law from Zhejiang University Guanghua Law School (浙江大學光華法學院) in June 2013. Mr. Wei started his legal training in 2001 as a legal assistant in Zhejiang Yuehanlin Law Firm (浙江越翰林律師事務所) and was later retained and worked as an attorney in the same firm until 2007. Mr. Wei is the chairman and chief executive officer of Gold-Finance (Holding) Group Co. Ltd.. Mr. Wei joined Hangzhou Jinzhicheng Wealth Management Consulting Co. Ltd. (杭州金至誠理財諮詢有限公司) (“Jinzhicheng”) in May 2009. Mr. Wei has taken part and led the design of many finance management projects. These projects include large government related products such as “金浙一號” and “金蘇一號” and real estate type products like Lingshan Fund. Since 2009, Mr. Wei promoted and founded a national high-end financial forum “Xihu Lunjin” (西湖論金) where many well-known economists, economic strategists and senior managers gather and discuss about the economy and asset management. Mr. Wei is the cousin of Ms. Xu Li Yun, an executive Director of the Company.

As at the Latest Practicable Date, Mr. Wei has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Wei is appointed as an executive Director for a term of three years commencing from 3 February 2016. He is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. Wei is entitled to an annual Director’s fee of HK\$144,000, in accordance with the appointment letter entered into between Mr. Wei and the Company. The remuneration of Mr. Wei is determined and recommended by the Remuneration Committee and approved by the Board with reference to his background, qualifications, experience and level of responsibilities undertaken with the Company and prevailing market conditions and is subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wei (i) does not hold any other positions in the Company or its subsidiaries; (ii) does not have any other relationship with any other Directors, senior management, or substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iii) does not have other major appointments and professional qualifications.

At the Latest Practicable Date, Mr. Wei beneficially owned 90% of Ningbo He Ze Run, which in turn, directly owned 100% of Zhejiang Jin Cheng, which in turn, directly owned 100% of Gold-Finance (Hong Kong) Asset Management Limited. Gold-Finance (Hong Kong) Asset Management Limited is therefore a controlled corporation of Mr. Wei pursuant to Section 316 of the SFO. As such, the 300,000,000 Shares, representing 75% of the total issued Shares of the Company attributable to Gold-Finance (Hong Kong) Asset Management Limited are attributable to Mr. Wei. Save as disclosed above, Mr. Wei is not interested or deemed to be interested in any Shares or underlying Shares of the Company or any of its associated corporation within the meaning of Part XV of the SFO as recorded in the register required to be kept under Section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Save for the information disclosed above, there is no information of Mr. Wei that is required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Wei that need to be brought to the attention of the Shareholders.

(2) Ms. Xu Li Yun (徐黎雲)

Ms. Xu Li Yun (“Ms. Xu”), aged 35, is our executive Director since February 2016. Ms. Xu obtained her bachelor’s degree in financial accounting from Shanghai University of Finance and Economics (上海財經大學) on 30 December 2005 (through self-study examination of higher education). Ms. Xu has been the general manager of finance department of Zhejiang Chengze Jinkai Investment Management Co. Ltd. (浙江誠澤金開投資管理有限公司) (“Chengze Jinkai”) since November 2012. She is in charge of establishing and improving the financial control system and making strategic suggestions. From April 2005 to March 2007, Ms. Xu worked for Taiying (Shanghai) International Trade Co. Ltd. (泰映(上海)國際貿易有限公司) and from May 2007 to June 2011, Ms. Xu worked for Zhongda Electronic Communication Co. Ltd. (中達電通股份有限公司). Ms. Xu served as financial executive and deputy financial controller of Chengze Jinkai from July 2011 to March 2012 and from April 2012 to October 2012, respectively. Ms. Xu is the cousin of Mr. Wei, the Chairman, Chief Executive Officer and executive Director of the Company.

As at the Latest Practicable Date, Ms. Xu has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Ms. Xu is appointed as an executive Director for a term of three years commencing from 3 February 2016. She is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Ms. Xu is entitled to an annual Director’s fee of HK\$144,000, in accordance with the appointment letter entered into between Ms. Xu and the Company. The remuneration of Ms. Xu is determined and recommended by the Remuneration Committee and approved by the Board with

reference to her background, qualifications, experience and level of responsibilities undertaken with the Company and prevailing market conditions and is subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above, as at the Latest Practicable Date, Ms. Xu (i) does not hold any other positions in the Company or its subsidiaries; (ii) does not have any other relationship with any other Directors, senior management, or substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iii) does not have other major appointments and professional qualifications.

As at the Latest Practicable Date, Ms. Xu does not have any interest in the Shares or underlying Shares of the Company or any of its associated corporation within the meaning of Part XV of SFO as recorded in the register required to be kept under Section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Save for the information disclosed above, there is no information of Ms. Xu that is required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Xu that need to be brought to the attention of the Shareholders.

(3) Mr. Jiang Junwei (姜峻偉)

Mr. Jiang Junwei (“Mr. Jiang”), aged 31, is our executive Director since February 2016. Mr. Jiang obtained his bachelor’s degree in machine design and automation from Shenzhen University (深圳大學) on 28 July 2007 and master of science degree in financial engineering from Polytechnic Institute of New York University, United States, on 18 May 2010. Mr. Jiang has been the general manager of the Shenzhen Product Centre of Chengze Jinkai since April 2014. From September 2010 to April 2014, Mr. Jiang worked for China Everbright Securities (HK) Limited.

As at the Latest Practicable Date, Mr. Jiang has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Jiang is appointed as an executive Director for a term of three years commencing from 3 February 2016. He is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. Jiang is entitled to an annual Director’s fee of HK\$144,000, in accordance with the appointment letter entered into between Mr. Jiang and the Company. The remuneration of Mr. Jiang is determined and recommended by the Remuneration Committee and approved by the Board with reference to his background, qualifications, experience and level of responsibilities undertaken with the Company and prevailing market conditions and is subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above, as at the Latest Practicable Date, Mr. Jiang (i) does not hold any other positions in the Company or its subsidiaries; (ii) does not have any other relationship with any other Directors, senior management, or substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iii) does not have other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Jiang does not have any interest in the Shares or underlying Shares of the Company or any of its associated corporation within the meaning of Part XV of SFO as recorded in the register required to be kept under Section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Save for the information disclosed above, there is no information of Mr. Jiang that is required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Jiang that need to be brought to the attention of the Shareholders.

(4) Mr. Niu Zhongjie (牛鍾潔)

Mr. Niu Zhongjie (“Mr. Niu”), aged 47, is our independent non-executive Director, Chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee of the Company since February 2016. Mr. Niu obtained a bachelor degree in business administration from Northeast Missouri State University in May 1994. He also obtained a master degree in business administration from the University of Hong Kong in December 1999. Mr. Niu has over 10 years of experience in corporate finance industry. He is currently an executive director of Vision Finance International Company Limited. Mr. Niu has also been an executive director of Beijing Sports and Entertainment Industry Group Limited (formerly known as “ASR Logistics Holdings Limited”) (stock code: 1803), a company listed on the Main Board of the Stock Exchange since 23 April 2015.

Save as disclosed above, as at the Latest Practicable Date, Mr. Niu has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Niu is appointed as an independent non-executive Director for a term of three years commencing from 3 February 2016. He is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. Niu is entitled to an annual Director’s fee of HK\$150,000, in accordance with the appointment letter entered into between Mr. Niu and the Company. The remuneration of Mr. Niu is determined and recommended by the Remuneration Committee and approved by the Board with reference to his background, qualifications, experience and level of responsibilities undertaken with the Company and prevailing market conditions and is subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above, as at the Latest Practicable Date, Mr. Niu (i) does not hold any other positions in the Company or its subsidiaries; (ii) does not have any other relationship with any other Directors, senior management, or substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iii) does not have other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Niu does not have any interest in the Shares or underlying Shares of the Company or any of its associated corporation within the meaning of Part XV of SFO as recorded in the register required to be kept under Section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Save for the information disclosed above, there is no information of Mr. Niu that is required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Niu that need to be brought to the attention of the Shareholders.

(5) Mr. Cheung Ying Kwan (張應坤)

Mr. Cheung Ying Kwan (“Mr. Cheung”), aged 56, is our independent non-executive Director, Chairman of the Audit Committee and a member of the Remuneration Committee of the Company since February 2016. Mr. Cheung has over 21 years of experience in financial management. Mr. Cheung is currently the company secretary of China Metal Resources Utilisation Limited (stock code: 1636), a company listed on the Main Board of the Stock Exchange. From March 2006 to August 2013, Mr. Cheung was the financial controller of Gushan Environmental Energy Limited, the American depository shares of which were listed on the New York Stock Exchange from December 2007 to October 2012. From April 2001 to March 2006, Mr. Cheung also served as the qualified accountant and company secretary of Goldigit Atom-tech Holdings Limited (now known as Jinchuan Group International Resources Co. Ltd. (stock code: 2362)), a company listed on the Main Board of the Stock Exchange, and as the authorised representative of that company from December 2002 to March 2006. From November 2005 to May 2013, Mr. Cheung was an independent non-executive director of Auto Italia Holdings Limited (stock code: 720), a company listed on the Main Board of the Stock Exchange. Mr. Cheung has been an independent non-executive director of Tian Shan Development (Holding) Limited (stock code: 2118) since June 2010 and Beijing Chunlizhengda Medical Instruments Co., Ltd. (stock code: 1858) since March 2015, both listed on the Main Board of the Stock Exchange.

Mr. Cheung was admitted as a fellow member of the Association of Chartered Certified Accountants in November 2000 and an associate member of the Hong Kong Institute of Certified Public Accountants in April 1995. Mr. Cheung obtained a diploma in fabric manufacturing from the Hong Kong Polytechnic in September 1981.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cheung has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Cheung is appointed as an independent non-executive Director for a term of three years commencing from 3 February 2016. He is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. Cheung is entitled to an annual Director's fee of HK\$150,000, in accordance with the appointment letter entered into between Mr. Cheung and the Company. The remuneration of Mr. Cheung is determined and recommended by the Remuneration Committee and approved by the Board with reference to his background, qualifications, experience and level of responsibilities undertaken with the Company and prevailing market conditions and is subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cheung (i) does not hold any other positions in the Company or its subsidiaries; (ii) does not have any other relationship with any other Directors, senior management, or substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iii) does not have other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Cheung does not have any interest in the Shares or underlying Shares of the Company or any of its associated corporation within the meaning of Part XV of SFO as recorded in the register required to be kept under Section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Save for the information disclosed above, there is no information of Mr. Cheung that is required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Cheung that need to be brought to the attention of the Shareholders.

(6) Mr. Chen Zhao (陳釗)

Mr. Chen Zhao ("Mr. Chen"), aged 43, is our independent non-executive Director and a member of the Audit Committee and Nomination Committee of the Company since February 2016. Mr. Chen obtained his Bachelor of arts degree in economics and doctor of Philosophy degree in economics, both from Fudan University in 1996 and 2001 respectively. Since November 2007, Mr. Chen has been a professor in Fudan University and he is also the deputy director of China Center for Economic Studies in Fudan University.

As at the Latest Practicable Date, Mr. Chen has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Chen is appointed as an independent non-executive Director for a term of three years commencing from 3 February 2016. He is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. Chen is entitled to an annual Director's fee of HK\$150,000, in accordance with the appointment letter entered into between Mr. Chen and the Company. The

remuneration of Mr. Chen is determined and recommended by the Remuneration Committee and approved by the Board with reference to his background, qualifications, experience and level of responsibilities undertaken with the Company and prevailing market conditions and is subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen (i) does not hold any other positions in the Company or its subsidiaries; (ii) does not have any other relationship with any other Directors, senior management, or substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iii) does not have other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Chen does not have any interest in the Shares or underlying Shares of the Company or any of its associated corporation within the meaning of Part XV of SFO as recorded in the register required to be kept under Section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Save for the information disclosed above, there is no information of Mr. Chen that is required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders.

The following are the biographical details of Mr. Wong Kam Ting:

(1) Mr. Wong Kam Ting (黃金定)

Mr. Wong Kam Ting (“Mr. Wong”), aged 31, is the Company’s company secretary, the financial controller, an authorised representative of the Company under Rule 3.05 of the Listing Rules and an authorised representative of the Company for accepting service of process or notice in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) since 4 March 2016. Mr. Wong has seven years of experience in the field of auditing, equity research and investment. Mr. Wong began his career in PricewaterhouseCoopers as an auditor. Prior to joining the Company, Mr. Wong served as a research analyst in various investment banks. Mr. Wong received his bachelor’s degree in Business Administration with a major in Professional Accountancy from The Chinese University of Hong Kong in 2008. He is also a member of the Hong Kong Institute of Certified Public Accountants.

As at the Latest Practicable Date, Mr. Wong has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

If approved by the Shareholders, Mr. Wong will be elected as an executive Director for an initial term of three years commencing from the date of the AGM. If elected, he will be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Listing Rules and the Articles of Association. Mr. Wong will be entitled to an annual Director’s fee of HK\$144,000. The remuneration of Mr. Wong is determined and recommended by the Remuneration Committee and approved by the Board with reference to his background, qualifications, experience and level of responsibilities undertaken with the Company and prevailing market conditions and is subject to annual review by the Remuneration Committee and the Board. His annual Director’s fee will be covered by the letter of appointment to be issued by the Company and any subsequent revision approved by the Board.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wong (i) does not hold any other positions in the Company or its subsidiaries; (ii) does not have any other relationship with any other Directors, senior management, or substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iii) does not have other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Wong does not have any interest in the Shares or underlying Shares of the Company or any of its associated corporation within the meaning of Part XV of SFO as recorded in the register required to be kept under Section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Save for the information disclosed above, there is no information of Mr. Wong that is required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning the election of Mr. Wong as executive Director that need to be brought to the attention of the Shareholders.



GOLD-FINANCE HOLDINGS LIMITED

金誠控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1462)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting (“AGM”) of Gold-Finance Holdings Limited (the “**Company**”) will be held at 2806–2807, 28/F., Champion Tower, 3 Garden Road, Central, Hong Kong on Monday, 19 September 2016 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company and the independent auditors of the Company (the “**Auditors**”) for the year ended 31 March 2016.
2.
 - (a) To re-elect Mr. Wei Jie (韋杰) as an executive director of the Company.
 - (b) To re-elect Ms. Xu Li Yun (徐黎雲) as an executive director of the Company.
 - (c) To re-elect Mr. Jiang Junwei (姜峻偉) as an executive director of the Company.
 - (d) To re-elect Mr. Niu Zhongjie (牛鍾潔) as an independent non-executive director of the Company.
 - (e) To re-elect Mr. Cheung Ying Kwan (張應坤) as an independent non-executive director of the Company.
 - (f) To re-elect Mr. Chen Zhao (陳釗) as an independent non-executive director of the Company.
 - (g) To elect Mr. Wong Kam Ting (黃金定) as an executive director of the Company.
 - (h) To authorise the board of directors of the Company to fix the respective directors’ remuneration.

NOTICE OF ANNUAL GENERAL MEETING

3. To re-appoint Ernst & Young as the Auditors and to authorise the board of directors of the Company to fix their remuneration.

To consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions of the Company:

4. **“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into shares of the Company; (iii) the exercise of option under a share option scheme of the Company; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed twenty per cent (20%) of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said mandate 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;
 - (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

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company 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 of the Company or any class thereof (subject to such exclusions or other arrangements as the directors of the Company 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 in any territory outside Hong Kong).”

5. **“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to purchase its own shares 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 which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws, rules and regulations;
- (b) the aggregate nominal amount of shares of the Company which might be repurchased by the Company pursuant to the mandate in paragraph (a) above during the Relevant Period shall not exceed ten per cent (10%) of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said mandate 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 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

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

6. “**THAT**, subject to the passing of resolutions numbered 4 and 5 set out in the notice convening this meeting (the “**Notice**”), the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares pursuant to resolution numbered 4 set out in the Notice be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the share capital of the Company which has been purchased by the Company since the granting of such general mandate pursuant to resolution numbered 5 set out in the Notice, provided that such amount of shares of the Company shall not exceed ten per cent (10%) of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution.”

By Order of the Board
Gold-Finance Holdings Limited
WEI Jie
Chairman and Chief Executive Officer

Hong Kong, 19 July 2016

Notes:

1. A form of proxy for use at the AGM (or any adjournment thereof) is enclosed herewith. Any shareholder of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a shareholder of the Company but must be present in person at the meeting to represent the shareholder.
2. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, 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 joint holders be present at the meeting, 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.
3. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be delivered to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM (or any adjournment thereof).

NOTICE OF ANNUAL GENERAL MEETING

4. Completion and delivery of the proxy form in respect of the proposed resolutions for the AGM will not preclude a shareholder of the Company from attending and voting in person at the AGM (or any adjournment thereof) should he/she so wishes and in such event, the proxy form for the AGM (or any adjournment thereof) will be deemed to have been revoked.
5. All resolutions at the AGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
6. The register of members of the Company will be closed from Wednesday, 14 September 2016 to Monday, 19 September 2016, both days inclusive, for the purpose of determining the right to attend and vote at the AGM, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all duly completed and signed transfer forms 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 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 13 September 2016.
7. In relation to resolutions numbered 2(a) to 2(g) above, particulars of the proposed re-election of the retiring directors and election of new director of the Company were set out in the circular of the Company dated 19 July 2016.