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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, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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This circular appears for information only and does not constitute an invitation or offer to Shareholders or any other persons to acquire, purchase, or subscribe for securities of Gold-Finance Holdings Limited.



GOLD-FINANCE HOLDINGS LIMITED

金誠控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1462)

PROPOSALS FOR
(1) SHARE SUBDIVISION
(2) CHANGE IN BOARD LOT SIZE
(3) INCREASE IN AUTHORISED SHARE CAPITAL
(4) AMENDMENTS TO MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
(5) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at 2806–2807, 28/F., Champion Tower, 3 Garden Road, Central, Hong Kong on Tuesday, 20 December 2016 at 10:00 a.m. is set out on pages 12 to 14 of this circular. A proxy form for use at the EGM is enclosed with this circular. Such proxy form is also published on the website of the Stock Exchange at www.hkex.com.hk and the Company at www.gold-finance-gp.com.hk.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying proxy form, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, 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 the holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so desire and in such case, the proxy form shall be deemed to be revoked.

This circular will remain on the Stock Exchange's website at www.hkex.com.hk on the "Latest Company Announcements" page for at least seven days from the date of its posting and the Company's website at www.gold-finance-gp.com.hk.

28 November 2016

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DEFINITION

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

“Announcement”	the announcement issued by the Company dated 7 November 2016
“Board”	the board of Directors
“Business Day”	a day on which licensed banks in Hong Kong are generally open for business throughout their normal business hours (other than a Saturday, Sunday or public holiday)
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 4,000 Shares to 2,000 Subdivided Shares after the Share Subdivision becoming effective
“Company”	Gold-Finance Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve the Share Subdivision, the proposed increase in authorised share capital of the Company and the proposed amendments to the Memorandum and Articles of Association
“EGM Notice”	the notice of EGM set out on pages 12 to 14 of this circular
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 November 2016, being the latest practicable date prior to the despatch of this circular for ascertaining certain information contained in this circular
“Listing Committee”	has the meaning ascribed thereto under the Listing Rules

DEFINITION

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company
“Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company
“Share Subdivision”	the proposed subdivision of each of the existing issued and unissued Shares into ten Subdivided Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company upon the Share Subdivision becoming effective

EXPECTED TIMETABLE

The expected timetable relating to the Share Subdivision, the Change in Board Lot Size, the increase in authorised share capital of the Company, the amendments to the Memorandum and Articles of Association and the associated trading arrangements are as follows:

Event	Time and date
Latest time for lodging the proxy form for the EGM (not less than 48 hours prior to time of the EGM)	10:00 a.m. on Sunday, 18 December 2016
Expected date and time of the EGM to approve the Share Subdivision, the increase in authorised share capital of the Company and the amendments to the Memorandum and Articles of Association	10:00 a.m. on Tuesday, 20 December 2016
Announcement of poll results of the EGM	Tuesday, 20 December 2016
<p>The following events are conditional on the fulfillment of the conditions for the implementation of the Share Subdivision, the increase in authorised share capital of the Company and the amendments to the Memorandum and Articles of Association, which are included in this circular.</p>	
Effective date of the Share Subdivision, the increase in authorised share capital of the Company and the amendments to the Memorandum and Articles of Association.	Wednesday, 21 December 2016
Free exchange of existing share certificates for new share certificates for the Subdivided Share commences	Wednesday, 21 December 2016
Dealing in Subdivided Shares commences	9:00 a.m. on Wednesday, 21 December 2016
Original counter for trading in Shares in board lots of 4,000 Shares temporarily closes.	9:00 a.m. on Wednesday, 21 December 2016
Temporary counter for trading in Subdivided Shares in board lots of 40,000 Subdivided Shares (in the form of existing share certificates) opens	9:00 a.m. on Wednesday, 21 December 2016

EXPECTED TIMETABLE

Event	Time and date
Original counter for trading in Subdivided Shares (in board lots of 2,000 Subdivided Shares) re-opens	9:00 a.m. on Monday, 9 January 2017
Parallel trading in existing Shares and Subdivided Shares (in form of existing share certificates and new share certificates) begins.	9:00 a.m. on Monday, 9 January 2017
Temporary counter for trading in Subdivided Shares in board lots of 40,000 Subdivided Shares (in form of existing share certificates) closes.	4:00 p.m. on Friday, 27 January 2017
Parallel trading in Shares and Subdivided Shares (in form of existing share certificates and new share certificates) ends.	4:00 p.m. on Friday, 27 January 2017
Free exchange of existing share certificates for new share certificates ends	Thursday, 2 February 2017

Note: All times and dates in this circular refer to Hong Kong local times and dates.

Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.



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

Mr. Wong Kam Ting

Registered office:

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

28 November 2016

Dear Shareholder(s),

PROPOSALS FOR
(1) SHARE SUBDIVISION
(2) CHANGE IN BOARD LOT SIZE
(3) INCREASE IN AUTHORISED SHARE CAPITAL
(4) AMENDMENTS TO MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
(5) NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the Announcement made by the Company in relation to, *inter alia*, the Share Subdivision, the Change in Board Lot Size, the proposed increase in authorised share capital of the Company and the proposed amendments to the Memorandum and Articles of Association.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with further details of the Share Subdivision, the Change in Board Lot Size, the proposed increase in authorised share capital of the Company and the proposed amendments to the Memorandum and Articles of Association, and to give you notice of the EGM to be convened for the purpose of considering and if thought fit, approving the Share Subdivision, the proposed increase in authorised share capital of the Company and the proposed amendments to the Memorandum and Articles of Association.

PROPOSED SHARE SUBDIVISION

Basis of the Share Subdivision

The Board proposes that each of the existing issued and unissued Shares of HK\$0.01 each in the share capital of the Company will be subdivided into ten Subdivided Shares of HK\$0.001 each. The Share Subdivision will become effective upon the fulfilment of the conditions set out under the section headed “Conditions of Share Subdivision” below. As at the Latest Practicable Date, the authorised share capital of the Company is HK\$10,000,000 divided into 1,000,000,000 Shares of HK\$0.01 each, of which 400,000,000 Shares are in issue and fully paid or credited as fully paid. There are no outstanding options, warrants, conversion rights or other similar rights giving rights to subscribe for any Shares as at the Latest Practicable Date.

Upon the Share Subdivision becoming effective and assuming that no further Shares are repurchased or issued prior to the Share Subdivision becoming effective, the authorised share capital of the Company will be HK\$10,000,000 divided into 10,000,000,000 Subdivided Shares of HK\$0.001 each and the issued share capital of the Company will comprise of 4,000,000,000 fully paid or credited as fully paid Subdivided Shares.

Conditions of Share Subdivision

The completion of Share Subdivision is conditional upon: (a) the passing of an ordinary resolution by the Shareholders by way of poll at the EGM for approving the Share Subdivision; and (b) the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares. Assuming all the conditions are fulfilled, the Share Subdivision will become effective from the business day immediately following the passing of the ordinary resolution as specified therein, which is expected to take place on Wednesday, 21 December 2016. Application will be made to the Stock Exchange in respect of such approval for the listing of, and permission to deal in, the Subdivided Shares.

Effect of the Share Subdivision

Upon the Share Subdivision becoming effective, the Subdivided Shares will rank *pari passu* with each other in all respects and the Share Subdivision will not result in any change in the rights of the Shareholders.

LETTER FROM THE BOARD

LISTING AND DEALING

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Subdivided Shares arising from the Share Subdivision.

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or, under contingent situation, such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the securities of the Company is listed or dealt in on which listing or permission to deal in is being or is proposed to be sought on any other stock exchanges other than the Stock Exchange.

CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Shares are traded on the Stock Exchange in board lot size of 4,000 Shares. The Board proposes that subject to the Share Subdivision becoming effective, the board lot size will be changed from 4,000 Shares to 2,000 Subdivided Shares. The Change in Board Lot Size will not affect any of the relative rights of the Shareholders.

Based on the closing price of HK\$15.4 per Share (equivalent to approximately HK\$1.54 per Subdivided Share) as at the Latest Practicable Date, the value of each board lot of 2,000 Subdivided Shares, assuming the Share Subdivision and the Change in Board Lot Size had already become effective, would be approximately HK\$3,080.

As the purpose of the Share Subdivision and the Change in Board Lot Size is to enhance the liquidity in the trading of the Shares by lowering the trading price of the Shares and the market value per board lot of Shares, the Company will not proceed with the Change in Board Lot Size if the Shareholders do not approve the Share Subdivision at the EGM.

Dealing in the Subdivided Shares on the Stock Exchange in the new board lot size of 2,000 Subdivided Shares is expected to commence at 9:00 a.m. on Monday, 9 January 2017.

EXCHANGE OF SHARE CERTIFICATES

Upon the Share Subdivision becoming effective, the Shareholders may, during the period from Wednesday, 21 December 2016 to Thursday, 2 February 2017 (both dates inclusive), submit their existing certificates for the Shares to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre,

LETTER FROM THE BOARD

183 Queen's Road East, Hong Kong, in exchange for the new share certificates for the Subdivided Shares free of charge. Thereafter, existing certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each certificate issued or cancelled, whichever is higher. Existing certificates for the Shares will continue to be good evidence of legal title and may be exchanged for certificates for Subdivided Shares at any time at the expense of the Shareholders. The new share certificates will be pale blue in colour so as to be distinguished from the existing share certificates which are yellow in colour.

TRADING ARRANGEMENT

Subject to the Share Subdivision being effective, dealings in the Subdivided Shares are expected to commence on Wednesday, 21 December 2016. Parallel trading in the Shares and Subdivided Shares (in the form of existing share certificates and new share certificates) will be operated from Monday, 9 January 2017 to Friday, 27 January 2017 (both days inclusive). Full details of the expected timetable and trading arrangement of the Subdivided Shares are set out on pages 3 to 4 of this circular.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The current authorised share capital of the Company is HK\$10,000,000 divided into 1,000,000,000 shares of HK\$0.01 each. As at the Latest Practicable Date, 400,000,000 Shares are in issue and no options granted under the share option scheme of the Company are outstanding.

The Board proposes to increase the authorised share capital of the Company to HK\$100,000,000 by the creation of additional 9,000,000,000 Shares of HK\$0.01 each, all of which will rank *pari passu* with all existing Shares.

Immediately upon completion of the proposed increase in authorised share capital of the Company and assuming no Shares are issued or repurchased from the Latest Practicable Date up to the date of the EGM, the authorised share capital of the Company will be HK\$100,000,000 divided into 10,000,000,000 shares, with 400,000,000 Shares in issue and 9,600,000,000 Shares remaining unissued.

The proposed increase in authorised share capital of the Company is subject to the approval by the Shareholders by way of poll of an ordinary resolution at the EGM. The Board believes that the proposed increase in authorised share capital of the Company is in the interests of the Company and the Shareholders as a whole.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In view of the Share Subdivision and the proposed increase in the authorised share capital of the Company, the Board also proposes to make certain amendments to the Memorandum and Articles of Association to reflect such changes. Details of the proposed amendments to the Memorandum and Articles of Association are set out in the Notice of

LETTER FROM THE BOARD

EGM, and save for the said proposed amendments, no further amendments will be made to the Memorandum and Articles of Associates. Accordingly, the Board proposes to seek the approval of the Shareholders by way of poll of a special resolution for the proposed amendments to the Memorandum and Articles of Association at the EGM.

The Memorandum and Articles of Association (not including the proposed amendments set out in the EGM Notice) is available for inspection by the Shareholders at the websites of the Stock Exchange and the Company.

Shareholders are advised that the proposed amendments to the Memorandum and Articles of Association are available only in English and the Chinese translation of the proposed amendments provided in the EGM Notice is for reference only. In case of inconsistency, please refer to the English version as it shall prevail.

REASONS FOR THE SHARE SUBDIVISION, CHANGE IN BOARD LOT SIZE AND PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

Upon the proposed Share Subdivision and Change in Board Lot Size becoming effective, the par value of each Share will decrease and the total number of Shares in issue will increase. The Share Subdivision and Change in Board Lot Size will result in a downward adjustment to the trading price of the Shares. Based on the closing price of HK\$15.4 per Share as quoted on the Stock Exchange as at the Latest Practicable Date, the market value per board lot of 4,000 Shares is HK\$61,600. The estimated market value per board lot of 2,000 Subdivided Shares will theoretically be reduced to HK\$3,080 immediately upon the Share Subdivision and Change in Board Lot Size becoming effective.

Share liquidity is subject to a number of factors, including but not limited to, share price, performance and future prospect of the listed issuer and market conditions. The Board, having considered, the historical Share prices and trading volume of the Shares for the three months ended 11 November 2016, of which the average trading volume was approximately 3.8 million, 2.9 million and 2.5 million, respectively while the average Share price (based on the average closing price of the Shares as quoted on the Stock Exchange for the said period) was approximately HK\$7.49, HK\$12.50 and HK\$17.76, respectively, together with the lower monetary hurdle of trading in the Shares by potential investors upon the Share Subdivision and Change in Board Lot Size becoming effective, is of the view that the Share Subdivision and Change in Board Lot Size would enhance the liquidity of the Shares as lower trading price of the Shares and lower entry level may attract different kinds of potential investors in the Company, thereby increasing the Shareholders' base to tackle high concentration of the shareholding of the Company in the hands of a limited number of Shareholders.

The Board considers that the proposed increase in the authorised share capital of the Company provides the Company with flexibility for fund raising by allotting and issuing new Shares in the future as and when appropriate for future investment opportunities and for other corporate purposes.

LETTER FROM THE BOARD

Save for the expenses to be incurred by the Company in relation to the Share Subdivision, the implementation of the Share Subdivision will not alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interest of the Shareholders. For the above reasons, the Board is of the view that the Share Subdivision, the Change in Board Lot Size and the proposed increase in the authorised share capital of the Company are in the interests of the Company and the Shareholders as a whole.

EGM AND PROXY ARRANGEMENT

The EGM will be held at 10:00 a.m. on Tuesday, 20 December 2016 at 2806–2807, 28/F., Champion Tower, 3 Garden Road, Central, Hong Kong for the purpose of considering and, if thought fit, approving the Share Subdivision, the proposed increase in authorised share capital of the Company and the proposed amendments to the Memorandum and Articles of Association. The notice convening the EGM is set out on pages 12 to 14 of this circular.

As no Shareholders have a material interest in the Share Subdivision, the proposed increase in authorised share capital of the Company and the proposed amendments to the Memorandum and Articles of Association, which is different from that of the other Shareholders, no Shareholders will be required to abstain from voting on the resolutions to be proposed at the EGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. An announcement on the poll vote results will be published by the Company after the EGM in the manner prescribed under the Listing Rules.

A proxy form for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, 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 EGM or any adjournment thereof. Completion and delivery of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so desire and in such case, the proxy form shall be deemed to be revoked.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the implementation of the Share Subdivision, the Change in Board Lot Size, the proposed increase in authorised share capital of the Company together with the proposed amendments to the Memorandum and Articles of Association is in the best interests of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM to approve the Share Subdivision, the proposed increase in authorised share capital of the Company and the proposed amendments to the Memorandum and Articles of Association.

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



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Gold-Finance Holdings Limited (the “Company”) will be held at 2806–2807, 28/F., Champion Tower, 3 Garden Road, Central, Hong Kong on Tuesday, 20 December 2016 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

It is resolved as the ordinary resolutions:

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subdivided Shares (as hereafter defined), with effect from the business day immediately following the day of passing of this resolution:

- (a) each of the issued and unissued ordinary shares of par value of HK\$0.01 each (the “**Shares**”) in the share capital of the Company be and is hereby subdivided into ten ordinary shares of par value of HK\$0.001 each (the “**Subdivided Shares**”), and such Subdivided Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the ordinary shares contained in the articles of association of the Company (the “**Share Subdivision**”); and
- (b) any director of the Company (“**Director**”) be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements whether under common seal of the Company or otherwise and to do all such acts or things deemed by the Director in his/her absolute discretion to be incidental to, ancillary to or in connection with the matters contemplated in and/or for implementation of the Share Subdivision, including but not limited to, to cancel any existing share certificates and to issue new share certificates in respect of the Subdivided Shares to holders of the existing shares of the Company pursuant to the Share Subdivision.”

NOTICE OF THE EGM

“**THAT** with effect from the business day immediately following the day of passing of this resolution:

- (a) the authorised share capital of the Company be increased from HK\$10,000,000 divided into 1,000,000,000 Shares of HK\$0.01 each to HK\$100,000,000 divided into 10,000,000,000 Shares of HK\$0.01 each by the creation of additional 9,000,000,000 Shares, which will rank *pari passu* with all existing Shares (the“**Increase in Authorised Share Capital**”); and
- (b) any Director be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements whether under common seal of the Company or otherwise and to do all such acts or things deemed by the Director in his/her absolute discretion to be incidental to, ancillary to or in connection with the matters contemplated in and/or to give effect to the Increase in Authorised Share Capital.”

SPECIAL RESOLUTION

It is resolved as a special resolution:

“**THAT** conditional upon the passing of the ordinary resolutions set out above in the following manner, the memorandum and articles of association of the Company be and is hereby amended, with such amendments to take effect when the Share Subdivision and the Increase in Authorised Share Capital become effective:

- (a) by substituting clause 7 of the memorandum of association of the Company in its entirety by the following:

7. The authorised share capital of the Company is HK\$100,000,000 consisting of 100,000,000,000 shares of HK\$0.001 each with the power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

and

- (b) by substituting clause 6 of the articles of association of the Company in its entirety by the following:

6. The authorised share capital of the Company is HK\$100,000,000 divided into 100,000,000,000 Shares of HK\$0.001 each.

and

NOTICE OF THE EGM

- (c) any Director be and are hereby authorised for and on behalf of the Company to do all such acts and things and execute all such documents and make all such arrangements as he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the foregoing.”

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

Hong Kong, 28 November 2016

Notes:

- (a) Any Shareholder entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and to vote instead of him/her. A proxy need not be a Shareholder. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote in his/her stead.
- (b) Where there are joint registered holders of any share, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders are present at the EGM 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 shares shall alone be entitled to vote in respect thereof.
- (c) In order to be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon must be deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- (d) Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof should he so desire and in such case the proxy form shall be deemed to be revoked.
- (e) Pursuant to the Listing Rules, any voting on the resolutions at the EGM will be taken by poll.

At the date of this notice, the Board comprises Mr. Wei Jie, Ms. Xu Li Yun, Mr. Jiang Junwei and Mr. Wong Kam Ting as executive Directors; and Mr. Niu Zhongjie, Mr. Cheung Ying Kwan and Mr. Chen Zhao as independent non-executive Directors.