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NGA CHUN HOLDINGS COMPANY LIMITED

雅駿控股有限公司

(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 (“EGM”) of Nga Chun Holdings Company Limited (the “**Company**”) will be held at 2806–2807, 28/F., Citibank Tower, 3 Garden Road, Central, Hong Kong on Tuesday, 29 March 2016 at 10:00 a.m. to consider and, if thought fit, pass with or without amendments, the following resolutions as special resolutions:

SPECIAL RESOLUTIONS

1. “**THAT:**

- (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the existing English name of the Company be and is hereby changed from “Nga Chun Holdings Company Limited” to “Gold-Finance Holdings Limited” with the existing Chinese name of the Company changing from “雅駿控股有限公司” to “金誠控股有限公司”; and
- (b) any one of the directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents as he or she may consider necessary, desirable or expedient to effect and implement the aforesaid change of name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

2. “**THAT:**

- (a) conditional upon the passing of the Special Resolution no. 1 set out in the notice convening the EGM, the memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) be and is hereby amended, with such amendments to take effect when the proposed change of name of the Company becomes effective, in the following manner:
 - (i) by deleting the name “NGA CHUN HOLDINGS COMPANY LIMITED 雅駿控股有限公司” set out in the cover of the Memorandum and Articles of Association in its entirety and substituting therefor “Gold-Finance Holdings Limited 金誠控股有限公司”;

- (ii) by deleting the name “Nga Chun Holdings Company Limited 雅駿控股有限公司” in the heading on page 3 of the memorandum of association of the Company and in clause 1 of the memorandum of association of the Company in their entirety and substituting therefor “Gold-Finance Holdings Limited 金誠控股有限公司”; and
 - (iii) by deleting the name “Nga Chun Holdings Company Limited 雅駿控股有限公司” in the heading on page 8 of the articles of association of the Company in its entirety and substituting therefor “Gold-Finance Holdings Limited 金誠控股有限公司”; and
- (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the foregoing.”

By Order of the Board
Nga Chun Holdings Company Limited
WEI Jie
Chairman and Chief Executive Officer

Hong Kong, 4 March 2016

Notes:

1. A form of proxy for use at the EGM (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 deposited at 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 EGM (or any adjournment thereof).
4. Completion and return of the proxy form in respect of the proposed resolutions for the EGM will not preclude a shareholder of the Company from attending and voting in person at the EGM (or any adjournment thereof) should he/she so wishes and in such event, the proxy form for the EGM (or any adjournment thereof) will be deemed to have been revoked.

5. All resolutions at the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (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 Monday, 28 March 2016 to Tuesday, 29 March 2016, both days inclusive, for the purpose of determining the right to attend and vote at the EGM, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, 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 Thursday, 24 March 2016.

As at the date of this announcement, the Board comprises Mr. Wei Jie, Ms. Xu Li Yun, Mr. Jiang Junwei and Ms. Fan Qi as executive Directors; and Mr. Niu Zhongjie, Mr. Cheung Ying Kwan and Mr. Chen Zhao as independent non-executive Directors.