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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.”

“**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

- (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 announcement, 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.