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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 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.

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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)**

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

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A notice convening the annual general meeting of Gold-Finance Holdings Limited to be held at 2806–2807, 28/F., Champion Tower, 3 Garden Road, Central, Hong Kong on Friday, 14 September 2018 at 10:00 a.m. is set out on pages 15 to 20 of this circular. A form of proxy for use at the annual general meeting or any adjournment thereof (the “AGM”) 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, 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. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

13 July 2018

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## DEFINITIONS

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*In this circular, the following expressions shall 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 Friday, 14 September 2018 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 convening the AGM as set out on pages 15 to 20 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)”	the 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 additional Shares up to a maximum of 20% of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	10 July 2018, 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

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## DEFINITIONS

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“Memorandum and Articles of Association”	the memorandum and Articles of Association as amended, modified or otherwise supplemented from time to time
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares up to a maximum of 10% of the total number of issued Shares 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\$0.001 each in the share capital of the Company
“Shareholder(s)”	the 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
“%”	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. Wong Kam Ting

*Independent Non-Executive Directors:*

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

*Registered office:*

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

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

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

13 July 2018

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED GENERAL MANDATES  
TO ISSUE AND TO REPURCHASE SHARES;  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
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, including (i) the granting of the Issue Mandate; (ii) the granting of the Repurchase Mandate; (iii) the extension of the Issue Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of the retiring Directors.

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## LETTER FROM THE BOARD

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### 2. PROPOSED GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 22 September 2017, 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 provide the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM for the Shareholders to consider, and 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 up to a maximum of 20% of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate (i.e. 807,574,333 Shares on the basis that the number of issued Shares of 4,037,871,666 Shares as at the Latest Practicable Date remains unchanged as at the date of the AGM);
- (ii) the granting of the Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission and the Stock Exchange, up to a maximum of 10% of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate (i.e. 403,787,166 Shares on the basis that the number of issued Shares of 4,037,871,666 Shares as at the Latest Practicable Date remains unchanged as at the date of the AGM); and
- (iii) subject to the passing of the ordinary resolution approving the Repurchase Mandate, the extension of the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate provided that such extended amount shall not exceed 10% of the number of issued Shares as at the date of passing the relevant resolution granting 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.

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## LETTER FROM THE BOARD

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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**

In accordance with article 108 of the Articles of Association, Ms. Xu Li Yun and Mr. Cheung Ying Kwan shall retire by rotation and, being eligible, offer themselves for re-election at the AGM.

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 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 satisfy the criteria set out in Rule 3.13 of the Listing Rules.

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

### **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, and the re-election of the retiring Directors is set out on pages 15 to 20 to this circular.

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 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, 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. Completion and delivery of the form of proxy shall not preclude you from attending and voting in person at the AGM should you so desire and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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## **LETTER FROM THE BOARD**

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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 Tuesday, 11 September 2018 to Friday, 14 September 2018, both days inclusive, during which period no transfer of Shares will be effected. In order to attend and vote at the AGM, Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are 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, not later than 4:30 p.m. on Monday, 10 September 2018.

### **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 authorized 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.

### **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 favour of all the resolutions to be proposed at the AGM.

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**LETTER FROM THE BOARD**

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**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 4,037,871,666 Shares.

Subject to the passing of the ordinary resolution granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to a total of 403,787,166 Shares, representing 10% of the number of issued Shares 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 on 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 utilized 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 authorized 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 2018) 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 level 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:

<b>Year &amp; Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
2017		
July	1.68	1.51
August	1.74	1.51
September	3.08	1.79
October	3.80	2.98
November	4.17	3.50
December	3.83	2.62
2018		
January	3.21	2.55
February	3.23	2.54
March	3.26	2.55
April	3.11	2.55
May	3.65	2.83
June	3.02	2.53
July (up to Latest Practicable Date)	2.56	2.09

**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 Rule 32 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 4,037,871,666 to 3,634,084,500. As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Gold-Finance (Hong Kong) Asset Management Limited, a controlling shareholder of the Company (as defined in the Listing Rules), was the beneficial owner of 2,225,430,000 Shares (representing approximately 55.11% of the total number of issued Shares) and Gold-Finance (Holdings) Group Co. Limited was the beneficial owner of 800,000,000 Shares (representing approximately 19.81% of the total number of issued Shares). Gold-Finance (Hong Kong) Asset Management Limited is a wholly-owned subsidiary of Gold-Finance Industrial Group Co., Limited (“**Gold-Finance Industrial**”), which in turn is wholly-owned by Zhejiang Jin Cheng Asset Management Company Limited\* (浙江金誠資產管理有限公司) (“**Zhejiang Jin Cheng**”). Zhejiang Jin Cheng is wholly-owned by 新余金誠實業集團有限公司 Xinyu Jin Cheng Industrial Group Company Limited\* (“**Xinyu Jin Cheng**”). Xinyu Jin Cheng is directly owned as to approximately 95.78% by Mr. Wei Jie, the Chairman and executive Director of the Company. Gold-Finance (Holdings) Group Co. Limited is owned as to approximately 45.51% by Hengyuan Holdings Group Co. Ltd., which in turn, is wholly-owned by Mr. Wei Jie. 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, Gold-Finance (Holdings) Group Co. Limited, Gold-Finance Industrial, Zhejiang Jin Cheng, Xinyu Jin Cheng, and Hengyuan Holdings Group Co. Ltd. and Mr. Wei Jie would be increased to approximately 83.25% of the number of issued Shares (if Gold-Finance (Hong Kong) Asset Management Limited and Gold-Finance (Holdings) Group Co., Ltd do 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.

\* *for identification purpose only*

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

**(1) Ms. Xu Li Yun (徐黎雲)**

Ms. Xu Li Yun (“**Ms. Xu**”), aged 37, is our executive Director since February 2016. Ms. Xu has taken up the management role as a director of a number of subsidiaries of the Company. 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 Jie, the chairman, chief executive officer and executive Director of the Company. As at the Latest Practicable Date, Ms. Xu does not hold any directorship in any public company 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\$720,000 which is determined and recommended by the remuneration committee of the Company 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 of the Company and the Board.

As at the Latest Practicable Date, Ms. Xu is interested in 2,500,000 Shares within the meaning of Part XV of the SFO.

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; (iii) does not have other major appointments and professional qualifications; and (iv) does not have any interest in the Shares within the meaning of Part XV of the SFO.

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.

**(2) Mr. Cheung Ying Kwan (張應坤)**

Mr. Cheung Ying Kwan (“**Mr. Cheung**”), aged 58, is our independent non-executive Director, Chairman of the audit committee of the Company and a member of the remuneration committee of the Company since February 2016. Mr. Cheung has over 23 years of experience in financial management. Mr. Cheung is currently the company secretary of China Metal Resources Utilization 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. From March 2015 to March 2018, Mr. Cheung was an independent non-executive director of Beijing Chunlizhengda Medical Instruments Co., Ltd. (stock code: 1858), a company listed on the Main Board of the Stock Exchange. Mr. Cheung has been an independent non-executive director of China Wan Tong Yuan (Holdings) Limited (stock code: 8199) since September 2017 and ZACD Group Ltd. (stock code: 8313) since December 2017, both companies listed on the GEM of the Stock Exchange. Mr. Cheung has also been an independent non-executive director of Tian Shan Development (Holding) Limited (stock code: 2118) since June 2010, a company 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 does not hold any directorship in any public company 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\$264,000 which 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; (iii) does not have other major appointments and professional qualifications; and (iv) does not have any interest in the Shares within the meaning of Part XV of the SFO.

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.



**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 (the “**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 Friday, 14 September 2018 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 2018.
2.
  - (a) To re-elect Ms. Xu Li Yun (徐黎雲) as an executive director of the Company.
  - (b) To re-elect Mr. Cheung Ying Kwan (張應坤) as an independent non-executive director of the Company.
  - (c) To authorize the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint Ernst & Young as the Auditors and to authorize the board of directors of the Company to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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As a special business, 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 paragraphs (c), (d) and (e) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional (i) shares in the capital of the Company (the “**Shares**”); and (ii) securities convertible into Shares, and to make or grant offers, agreements and options which might require such securities to be issued, allotted or disposed of, in exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize 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 to allot, issue or dispose of such securities as referred to in paragraph (a) above after the end of the Relevant Period and to make such allotment, issue and disposal under such offers, agreements and options;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued 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; (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 in accordance with the articles of association of the Company, shall not exceed twenty per cent (20%) of the total number of issued Shares as at the date of passing of this resolution and the said mandate shall be limited accordingly;
- (d) the Company may not issue securities convertible into Shares for cash consideration unless the initial conversion price is not lower than the benchmarked price (as hereinafter defined) of the Shares at the time of the placing, and the Company may not issue warrants, options or similar rights to subscribe for (i) any new Shares or (ii) any securities convertible into new Shares, for cash consideration;

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(e) if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the approval in paragraph (a) of this resolution as may be extended by resolution numbered 6 set out in the notice convening the AGM if so passed, as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same, and such maximum number of Shares, and powers granted under such approval, shall be adjusted to such extent accordingly;

(f) 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.

“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 recognized regulatory body or any stock exchange in any territory outside Hong Kong).

“benchmarked price” means the higher of (a) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (b) the average closing price in the 5 trading days immediately prior to the earlier of: (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the general mandate to be approved under this resolution; (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (iii) the date on which the placing or subscription price is fixed.

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5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, rules and regulations and/or the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is generally and unconditionally approved;
- (b) the aggregate number of Shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed ten per cent (10%) of the total number of issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be repurchased pursuant to the approval in paragraph (a) of this resolution as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same, and such maximum number of Shares, and powers granted under such approval shall be adjusted to such extent 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.”

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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 or agree to allot, issue and deal with additional Shares and other securities of the Company pursuant to resolution numbered 4 set out in the Notice be and is hereby extended by the addition thereto the total number of Shares which has been repurchased by the Company since the granting of such general mandate pursuant to resolution numbered 5 set out in the Notice, provided that such number of Shares shall not exceed ten per cent (10%) of the total number of issued Shares 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, 13 July 2018

**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/it 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).

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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/it 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 Tuesday, 11 September 2018 to Friday, 14 September 2018, 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 Monday, 10 September 2018.
7. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 8:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.gold-finance-gp.com.hk>) to notify shareholders of the Company of the date, time and place of the rescheduled AGM.

*As at the date of this Notice, the Board comprises Mr. Wei Jie, Ms. Xu Li Yun, 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.*