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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 EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of the shareholders 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, 28 August 2017 at 10:30 a.m. for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the entering into of the Framework Agreement and the Supplemental Agreement (as defined in the circular of the Company dated 11 August 2017 (the “**Circular**”)) (a copy of the Framework Agreement and the Supplemental Agreement have been produced to the meeting and marked “**A**” and initialed by the chairman of the meeting for the purpose of identification) by Hangzhou Jin Kai Yuan Guan Investment Management Company Limited*, a wholly-owned subsidiary of the Company, and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, ratified and confirmed; and
- (b) the proposed annual caps for the period from 1 July 2017 to 31 March 2020 in relation to the transactions under the Framework Agreement as disclosed in the Circular be and are hereby approved;

and that any director(s) of the Company and/or Jin Kai Yuan Guan be and are hereby authorised for and on behalf of the Company and/or Jin Kai Yuan Guan to execute all such documents and agreements and do such acts or things as they may in their discretion consider to be necessary, desirable or expedient to implement or give effect to or in connection with the Framework Agreement, and all other transactions contemplated thereunder including the proposed annual caps.”

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

Hong Kong, 11 August 2017

Notes:

- (1) Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
- (2) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be lodged with 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 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 if you so desire.
- (3) In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 23 August 2017.
- (4) Voting at the EGM will be taken by poll.

At the date of this announcement, 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.

* *For identification purpose only*