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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 a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Goldin Financial Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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GOLDIN FINANCIAL HOLDINGS LIMITED

高銀金融(集團)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 530)

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES,
ADOPTION OF NEW SHARE OPTION SCHEME
AND TERMINATION OF EXISTING SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Goldin Financial Holdings Limited to be held at 23/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Thursday, 21 November 2013 at 4:00 p.m., at which a number of matters including the above proposals will be considered, is set out on pages 27 to 31 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of such meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire.

* *for identification purposes only*

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 23/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Thursday, 21 November 2013 at 4:00 p.m. or where the context so admits, any adjournment thereof
“AGM Notice”	the notice convening the AGM as set out on pages 27 to 31 of this circular
“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended and supplemented
“Company”	Goldin Financial Holdings Limited, a company incorporated in Bermuda with limited liability, whose Shares are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Eligible Employee(s)”	means any employee of or any person to whom any offer of employment has been made (whether full time or part time employee, including any executive directors but not any non-executive directors) by the Company, its Subsidiaries and any Invested Entity
“Existing Share Option Scheme”	the existing share option scheme adopted by the Company on 28 January 2004 and will expire on 27 January 2014
“Grantee(s)”	any Participant who accepts the offer of the grant of any Option in accordance with the terms of the New Share Option Scheme or (where the context so permits) a person entitled to any such Option in consequence of the death of the original grantee
“General Mandate(s)”	the Issue Mandate and the Repurchase Mandate
“Group”	the Company and its subsidiaries

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Invested Entity”	any entity in which the Group holds any equity interest
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with Shares in the manner as set out in the ordinary resolution numbered 4(A) of the AGM Notice
“Latest Practicable Date”	8 October 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Committee”	the listing sub-committee of the directors of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share Option Scheme”	the new share option scheme proposed to be adopted by the Company at the AGM, a summary of the principal terms of which is set out in Appendix III to this circular
“Nomination Committee”	the nomination committee of the Company
“Option(s)”	an option to subscribe for Shares granted pursuant to the Existing Share Option Scheme or the New Share Option Scheme, as the context requires
“Participants”	any person belonging to any of the following classes of participants: (a) any Eligible Employee; (b) any non-executive directors (including independent non-executive directors) of the Company, any of its Subsidiaries or any Invested Entity; (c) any supplier of goods or services to any member of the Group or any Invested Entity; (d) any customer of the Group or any Invested Entity;

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- (e) any person or entity acting in their capacities as advisers or consultants that provides research, development or other technological support to the Group or any Invested Entity;
- (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; and
- (g) any other group or classes of participants from time to time determined by the directors of the Company as having contributed or may contribute to the development and growth of the Group and any Invested Entity

“PRC”	the People’s Republic of China which, for the purpose of this circular excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner as set out in the ordinary resolution numbered 4(B) of the AGM Notice
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the price per Share at which a Grantee may subscribe for Shares on the exercise of an Option as described in paragraph (h) to Appendix III of this circular
“Subsidiary(ies)”	a company which is for the time being and from time to time a subsidiary of the Company within the meaning of Companies Ordinance (Chapter 32 of the Laws of Hong Kong), whether incorporated in Hong Kong, Bermuda or elsewhere

DEFINITIONS

“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



GOLDIN FINANCIAL HOLDINGS LIMITED

高銀金融(集團)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 530)

*Non-executive Director and
the Chairman of the Board:*

Pan Sutong

Executive Directors:

Lee Chi Chung, Harvey

Wong Hau Yan, Helvin

Huang Xiaojian

Zhou Dengchao

Hou Qin

Registered office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

Hong Kong Principal Place of Business:

23/F., Two International Finance Centre

8 Finance Street, Central

Hong Kong

Independent Non-executive Directors:

Hui Wai Man, Shirley

Tang Yiu Wing

Gao Min

15 October 2013

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES,
ADOPTION OF NEW SHARE OPTION SCHEME
AND TERMINATION OF EXISTING SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM relating to (i) the re-election of directors who are due to retire at the AGM; (ii) the general mandates to be given to the Directors to exercise all the

* for identification purposes only

LETTER FROM THE BOARD

powers of the Company to issue new Shares and to repurchase fully paid up Shares and to extend the Issue Mandate by an amount representing the aggregate nominal amount of any Shares repurchased by the Company; and (iii) the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme. Such proposals will be dealt with at the AGM.

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-laws 99 and 102(B) of the Bye-laws, Ms. Hou Qin, Professor Huang Xiaojian and Ms. Gao Min shall retire by rotation and being eligible, offer themselves for re-election at the forthcoming AGM.

Details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

3. GENERAL MANDATE TO ISSUE NEW SHARES AND TO REPURCHASE SHARES

The current general mandates granted to the Directors to issue and repurchase Shares will expire at the conclusion of the AGM and, therefore, ordinary resolutions will be proposed at the AGM to grant fresh general mandates as follows:

- (i) to grant to the Directors the Issue Mandate to allot, issue and deal with additional Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant ordinary resolution (i.e. not exceeding 1,394,998,398 Shares based on the share capital of the Company in issue of 6,974,991,992 Shares as at the Latest Practicable Date and on the assumption that no further Shares will be issued and allotted prior to the passing of the relevant ordinary resolution at the AGM);
- (ii) to grant to the Directors the Repurchase Mandate to purchase or repurchase issued and fully paid up Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant ordinary resolution (i.e. not exceeding 697,499,199 Shares based on the share capital of the Company in issue of 6,974,991,992 Shares as at the Latest Practicable Date and on the assumption that no further Shares will be issued and allotted prior to the passing of the relevant ordinary resolution at the AGM); and
- (iii) conditional upon the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, to extend the Issue Mandate by the addition thereto the number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

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Full text of the relevant ordinary resolutions in relation to the general mandates described in (i), (ii) and (iii) above are set out as resolutions numbers 4(A), 4(B) and 4(C) respectively in the notice of AGM.

In accordance with Rule 10.06(1)(b) of the Listing Rules, the Company is required to send to Shareholders an explanatory statement containing information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the purchase by the Company of its Shares. This explanatory statement is set out in Appendix II to this circular.

4. ADOPTION OF NEW SHARE OPTION SCHEME AND TERMINATION OF EXISTING SHARE OPTION SCHEME

The Existing Share Option Scheme

The Existing Share Option Scheme was adopted by the Company pursuant to an ordinary resolution passed by the Shareholders at the Company's special general meeting on 28 January 2004, which will expire on 27 January 2014.

As at the Latest Practicable Date, there were 39,540,000 options granted but not yet exercised under the Existing Share Option Scheme. All options previously granted to connected persons of the Company, if any, have been compliant with Rule 17.04 of the Listing Rules. The Directors have no intention to grant further options under the Existing Share Option Scheme prior to the date of the AGM.

Termination of the Existing Share Option Scheme

Under the terms of the Existing Share Option Scheme, the Company may by resolution in general meeting at any time terminate the Existing Share Option Scheme. It is proposed by the Directors that at the AGM, an ordinary resolution will be proposed for the Company to terminate the Existing Share Option Scheme upon the adoption of the New Share Option Scheme (such that no further Options could thereafter be offered under the Existing Share Option Scheme) but in all other respects, the provisions of the Existing Share Option Scheme shall remain in full force and effect and Options (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the terms of the Existing Share Option Scheme.

Adoption of the New Share Option Scheme

The Board proposes to adopt the New Share Option Scheme, the principal terms of which are set out in Appendix III to this circular. A copy of the New Share Option Scheme with full set of the rules is available for inspection at the registered office of the Company at 23/F., Two International Finance Centre, 8 Finance Street, Central, Hong

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Kong during normal business hours from 9:00 a.m. to 6:00 p.m. (except Saturdays, Sundays and public holidays) from the date of this circular up to the date of the AGM. Such copy will also be available for inspection at the AGM.

The purposes of the New Share Option Scheme are to (a) provide incentives or rewards to the Participants thereunder for their contribution to the Group and motivate them to strive for future development and expansion of the Group; (b) strengthen the relationship between the Group and its employees and executives; and (c) enable the Group to recruit and retain high-calibre employees and executives and attract human resources that are valuable to the Group and any Invested Entity. The Directors considered that the New Share Option Scheme, which will be valid for 10 years from the date of its adoption, will provide the Company with more flexibility in long term planning of granting of the share Options to the eligible Participants in a longer period in the future.

The maximum number of Shares which may be issued upon exercise of all Options to be granted under the New Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% of the Shares in issue as at the date of approval of the New Share Option Scheme. Based on 6,974,991,992 Shares in issue as at the Latest Practicable Date and assuming the New Share Option Scheme has been adopted at the AGM and no further Shares will be issued or repurchased prior to the date of the AGM, Options to subscribe for up to a maximum of 697,499,199 Shares may be granted under the New Share Option Scheme and any other schemes of the Company. Moreover, under the New Share Option Scheme, the Company may seek for Shareholders' approval to renew such 10% limit provided, *inter alia*, that the maximum number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Existing Share Option Scheme, the New Share Option Scheme and any other schemes of the Company must not exceed 30% of the Shares in issue from time to time.

Under the rules of the New Share Option Scheme, the Board has discretion to set a minimum period for which an Option has to be held before the exercise of the subscription rights attaching thereto. This discretion allows the Board to provide incentives to a Participant to remain as a Participant during the minimum period and thereby enable the Group or the relevant Invested Entity to continue to benefit from the services of such Participant during such period. This discretion, coupled with the power of the Board to impose any performance target as it consider appropriate before any Option can be exercised, enable the Group to provide incentives to the Participants to use their best endeavours in facilitating the growth and development of the Group. Although the New Share Option Scheme does not provide for the granting of Options with right to subscribe for Shares at a discount to the trading price of the Shares on the Stock Exchange, the Directors are of the view that the flexibility given to the Board in granting Options to Participants, other than the eligible Grantees and to impose the minimum period for which the Options have to be held and performance targets that have to be

LETTER FROM THE BOARD

achieved before the Options can be exercised, will place the Group in a better position to attract human resources and personnel that can contribute to the growth and development of the Group as a whole.

The implementation of the New Share Option Scheme will be subject to and conditional upon the fulfillment of:

- (i) the passing of an ordinary resolution at the AGM approving the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme, authorizing the Directors to grant Options to subscribe Shares thereunder and to allot and issue Shares pursuant to the exercise of any Option under the New Share Option Scheme from time to time; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, any new Shares which may fall to be issued upon the exercise of the Options that may be granted under the New Share Option Scheme.

The New Share Option Scheme will be administered by the Board. None of the Directors is a trustee of the New Share Option Scheme or has a direct or indirect interest in such trustee (if any).

Value of the Options

The Directors consider that it is not appropriate to state the value of all Options that can be granted under the New Share Option Scheme as if they had been granted at the Latest Practicable Date prior to the approval of such scheme. The Directors are of the view that any statement regarding the value of the Options as at the Latest Practicable Date would not be considered meaningful to Shareholders and to a certain extent would be misleading to them, taking into account the number of variables including the Subscription Price, Option period, interest rate, expected volatility and all other relevant variables that are crucial for assessing the value of the Options which are either difficult to ascertain or can only be ascertained subject to a number of theoretical bases and speculative assumptions.

Application for listing

An application will be made to the Listing Committee of the Stock Exchange for any Options that may be granted under the New Share Option Scheme and the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of any Options that may be granted under the New Share Option Scheme up to 10% of the Shares in issue as at the date of approval of the New Share Option Scheme at the AGM.

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5. RESPONSIBILITY STATEMENT

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.

6. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 27 to 31 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

7. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

None of the Shareholders is required to abstain from voting at the AGM pursuant to the Listing Rules and/or the Bye-laws.

8. RECOMMENDATION

The Directors consider that the proposals described in this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the resolutions regarding the re-election of retiring Directors, the grant of the General Mandates, the extension of the Issue Mandate and adoption of the New Share Option Scheme and termination of the Existing Share Option Scheme to be proposed at the AGM.

LETTER FROM THE BOARD

9. GENERAL

Your attention is drawn to the additional information set out in the appendices.

Yours faithfully,
For and on behalf of the Board
Goldin Financial Holdings Limited
Pan Sutong
Chairman

The biographical and other details of retiring Directors standing for re-election at the AGM are set out as below:

(1) Ms. Hou Qin — Executive Director, aged 35

Ms. Hou was appointed as a non-executive Director in December 2008 and re-designated as an executive Director in June 2009. She furthered her study in Jinan University with a major in Financial Management following her graduation from a professional college in Guangdong province. She holds a postgraduate diploma in Corporate Finance and Investment Management from University of Hong Kong. Before joining the Group, Ms. Hou was responsible for financial management for the group of Goldin Properties Holdings Limited (Stock Code: 283), a company incorporated in Hong Kong with its shares listed on the main board of the Stock Exchange, from 1996 to 2008. She got extensive experience in financial management and electronics industry in the PRC.

Ms. Hou did not hold any other directorships in other listed public companies in the last three years. Ms. Hou does not have any relationship with any other Directors, senior management, or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Ms. Hou has 1,560,000 Shares and 3,000,000 shares options granted pursuant to the Existing Share Option Scheme. Save as disclosed above, Ms. Hui did not have any other interest in Shares within the meaning of Part XV of the SFO.

There is no service contract between Ms. Hou and the Company. In accordance with the Bye-laws, Ms. Hou was not appointed for a specific term but is subject to retirement by rotation and re-election at the AGM at least once every three years. Ms. Hou is entitled to receive a director's fee subject to review by the remuneration committee of the Company with reference to her performance, duties and responsibilities from time to time and determined by the Board under the authority given by the Shareholders. The annual remuneration of Ms. Hou is HK\$1,330,000 comprising the annual salary, bonus and contributions to pension scheme, which is determined in accordance with the policy reviewed by the remuneration committee of the Company.

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders in respect of the re-election of the abovenamed retiring Directors.

(2) Professor Huang Xiaojian — Executive Director, aged 51

Professor Huang was appointed a non-executive Director of the Company in December 2008 and re-designated as an executive Director in November 2012. He has over 23 years of experience in research and development of electronic and digital technologies.

Professor Huang is a senior member of an electronic association in China. Professor Huang obtained a master's degree in Telecommunications and Electronics from Beijing University of Posts and Telecommunications and was a professor of Beijing University of Posts and Telecommunications. Prior to joining the Group, he had worked in a number of research organizations in the PRC. Professor Huang was an executive director of Goldin Properties Holdings Limited (Stock Code: 283), which is listed on the Stock Exchange and resigned on 29 November 2012. Save as disclosed above, Professor Huang did not hold any other directorships in other listed public companies in the last three years.

As at the Latest Practicable Date, Professor Huang has no interest in the shares of the Company within the meaning of Part XV of the SFO. Professor Huang does not have any relationship with any other Directors, senior management, or substantial or controlling shareholder of the Company.

There is no service contract between Professor Huang and the Company. In accordance with the Bye-Laws, Professor Huang was not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company at least once every three years. Professor Huang has received remuneration of HK\$849,083, comprising annual salary, bonus and contributions to pension scheme, which is determined in accordance with the policy reviewed by the remuneration committee of the Company.

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders in respect of the re-election of the abovenamed retiring Directors.

(3) Ms. Gao Min — Independent Non-executive Director, aged 38

Ms. Gao was appointed an independent non-executive Director in November 2012. She is also a member of the audit committee, the nomination committee and the remuneration committee of the Company. Ms. Gao is a partner of BDO China Shu Lun Pan Certified Public Accountants LLP (“BDO”). She graduated from Shanghai University of Finance and Economics with major in investment management and holds a master's degree of business administration from Fudan University. Prior to joining BDO, Ms. Gao was an audit manager of Shenzhen Dahua CPAs and chief financial officer of a private corporation in China. Ms. Gao has over 10 years of professional experience in public accounting. She is a member of The Chinese Institute of Certified Public Accountants. Ms. Gao is proficient in financial management, auditing and consulting for public corporations in China.

Ms. Gao did not hold any other directorships in other listed public companies in the last three years.

As at the Latest Practicable Date, Ms. Gao has no interest in the shares of the Company within the meaning of Part XV of the SFO. Ms. Gao does not have any relationship with any other Directors, senior management, or substantial or controlling shareholder of the Company.

There is no service contract between Ms. Gao and the Company. In accordance with the Bye-laws, Ms. Gao was not appointed for a specific term but is subject to retirement by rotation and re-election at the AGM at least once every three years. Ms. Gao is entitled to receive a director's fee of HK\$200,000 per annum subject to review by the remuneration committee of the Company with reference to her performance, duties and responsibilities from time to time and determined by the Board under the authority given by the Shareholders. Ms. Gao has received director's fee of HK\$125,556 for the period from the date of appointment to 30 June 2013.

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders in respect of the re-election of the abovenamed retiring Directors.

This is an explanatory statement given to the Shareholders relating to proposed resolution granting the Repurchase Mandate to the Directors to be passed by the Shareholders at the AGM. This explanatory statement contains a summary of the information required pursuant to Rule 10.06(1)(b) of the Listing Rules which is set out as follows:

EXERCISE OF THE REPURCHASE MANDATE

Resolution numbered 4(B) set out in the AGM Notice will, if passed, give a general unconditional mandate to the Directors authorising the repurchase by the Company of the issued and fully paid Shares up to a maximum of 10% of the nominal amount of the share capital of the Company as at the date of the AGM. It will be valid until the next annual general meeting unless revoked or varied before such meeting.

Exercise in full of the Repurchase Mandate would result in up to maximum of 697,499,199 Shares (on the basis of 6,974,991,992 shares in issue as at the Latest Practicable Date) being repurchased by the Company.

REASONS FOR THE REPURCHASE OF SECURITIES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or the earnings per share of the Company and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASE

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with any applicable laws of Bermuda, the memorandum of association of the Company and the Bye-laws. Under Bermuda law, repurchases may only be effected out of the capital paid up on the purchased Shares or out of funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased. It is envisaged that the funds required for any repurchase would be derived from such sources.

In the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period, 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 consolidated financial statements contained in the Company's annual report for the year

ended 30 June 2013. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates has any present intention to sell any Shares to the Company under the Repurchase Mandate if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchase of Shares pursuant to the proposed Repurchase Mandate in accordance with the Listing Rules, all applicable laws of Bermuda, the memorandum of association of the Company and the Bye-laws.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

EFFECT OF TAKEOVERS CODE

If, as a result of a share repurchase by the Company, 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 the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, 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.

As at the Latest Practicable Date, Goldin Global Holdings Limited ("GGH") was a substantial shareholder (as defined in the Listing Rules) of the Company holding 4,473,545,636 Shares, representing approximately 64.14% of the issued share capital of the Company. Goldin Global Holdings Limited is a wholly owned subsidiary and hence a controlled corporation of Goldin Investment Holdings Limited ("Goldin Investment"). Goldin Investment is a wholly owned subsidiary and hence a controlled corporation of Goldin Real Estate Financial Holdings Limited ("Goldin Real Estate Financial"). Goldin Real Estate Financial is wholly and beneficially owned by Mr. Pan Sutong ("Mr. Pan"), a non-executive director of the Company and the chairman of the Board. 200,059,998 Shares were, as at the Latest Practicable Date, held by Goldin Equities Limited ("Goldin Equities"). Goldin Equities is a wholly owned subsidiary of Goldin Investment Advisers Limited ("GIA"). GIA is a wholly owned subsidiary and hence a controlled corporation of Goldin Financial Investment Limited ("GFI"). GFI is a wholly owned subsidiary and hence a controlled corporation of Goldin Investment. 43,390,000 Shares were, as at the Latest Practicable Date, held by Clear Jade International Limited ("Clear

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

Jade”) which is wholly and beneficially owned by Mr. Pan. Mr. Pan directly held 189,385,000 Shares and deemed to be interested in 4,716,995,634 Shares held through controlled corporation including GGH, Goldin Equities and Clear Jade.

In the event that the Directors exercise in full the power to repurchase Shares under the approved Repurchase Mandate and assuming no further Shares are issued or repurchased between the Latest Practicable Date and the date of AGM, the shareholding of Mr. Pan in the Company would be increased to approximately 78.16%.

The Listing Rules require an issuer not to make repurchase on the Stock Exchange if the result of the repurchase would leave less than 25% of the issued share capital in public hands. The Directors confirm that they do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands and will ensure that at least 25% of the total issued share capital of the Company must at all times be held by the public.

REPURCHASES OF SHARES MADE BY THE COMPANY

The Company has not repurchased any Shares on the Stock Exchange or otherwise in the six months prior to the date of the Latest Practicable Date.

MARKET PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
July	0.900	0.770
August	0.880	0.760
September	1.050	0.730
October	1.060	0.900
November	1.030	0.900
December	1.150	1.010
2013		
January	1.250	1.070
February	1.380	1.200
March	1.370	1.200
April	1.390	1.190
May	1.300	1.180
June	1.270	1.200
July	1.470	0.980
August	2.000	1.450
September	2.690	1.880
October (up to the Latest Practicable Date)	2.610	2.370

This Appendix summaries the principal terms of the New Share Option Scheme but does not form part of, nor was it intended to be, part of the New Share Option Scheme nor should it be taken as effecting the interpretation of the rules of the New Share Option Scheme.

(a) Purposes of the New Share Option Scheme

The purposes of the New Share Option Scheme are to (a) provide incentives or rewards to the Participants thereunder for their contribution to the Group and motivate them to strive for future development and expansion of the Group; (b) strengthen the relationship between the Group and its employees and executives; and (c) enable the Group to recruit and retain high-calibre employees and executives and attract human resources that are valuable to the Group and any Invested Entity.

(b) Who may join

The Directors may, at their absolute discretion, invite any person belonging to any of the following classes of Participants, to take up Options to subscribe for Shares:

- (a) any Eligible Employee;
- (b) any non-executive directors (including independent non-executive directors) of the Company, any of its Subsidiaries or any Invested Entity;
- (c) any supplier of goods or services to any member of the Group or any Invested Entity;
- (d) any customer of the Group or any Invested Entity;
- (e) any person or entity acting in their capacities as advisers or consultants that provides research, development or other technological support to the Group or any Invested Entity;
- (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; and
- (g) any other group or classes of participants from time to time determined by the directors of the Company as having contributed or may contribute to the development and growth of the Group and any Invested Entity,

and, for the purposes of the New Share Option Scheme, the Options may be granted to any company wholly owned by one or more persons belonging to any of the above classes of Participants or any discretionary object of a Participant which is a discretionary trust. For the avoidance of doubt, the grant of any Options by the Company for the subscription of Shares or

other securities of the Group to any person who falls within any of the above classes of the Participants shall not, by itself, unless the Directors have otherwise determined, be construed as a grant of an Option under the New Share Option Scheme.

The basis of eligibility of any of the above class of Participants to the grant of any Options shall be determined by the Directors from time to time on the basis of their contribution to the development and growth of the Group and any Invested Entity.

(c) Maximum number of Shares available for subscription

- i. The maximum number of Shares to be issued upon exercise of all outstanding Options granted under the New Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 30% of the issued share capital of the Company from time to time.
- ii. The total number of Shares which may be issued upon exercise of all Options (excluding, for this purpose, Options which have lapsed in accordance with the terms of the New Share Option Scheme and any other share option schemes of the Company) to be granted under the New Share Option Scheme and any other share option schemes of the Group must not in aggregate exceed 697,499,199 Shares, being 10% of the Shares in issue as at the date of the passing of the ordinary resolution no. 5 at the AGM (the “General Scheme Limit”).
- iii. Subject to (i) above and without prejudice to (iv) below, the Company may seek approval of the Shareholders in general meeting to refresh the General Scheme Limit provided that the total number of Shares which may be issued upon exercise of all Options to be granted under the New Share Option Scheme and any other share option schemes of the Company must not exceed 10% of the Shares in issue as at the date of approval of the limit as refreshed and for the purpose of calculating the limit, Options previously granted under the New Share Option Scheme or any other share option schemes of the Company (including those outstanding, cancelled, lapsed or exercised in accordance with the New Share Option Scheme and any other share option schemes of the Company) will not be counted.
- iv. The Company may seek separate approval by the Shareholders in general meeting for granting options beyond the General Scheme Limit provided that the Grantee(s) of such Option(s) must be specifically identified by the Company before such approval is sought. For the purpose of seeking the approval of the Shareholders under this paragraph, the Company must send a circular to the Shareholders containing a generic description of the specified Grantees who may be granted such Options, the number and terms of the Options to be granted, the purpose of granting such Options

to the Grantees with an explanation as to how the terms of Options serve such purpose and the information required under Rule 17.02(2)(d) of the Listing Rules and the disclaimer required under Rule 17.02(4) of the Listing Rules.

(d) Maximum entitlement of each Participant

The total number of Shares issued and which may fall to be issued upon exercise of the Options granted under the New Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding Options) to each Participant in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being (the “Individual Limit”).

Any further grant of Options to a Participant in excess of the Individual Limit in any 12-month period up to and including the date of such further grant, such further grant must be separately approved by the Shareholders in general meeting with the Participant and his associates abstaining from voting. The Company must send a circular to the Shareholders and the circular must disclose the identity of the Participant, the number and terms of the Options to be granted and Options previously granted to such Participant and the information required under Rule 17.02(2)(d) of the Listing Rules and the disclaimer required under Rule 17.02(4) of the Listing Rules. The number and terms (including the Subscription Price) of the Options to be granted to such Participant must be fixed before Shareholders’ approval and the date of the meeting of the Board for proposing such further grant of Option should be taken as the date of grant for the purpose of calculating the Subscription Price.

(e) Grant of Options to connected persons

- i Each grant of Options to a Director, chief executive (other than a proposed Director or a proposed chief executive of the Company) or substantial shareholder of the Company, or any of their respective associates, under the New Share Option Scheme or any other share option schemes of the Company or any of its Subsidiaries shall comply with the requirements of Rule 17.04 of the Listing Rules and shall be subject to approval by the independent non-executive Directors (excluding any independent non-executive Director who is a Grantee of the Options).
- ii In case of any change in the terms of Options granted to a substantial shareholder of the Company or an independent non-executive Director or any of their respective associates; or where any grant of Options to a substantial shareholder of the Company or an independent non-executive Director, or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (1) representing in aggregate over 0.1% of the relevant class of Shares in issue; and
- (2) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5,000,000, such further grant of Options must be approved by the Shareholders. The Company shall send a circular to all Shareholders in connection thereto together with all such information as required under the Listing Rules. All connected persons of the Company must abstain from voting at such general meeting, except that any connected person may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular. Any vote taken at the meeting to approve the grant of such Options must be taken on a poll. The Company shall comply with the requirements under Rules 13.40 to 13.42 of the Listing Rules in respect of the relevant meeting procedures for obtaining Shareholders' approval for the further grant of the Options.

The circular referred to in paragraph (e)(ii) above shall contain:

1. details of the number and terms (including the Option period, performance targets (if any), basis of determination of exercise price, the rights attached to the Shares or the Option and such other information required under Rules 17.03(5) to 17.03(10) of the Listing Rules) of the Options to be granted to each such substantial shareholder of the Company or independent non-executive Director, or any of their respective Associates, which must be fixed before the Shareholders' meeting and the date of Board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the Subscription Price;
2. a recommendation from the independent non-executive Directors (excluding any independent non-executive Director who is a Grantee of the Options) to the independent Shareholders as to voting;
3. the information required under Rules 17.02(2)(c) and (d) of the Listing Rules and the disclaimer required under Rule 17.02(4) of the Listing Rules; and
4. the information required under Rule 2.17 of the Listing Rules.

(f) Time of acceptance and exercise of an Option

An offer of grant of an Option may be accepted by a Participant within 28 days from the date of the offer of grant of the Option. A consideration of HK\$1 is payable on acceptance of the offer of grant of an Option.

An Option may be exercised in accordance with the terms of the New Share Option Scheme at any time during a period to be determined and notified by the Directors to each Grantee, which period may commence on the date on which the offer for the grant of Options is made but shall end in any event not later than 10 years from the date of grant of the Option subject to the provisions for early termination thereof.

(g) Performance targets

Unless the Directors otherwise determine and state in the offer of the grant of Options to a Participant, a Participant is not required to achieve any performance targets before any Options granted under the New Share Option Scheme can be exercised.

(h) Subscription price for Shares

The Subscription Price per Share under the New Share Option Scheme shall be a price determined by the Directors, but must be at least the higher of (i) the closing price of Shares as stated in the Stock Exchange's daily quotation sheet on the date of the grant, which must be a trading day; (ii) the average closing price of Shares as stated in the Stock Exchange's daily quotation sheet for the five trading days immediately preceding the date of grant; and (iii) the nominal value of a Share. Without prejudice to the generality of the foregoing, the Board may grant Options in respect of which the Subscription Price is fixed at different prices for different periods during the Option period provided that the Subscription Price per Share for each of the different periods shall not be less than the Subscription Price per Share determined in the aforesaid manner.

(i) Ranking of Shares

- i Shares to be allotted upon the exercise of an Option will be subject to all the provisions of the Articles of Association for the time being in force and will rank *pari passu* in all respects with the fully paid Shares in issue as from the day when the name of the Grantee is registered on the register of members of the Company and accordingly will entitle the holders to participate in all dividends or other distributions paid or made on or after the date when the name of the Grantee is registered on the register of members of the Company other than any dividend or other distribution previously declared or recommended or resolved to be paid or made with respect to a record date which shall be before the date when the name of the Grantee is registered on the register of members of the Company, provided always that when the date of exercise of the Option falls on a day upon which the register of members of the Company is closed then the exercise of the Option shall become effective on the first Business Day in Hong Kong on which the register of members of the Company is re-opened. A Share allotted upon the exercise of an Option shall not carry any voting rights, dividend, transfer and other rights until the completion of the registration of the Grantee as the holder thereof.

- ii Unless the context otherwise requires, references to “Shares” in this paragraph include references to shares in the ordinary equity share capital of the Company of such nominal amount as shall result from a sub-division, consolidation, re-classification or reduction of the share capital of the Company from time to time.

(j) Restriction on the time of grant of Options

No offer of grant of Options shall be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been published in accordance with the Listing Rules. In particular, during the period of one month immediately preceding the earlier of (i) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company’s interim or annual results, and (ii) the deadline for publishing the interim or annual results of the Company under the Listing Rules, and ending on the date of the announcement of the results, no Option may be granted.

The Board may not grant any Option to a Participant who is a Director during the periods or times in which such Director is prohibited from dealing in any securities of the Company pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers prescribed by the Listing Rules or any corresponding code or securities dealing restrictions adopted by the Company.

(k) Period of the New Share Option Scheme

The New Share Option Scheme will remain in force for a period of 10 years commencing on the date on which the New Share Option Scheme becomes unconditional.

(l) Rights on ceasing to be an Eligible Employee

If the Grantee of an Option is an Eligible Employee and ceases to be an Eligible Employee for any reason other than death or other grounds referred to in sub-paragraph (n) below before exercising his or her Option in full, the Option (to the extent not already exercised) shall lapse on the date of such cessation and not to be exercisable on the same date unless the Board determines otherwise in which event the unexercised Options may be exercisable by the Grantee which such period following the cessation date as the Board may further extend.

(m) Rights on death

If the Grantee of an Option is an Eligible Employee and ceases to be an Eligible Employee by reason of his or her death before exercising the Option in full, his or her personal representative(s) may exercise the Option (to the extent not already exercised) in full within a period of 12 months from the date of death or such longer period as the Board may determine.

(n) Rights on dismissal

If the Grantee of an Option is an Eligible Employee and ceases to be an Eligible Employee by reason that he or she has been guilty of misconduct or has committed an act of bankruptcy or has become insolvent or has made any arrangements or composition with his or her creditors generally, or has been convicted of any criminal offence involving his or her integrity or honesty or (if so determined by the Board) on any other ground on which an employer would be entitled to terminate his or her employment at common law or pursuant to any applicable laws or under the Eligible Employee's service contract with the Company or the relevant Subsidiary or the relevant Invested Entity, his or her Option will lapse automatically on the date the Eligible Employee ceases to be an Eligible Employee.

(o) Rights on breach of contract

If the Directors at their absolute discretion determine that the Grantee (other than an Eligible Employee) or his or her associate has committed any breach of any contract entered into between the Grantee or his or her associate on the one part and the Group or any Invested Entity on the other part or that the Grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his or her creditors generally, the Directors shall determine that the outstanding Options granted to the Grantee shall lapse. In such event, his or her Options will lapse automatically and will not in any event be exercisable on or after the date on which the Directors have so determined.

(p) Rights on a general offer

In the event of a general offer, whether by way of take-over offer, share re-purchase offer or scheme of arrangement or otherwise in like manner, is made to all the holders of Shares, or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror and such offer becomes or is declared unconditional, the Grantee (or his or her legal personal representative(s)) shall be entitled to exercise the Option in full (to the extent not already exercised) at any time within one month after the date on which such general offer becomes or is declared unconditional. Subject to the above, an Option will lapse automatically on the date on which such general offer (or, as the case may be, revised offer) closes.

(q) Rights on winding up

In the event of an effective resolution being passed for the voluntarily winding-up of the Company or an order of the court is made for the winding-up of the Company, the Grantee (or his or her legal personal representative(s)) may by notice in writing to the Company within 21 days after the date of such resolution or court order elect to be treated as if the Option (to the extent not already exercised) had been exercised immediately before the passing of such

resolution or the making of the court order either to its full extent or to the extent specified in such notice, and shall accordingly be entitled to receive out of the assets available in the liquidation *pari passu* with the holders of Shares such sum as would have been received in respect of the Shares the subject of such election reduced by an amount equal to the Subscription Price which would otherwise have been payable in respect thereof. Subject to the above, an Option will lapse automatically on the date of the commencement of the winding-up of the Company.

(r) Adjustments to the Subscription Price

In the event of a capitalisation of profits or reserves, rights issue, consolidation, subdivision or reduction of the share capital of the Company whilst an Option remains exercisable, such corresponding adjustments (if any) certified by the auditors for the time being or an independent financial adviser to the Company as fair and reasonable will be made to the number of Shares subject to the Option so far as unexercised and/or the Subscription Price for Shares and/or the method of exercise of the Option concerned and/or the maximum number of Shares referred to in paragraphs (c) and (d) herein, provided that (i) any adjustment shall give a Grantee the same proportion of the issued share capital to which he/she was entitled prior to such adjustment and that the aggregate Subscription Price payable by a Grantee on the full exercise of any Option shall remain as nearly as possible the same (but shall not be greater than) as it was before such event; (ii) no adjustment shall be made the effect of which would be to enable a Share to be issued at less than its nominal value; and (iii) no such adjustment will be required in circumstances whether there is an issue of Shares or other securities of the Group as consideration in a transaction to which the Company is a party. In addition, in respect of any such adjustment, other than any made on a capitalisation issue, such auditors or independent financial adviser must confirm to the Directors in writing that the adjustment satisfies the requirements of the relevant provision(s) of the Listing Rules.

(s) Cancellation of Options

Any cancellation of Options granted but not exercised must be approved by the Board and the Shareholders in general meeting, with the relevant Grantees and their associates abstaining from voting.

(t) Termination of the New Share Option Scheme

The Company may by resolution in general meeting or the Board may at any time terminate the operation of the New Share Option Scheme and in such event no further Options will be offered but the provisions of the New Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of the Options (to the extent not already exercised) granted prior to the termination or otherwise as may be required in

accordance with the provisions of the New Share Option Scheme. Options (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the New Share Option Scheme.

(u) Rights are personal to Grantee

An Option shall be personal to the Grantee and shall not be assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any third party over or in relation to any Option. Any breach of the foregoing shall entitle the Company to cancel any outstanding Option or part thereof granted to such Grantee.

(v) Lapse of Option

An Option shall lapse automatically (to the extent not already exercised) on the earliest of:

- (1) the expiry of the Option period referred to paragraphs (l) and (m);
- (2) the expiry of any of the periods or dates referred to in paragraphs (n), (o), (p) and (q); and
- (3) the date on which a breach of the provision restriction on transfer and assignment of an Option referred to in paragraph (u) is committed.

(w) Alteration to the terms of the New Share Option Scheme

The New Share Option Scheme may be altered in any respect by resolution of the Board except that:

- (1) the provisions of the New Share Option Scheme relating to matters contained in Rule 17.03 of the Listing Rules shall not be altered to the advantage of Participants unless with the prior sanction of a resolution of the Shareholders in general meeting.
- (2) any alterations to the terms and conditions of the New Share Option Scheme which are of a material nature or any change to the terms of Options granted must be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the New Share Option Scheme.
- (3) the amended terms of the New Share Option Scheme or the Options must still comply with the relevant requirements of Chapter 17 of the Listing Rules.
- (4) any change to the authority of the Board in relation to any alteration to the terms of the New Share Option Scheme must be approved by the Shareholders in general meeting.

NOTICE OF ANNUAL GENERAL MEETING



GOLDIN FINANCIAL HOLDINGS LIMITED

高銀金融(集團)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 530)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Goldin Financial Holdings Limited (the “Company”) will be held at 23/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Thursday, 21 November 2013 at 4:00 p.m. to transact the following ordinary resolutions:

1. To receive and consider the audited financial statements and the reports of the directors and independent auditor of the Company for the year ended 30 June 2013;
2. (a) To re-elect Ms. Hou Qin as an executive director;
(b) To re-elect Professor Huang Xiaojian as an executive director;
(c) To re-elect Ms. Gao Min as an independent non-executive director;
(d) To authorise the board of directors to fix the directors’ remuneration;
3. To re-appoint Messrs, Ernst & Young as the independent auditors of the Company and to authorise the board of directors to fix their remuneration;

By way of special business, to consider and, if thought fit, to pass each of the following resolutions, with or without modification, of which resolutions numbered 4 and 5 will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

4. (A) “**THAT:**
 - (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

* for identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of the shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) any Share Option Scheme (as hereinafter defined) of the Company; or (iii) any scrip dividend or other similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the Bye-laws of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the shares of the Company in issue at the date of passing this resolution; 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws of Bermuda to be held.

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors 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 recognised regulatory body or any stock exchange in any territory outside Hong Kong); and

“Share Option Scheme” means a share option scheme or similar arrangement for the time being, as varied from time to time, adopted for the grant or issue to eligible grantees of rights to acquire shares of the Company.”

NOTICE OF ANNUAL GENERAL MEETING

(B) **“THAT:**

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in sub-paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the shares of the Company in issue at the date of passing this resolution; 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws of Bermuda to be held.”

- (C) **“THAT** conditional upon the ordinary resolutions 4 (A) and (B) above being passed, the general mandate granted to the Directors to issue and otherwise deal with additional shares in the capital of the Company pursuant to ordinary resolution 4 (A) above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution 4 (B) above provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the shares of the Company in issue at the date of passing this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company with or without amendments:

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange granting approval of the listing of, and permission to deal in the shares to be issued pursuant to the exercise of any options which may be granted under the share option scheme referred to in the circular dispatched to the shareholders of the Company on the same day as this notice, the terms of which are set out in the printed document marked “A” now produced to the AGM and for the purpose of identification signed by the Chairman of the AGM hereof (the “New Share Option Scheme”), the New Share Option Scheme and its terms and conditions thereof be approved and adopted and that the directors of the Company be authorized to grant options thereunder and to allot, issue and deal with the Share fall to be issued pursuant to the New Share Option Scheme from time to time and take all such steps as may be necessary or desirable to implement the New Share Option Scheme and with effect from the date of the New Share Option Scheme becoming unconditional and coming into effect, the existing share option scheme of the Company which was adopted by the Company on 28 January 2004 be terminated.”

By order of the Board
Goldin Financial Holdings Limited
Pan Sutong
Chairman

Hong Kong, 15 October 2013

*Head office and principal place
of business in Hong Kong:*
23/F., Two International Finance Centre
8 Finance Street
Central
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the AGM convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company. A form of proxy for use at the AGM is enclosed herewith.
2. Where there are joint registered holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM 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 share shall alone be entitled to vote in respect thereof.

NOTICE OF ANNUAL GENERAL MEETING

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
4. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the AGM or any adjournment thereof.
5. Delivery of the form of proxy will not preclude a shareholders from attending and voting in person at the AGM or any adjourned meeting or upon the poll concerned and, in such event, the instrument appointing a proxy will be deemed to be revoked.
6. With regard to the proposed resolutions under agenda item (4) of this notice of AGM, the directors of the Company wish to state that they have no immediate plans to issue any new shares or repurchase any shares of the Company pursuant to the general mandates referred thereunder.
7. A circular containing, among others things, an explanatory statement relating to the proposed resolution no. 4(B) of this notice of AGM has been despatched to the shareholders of the Company.
8. As at the date of this notice, Mr. Pan Sutong is a non-executive director and the chairman of the board of directors; Mr. Lee Chi Chung, Harvey, Mr. Wong Hau Yan, Helvin, Professor Huang Xiaojian, Mr. Zhou Dengchao and Ms. Hou Qin are the executive directors; and Ms. Hui Wai Man, Shirley, Mr. Tang Yiu Wing and Ms. Gao Min are the independent non-executive directors.