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If you have sold or transferred all your shares in Goldin Financial Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the transferee or to the bank, stockbroker 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)

**RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES
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 Friday, 20 November 2015 at 4:00 p.m. is set out on pages 15 to 18 of this circular.

Whether or not you are able to attend the said meeting, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the said meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the said meeting or any adjournment thereof should you so wish.

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DEFINITIONS

In this circular, unless the context states otherwise, the following expressions 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 Friday, 20 November 2015 at 4:00 p.m.
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company (as amended from time to time)
“Company”	Goldin Financial Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate granted to the Directors to issue, allot and otherwise deal with new Shares up to a maximum of 20% of the total number of Shares in issue as at the date of passing the relevant resolution
“Latest Practicable Date”	15 October 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate granted to the Directors to exercise all powers of the Company to repurchase on the Stock Exchange, or any other stock exchange on which the Shares of the Company may be listed, Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing the relevant resolution
“SFO”	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
“subsidiary(ies)”	subsidiary(ies) within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented and replaced from time to time
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“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)

Executive Directors:

Mr. Pan Sutong (*Chairman*)
Mr. Wong Hau Yan, Helvin
Mr. Lee Chi Chung, Harvey
Professor Huang Xiaojian
Mr. Zhou Dengchao
Ms. Hou Qin

Independent Non-executive Directors:

Ms. Hui Wai Man, Shirley
Mr. Tang Yiu Wing
Ms. Gao Min

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Principal place of business in Hong Kong:

23/F, Two International Finance Centre
8 Finance Street, Central
Hong Kong

22 October 2015

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM for (i) the re-election of Directors; (ii) the granting of the Issue Mandate; and (iii) the granting of the Repurchase Mandate.

This circular contains the explanatory statement and all other information reasonably necessary to enable the Shareholders to make informed decisions as to whether to vote for or against the resolutions to be proposed at the AGM together with the notice of the AGM.

* *for identification purposes only*

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

In accordance with Bye-law 99 of the Bye-laws, Mr. Pan Sutong, Mr. Zhou Dengchao and Mr. Tang Yiu Wing shall retire by rotation and, being eligible, offer themselves for re-election at the AGM.

Pursuant to the code provision in paragraph A.4.3 of the Corporate Governance Code set out in Appendix 14 of the Listing Rules, any further appointment of independent non-executive director serving more than nine years should be subject to a separate resolution to be approved by shareholders. Mr. Tang Yiu Wing has served on the Board for more than nine years.

The Board considers that Mr. Tang is independent of management and free of any relationship which could materially interfere with the exercise of his independent judgment. The nomination committee of the Company has assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules, and affirmed that Mr. Tang remains independent. The Board considers that the Group has the core business segments – factoring, wine and real estate – which are of diversified business interests across the PRC, US, Europe and Hong Kong. It is essential that independent non-executive Directors have the opportunity to acquire, over a number of years, the experience and knowledge of the business and the sectors within which the Company operates. Hence, the Board considers that the long service of Mr. Tang would not affect his exercise of independent judgment in his service with the Company, and recommends Mr. Tang for re-election as an independent non-executive Director at the 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 MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

The existing general mandates granted to the Directors to issue and repurchase Shares will expire upon the conclusion of the AGM and, therefore, ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the proposed resolution; and
- (ii) to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing the proposed resolution,

and to authorise an extension of the limit of the Issue Mandate granted by adding thereto the number of Shares repurchased by the Company under the Repurchase Mandate.

LETTER FROM THE BOARD

The Issue Mandate and the Repurchase Mandate shall be effective until whichever is the earlier of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors; and
- (c) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Bermuda or by the Bye-laws.

Issue Mandate

The Company had in issue 6,986,681,992 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution approving the Issue Mandate and in accordance with the terms therein, on the basis of 6,986,681,992 existing Shares in issue and assuming that such number of issued Shares remains the same at the date of passing the proposed resolution, the Company could under the Issue Mandate allot, issue and deal with up to 1,397,336,398 new Shares, representing 20% of the total number of Shares in issue as at the date of passing the relevant resolution.

Details of the Issue Mandate are set out in Resolutions no.4 and 6 respectively in the notice of the AGM.

Repurchase Mandate

Subject to the passing of the proposed resolution approving the Repurchase Mandate and in accordance with the terms therein, on the basis of 6,986,681,992 existing Shares in issue and assuming that such number of issued Shares remains the same at the date of passing the proposed resolution, the Company could under the Repurchase Mandate repurchase up to 698,668,199 Shares, representing 10% of the total number of Shares in issue as at the date of passing the relevant resolution.

An explanatory statement as required under the Listing Rules to be sent to Shareholders with respect to the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the relevant resolution.

Details of the Repurchase Mandate are set out in Resolution no.5 in the notice of the AGM.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING

A notice convening the AGM for the purpose of considering, inter alia, (i) the re-election of the retiring Directors; (ii) the Issue Mandate; and (iii) the Repurchase Mandate is set out on pages 15 to 18 of this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the form of proxy, a copy of which is enclosed, in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

5. 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.

6. 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 contained herein or this circular misleading.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Board is of the opinion that the proposed re-election of Directors, the proposed grant of the Issue Mandate and the Repurchase Mandate are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

8. GENERAL

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

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

The details of the retiring Directors proposed for re-election at the AGM are set out as below:

(1) Mr. Pan Sutong – Chairman of the Board and Executive Director

Mr. Pan Sutong, aged 52, is a controlling shareholder, the Chairman of the Board and an executive Director, and the chairmen of the nomination committee and corporate governance committee of the Company, respectively. He had been a non-executive Director since December 2008, and was re-designated from non-executive Director to executive Director in November 2014. He is also a director of certain subsidiaries of the Company. He is responsible for the overall strategic planning of the Group. He has accumulated extensive experience in trading, finance and property development.

Mr. Pan is currently a controlling shareholder, the chairman, chief executive officer and executive director of Goldin Properties Holdings Limited, a company listed on the Main Board of the Stock Exchange. Save as disclosed, he did not hold directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Mr. Pan had interests, within the meaning of Part XV of the SFO, held as beneficial owner and through controlled corporations in an aggregate of 4,907,340,634 Shares, representing approximately 70.24% of the total issued Shares.

There is no service contract between Mr. Pan and the Company. In accordance with the Bye-laws, he 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. For the year ended 30 June 2015, Mr. Pan received salaries and other benefits and bonuses of HK\$3,027,000 (please refer to note 10 to the consolidated financial statements of the Company's annual report 2014/15), which was determined with reference to his duties and responsibilities as well as remuneration benchmark in the industry and the prevailing market conditions.

Mr. Pan does not have any relationship with any Directors, senior management, or substantial or controlling shareholder of the Company.

Save as disclosed above, there are no other matters concerning Mr. Pan that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

(2) Mr. Zhou Dengchao – Executive Director

Mr. Zhou Dengchao, aged 41, was appointed as an executive Director in December 2008 and is a member of corporate governance committee of the Company. He is responsible for the general operation of the Group. Mr. Zhou graduated from Wuhan University of Technology with a major in Accountancy. Mr. Zhou has over 10 years of experience in financial management. Prior to joining the Company, he had worked in the group of Goldin Properties Holdings Limited, a company listed on the Main Board of the Stock Exchange.

Mr. Zhou did not hold directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years nor did he hold any other major appointments.

As at the Latest Practicable Date, Mr. Zhou had interests, within the meaning of Part XV of the SFO, in (i) 1,000,000 Shares; and (ii) share options to subscribe for an aggregate of 5,000,000 Shares granted under the share option schemes of the Company, an aggregate of which representing approximately 0.09% of the total issued Shares.

There is no service contract between Mr. Zhou and the Company. In accordance with the Bye-laws, he 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. For the year ended 30 June 2015, Mr. Zhou received salaries and other benefits and bonuses of HK\$4,390,000 (please refer to note 10 to the consolidated financial statements of the Company's annual report 2014/15), which was determined with reference to his duties and responsibilities as well as remuneration benchmark in the industry and the prevailing market conditions.

He does not have any relationship with any Directors, senior management, or substantial or controlling shareholder of the Company.

Save as disclosed above, there are no other matters concerning Mr. Zhou that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

(3) Mr. Tang Yiu Wing – Independent Non-executive Director

Mr. Tang Yiu Wing, aged 48, was appointed as an independent non-executive Director in September 2006. He is also the chairman of the remuneration committee and a member of the audit committee of the Company respectively. Mr. Tang is a practising solicitor in Hong Kong. He holds a bachelor's degree in Laws, a postgraduate certificate in Laws from The University of Hong Kong and a master's degree in Laws from The City University of Hong Kong. He is a member of The Law Society of Hong Kong and is admitted as a solicitor of the Supreme Court of England and Wales and a barrister and solicitor of the Supreme Court of Tasmania.

Mr. Tang is currently an independent non-executive director of Jete Power Holdings Limited, a company listed on the GEM Board of the Stock Exchange. He was a non-executive director of China Financial Leasing Group Limited, a company listed on the Main Board of the Stock Exchange, for the period from 22 January 2014 to 27 June 2014. Save as disclosed, Mr. Tang did not hold directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years nor did he hold any other major appointments.

As at the Latest Practicable Date, Mr. Tang has no interests in the Shares within the meaning of Part XV of the SFO.

There is no service contract between Mr. Tang and the Company. In accordance with the Bye-laws, he 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. He 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 his performance, duties and responsibilities from time to time and determined by the Board under the authority given by the Shareholders.

Mr. Tang does not have any relationship with any Directors, senior management, or substantial or controlling shareholder of the Company.

Save as disclosed above, there are no other matters concerning Mr. Tang that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to the Shareholders for their consideration of the proposed resolutions in relation to the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions. The Company is empowered by its memorandum of association and the Bye-laws to repurchase the Shares.

2. EXERCISE OF THE REPURCHASE MANDATE

Resolution no.5 set out in the notice convening the AGM will, if passed, give a general and unconditional mandate to the Directors to repurchase Shares on the Stock Exchange representing up to a maximum of 10% of the total number of Shares in issue as at the date of passing such resolution. It will be valid until the next annual general meeting of the Company unless revoked or varied before such meeting.

Accordingly, exercise in full of the Repurchase Mandate (on the basis of 6,986,681,992 Shares in issue as at the Latest Practicable Date) would result in up to 698,668,199 Shares being repurchased by the Company.

3. REASONS FOR THE REPURCHASES

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

4. FUNDING OF REPURCHASE

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Bye-laws and the laws of Bermuda. Under the laws of Bermuda, 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 consolidated financial statements contained in the Company's annual report for the year ended 30 June 2015. However, the Directors will consider the financial conditions of the Company prevailing at the time whenever they consider exercising the Repurchase Mandate and 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.

5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the AGM and exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, all applicable laws of Bermuda, the memorandum of association of the Company and the Bye-laws.

The Company has not been notified by any core connected person (as defined in the Listing Rules) that he has a present intention to sell, or has undertaken not to sell, any Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

6. SHARE REPURCHASES MADE BY THE COMPANY

The Company did not repurchase any Shares on the Stock Exchange or otherwise in the six months preceding the Latest Practicable Date.

7. EFFECT OF THE 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 for the purposes of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in 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.

As at the Latest Practicable Date, based on the information available to the Company under the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO, Mr. Pan Sutong ("**Mr. Pan**"), the Chairman of the Board and executive Director, was beneficially interested in an aggregate of 4,907,340,634 Shares, representing approximately 70.24% of the total issued Shares. As at the Latest Practicable Date, Ms. Pan Jenny Jing, the daughter of Mr. Pan, was interested in the share options granted under the share option scheme of the Company to subscribe for 1,500,000 Shares.

On the basis that no further Shares are issued or repurchased prior to the AGM and in the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the aggregate shareholding interests held by Mr. Pan would be increased to approximately 78.04% of the total issued Shares. The Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase to be made under the Repurchase Mandate.

In the event that the voting rights of Mr. Pan and his associate are aggregately increased to approximately 78.05% as a result of the issue and allotment of Shares upon the full exercise of the share options under the share option scheme of the Company (assuming that no further Shares are issued or repurchased before the AGM and the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate), the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase to be made under the Repurchase Mandate.

In addition, assuming that there is no issue of Shares between the Latest Practicable Date and the date of repurchase, an exercise of the Repurchase Mandate whether in whole or in part will result in less than 25% of the issued Shares, being the prescribed minimum percentage of the Shares being held by the public as required by the Stock Exchange. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed minimum percentage.

8. SHARE PRICES

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

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
October	6.40	4.61
November	6.40	5.06
December	8.22	5.40
2015		
January	11.50	7.22
February	14.50	10.02
March	26.00	13.72
April	32.70	20.00
May	34.95	11.68
June	19.30	9.05
July	10.28	5.37
August	13.70	6.18
September	17.46	13.10
October (up to and including the Latest Practicable Date)	16.52	13.74

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 Friday, 20 November 2015 at 4:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and the independent auditors of the Company for the year ended 30 June 2015.
- 2.(i) (a) To re-elect Mr. Pan Sutong as an executive director (“**Director**”) of the Company;

(b) To re-elect Mr. Zhou Dengchao as an executive Director; and

(c) To re-elect Mr. Tang Yiu Wing as an independent non-executive Director.
- 2.(ii) To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
3. To re-appoint Messrs. Ernst & Young, Certified Public Accountants, as the independent auditors of the Company and to authorise the Board to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without modifications, the following resolutions as Ordinary Resolutions:

4. “**THAT:**
 - (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally granted to the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) 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 or warrants which might require the exercise of such powers;

* *for identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING

- (b) the mandate in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options and warrants during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of options under any share option schemes 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 total number of issued shares of the Company as at the date of passing this resolution and the said mandate shall be limited accordingly; and
- (d) 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, the Companies Act 1981 of Bermuda or any applicable laws of Bermuda to be held.

“Rights Issue” means an offer of shares or issue of options, warrants, or other securities giving the right to subscribe for 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 recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

5. "THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company (the "**Directors**") to exercise during the Relevant Period (as defined below) of all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") or on any other stock exchange recognised for this purpose by The Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Buy-backs, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time;
- (b) the aggregate number of the shares of the Company to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10 per cent. of the total number of issued shares of the Company as at the date of passing this resolution and the said mandate shall be limited 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 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 to be held."

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT**, conditional upon the passing of the resolutions No.4 and No.5 of the notice convening this meeting, the general mandate granted to the directors of the Company (the “**Directors**”) to exercise the powers of the Company to allot, issue and otherwise deal with the shares of the Company pursuant to the resolution set out in paragraph 4 of the notice convening this meeting be and is hereby extended by the addition thereto the number of shares repurchased by the Company under the authority granted to the Directors pursuant to resolution No.5 above of the notice convening this meeting, provided that such number shall not exceed 10 per cent. of the total number of issued shares of the Company as at the date of passing this resolution.”

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

Hong Kong, 22 October 2015

Principal place of business in Hong Kong:
23/F, Two International Finance Centre
8 Finance Street
Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the AGM, either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the AGM or any adjournment thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand first in the register of members of the Company in respect of the joint holding.
3. A form of proxy for use at the AGM (or at any adjournment thereof) is despatched together with this notice of meeting. 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 notarially certified copy of that power or authority must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the AGM or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the AGM or any adjourned meeting (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. As at the date hereof, the Board comprises of Mr. Pan Sutong (*Chairman*), Mr. Wong Hau Yan, Helvin, Mr. Lee Chi Chung, Harvey, Professor Huang Xiaojian, Mr. Zhou Dengchao and Ms. Hou Qin as the executive Directors; and Ms. Hui Wai Man, Shirley, Mr. Tang Yiu Wing and Ms. Gao Min as the independent non-executive Directors respectively.