

---

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

---

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**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 transferee or to the bank, licensed securities dealer or other registered institution in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

---



**GOLDIN FINANCIAL HOLDINGS LIMITED**

**高銀金融(集團)有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 530)**

**DISCLOSEABLE AND CONNECTED TRANSACTIONS  
IN RELATION TO  
ACQUISITION OF ENTITIES RELATING TO WINE BUSINESS**

**Financial adviser to the Company**



**高銀融資有限公司**

**GOLDIN FINANCIAL LIMITED**

**Independent Financial Adviser to the Independent Board Committee  
and the Independent Shareholders**



**Gram Capital Limited**

**嘉林資本有限公司**

---

A letter from the Board of Goldin Financial Holdings Limited (the "Company") is set out on pages 8 to 26 of this circular. A letter from the Independent Board Committee of the Company is set out on page 27 of this circular. A letter from Gram Capital, the Independent Financial Adviser, containing its advice and recommendation to the Independent Board Committee and the Independent Shareholders of the Company is set out on pages 28 to 46 of this circular.

A notice convening a SGM of the Company to be held at 23/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong at 2:30 p.m. on Friday, 19 June 2015 is enclosed with this circular. A form of proxy for use at the SGM is also enclosed. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 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 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 SGM or any adjournment thereof if you so wish.

---

## CONTENTS

---

	<i>Pages</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	8
<b>Letter from the Independent Board Committee</b> .....	27
<b>Letter from Gram Capital</b> .....	28
<b>Appendix I — Valuation Report</b> .....	47
<b>Appendix II — Letter from Ernst &amp; Young in relation to the Valuation Report</b> .....	58
<b>Appendix III — Letter from Goldin Financial Limited in relation to the Valuation Report</b> .....	60
<b>Appendix IV — General Information</b> .....	61
<b>Notice of SGM</b> .....	67

---

## DEFINITIONS

---

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

“Acquisition Agreements”	collectively the Tianjin Properties Agreement and the Guangzhou Properties Agreement
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day (other than Saturday, Sunday, public holidays and days on which a tropical cyclone warning No. 8 or above or a “black rainstorm warning signal” is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which banks are open in Hong Kong for general banking business
“BVI”	the British Virgin Islands
“Company”	Goldin Financial Holdings Limited, a company incorporated under the laws of Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“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
“Guangzhou Adjustment Amount”	the amount (if any) by which the Guangzhou Final Value differs from the Guangzhou Initial Value
“Guangzhou Completion”	completion of the sale and purchase of the Guangzhou Sale Shares and the Guangzhou Sale Loan in accordance with the terms and conditions of the Guangzhou Properties Agreement
“Guangzhou Completion Accounts”	the unaudited consolidated balance sheet of the Guangzhou Target Group as at the Guangzhou Completion Date
“Guangzhou Completion Date”	14 Business Days after the fulfilment of all the conditions precedent as set out in the Guangzhou Properties Agreement

---

## DEFINITIONS

---

“Guangzhou Consideration”	the aggregate consideration of HK\$1,737,608,000 for the Guangzhou Sale Shares and the Guangzhou Sale Loan
“Guangzhou Final Value”	an amount equal to the aggregate of (i) the adjusted net assets value of the Guangzhou Target Group as shown on the Guangzhou Completion Accounts as at the Guangzhou Completion Date; (ii) the Guangzhou Sale Loan as at the Guangzhou Completion Date; and (iii) the Guangzhou Third Party Account Payables as at the Guangzhou Completion Date
“Guangzhou Initial Value”	an amount equal to the aggregate of (i) the adjusted net assets value of the Guangzhou Target Group as shown on the Guangzhou Management Accounts as at the date of the Guangzhou Management Accounts and (ii) the Guangzhou Sale Loan as at the date of the Guangzhou Management Accounts; and (iii) the Guangzhou Third Party Account Payables as at the date of the Guangzhou Management Accounts
“Guangzhou Land A”	a parcel of land situated at Guangzhou Free Trade Zone, Guangdong Province, the PRC with a total site area of approximately 12,616.0 square meters
“Guangzhou Land B”	a parcel of land situated at Guangzhou Free Trade Zone, Guangdong Province, the PRC with a total site area of approximately 3,500.0 square meters
“Guangzhou Lands”	collectively the Guangzhou Land A and the Guangzhou Land B
“Guangzhou Long Stop Date”	31 August 2015 or such other date as the Parties may further agree from time to time
“Guangzhou Management Accounts”	the unaudited consolidated balance sheet of the Guangzhou Target Group as at 31 December 2014
“Guangzhou Project Company”	裕金酒業(廣州)有限公司 (Golden Red Wine (Guangzhou) Company Limited*), a company established in the PRC and is an indirect wholly-owned subsidiary of the Guangzhou Target Company
“Guangzhou Properties”	the Guangzhou Properties A and the Guangzhou Properties B

---

## DEFINITIONS

---

“Guangzhou Properties A”	the Guangzhou Land A together with all the buildings and structures erected thereon and other fixtures and appurtenances thereto
“Guangzhou Properties Acquisition”	the acquisition of the Guangzhou Properties pursuant to the terms of the Guangzhou Properties Agreement
“Guangzhou Properties Agreement”	the agreement dated 13 March 2015 entered into between the Purchaser and the Guangzhou Vendor in relation to the Guangzhou Properties Acquisition
“Guangzhou Properties B”	the Guangzhou Land B together with all the buildings and structures erected thereon and other fixtures and appurtenances thereto
“Guangzhou Sale Loan”	the loan (inclusive of interest) outstanding from the Guangzhou Target Company to the Guangzhou Vendor as at the Guangzhou Completion
“Guangzhou Sale Shares”	the entire issued and paid-up share capital of the Guangzhou Target Company
“Guangzhou Target Company”	Goldin Logistics Holdings Limited, a company incorporated in the BVI, the principal assets of which are the Guangzhou Properties
“Guangzhou Target Group”	the Guangzhou Target Company and its subsidiaries
“Guangzhou Third Party Account Payables”	all construction costs payables due from and owed by any member of the Guangzhou Target Group to any third parties arising from the construction of the Guangzhou Properties as shown in the Guangzhou Management Accounts or (as the case may be) the Guangzhou Completion Accounts
“Guangzhou Vendor”	Prosper Giant Investments Limited, a company incorporated in the BVI, which is wholly and beneficially owned by Mr. Pan
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

---

## DEFINITIONS

---

“Independent Board Committee”	an independent board committee of the Board, comprising all the independent non-executive Directors, which has been appointed by the Board to advise the Independent Shareholders in respect of the terms of the Acquisition Agreements and the transactions contemplated thereunder
“Independent Financial Adviser” or “Gram Capital”	Gram Capital Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO and the independent financial adviser to the Independent Board Committee and the Independent Shareholders regarding the Acquisition Agreements
“Independent Shareholder(s)”	all Shareholders other than Mr. Pan and his associates
“Latest Practicable Date”	22 May 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
“Mr. Pan”	Mr. Pan Sutong, an executive Director, the Chairman of the Board and the controlling shareholder of the Company
“Parties”	collectively the Purchaser and the Tianjin Vendor to the Tianjin Properties Agreement, or the Purchaser and the Guangzhou Vendor to the Guangzhou Properties Agreement, as the case may be
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Properties Acquisitions”	the acquisitions of the Tianjin Properties and the Guangzhou Properties
“Purchaser”	Gold Podium Limited, a company incorporated in the BVI, which is a wholly-owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

---

## DEFINITIONS

---

“SGM”	the special general meeting of the Company to be convened for the purpose of approving the terms of the Acquisition Agreements and the transactions contemplated thereunder
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Shenzhen Project Company”	高銀紅酒業(深圳)有限公司 (Goldin Red Wine (Shenzhen) Co., Ltd.*), a company established in the PRC and is an indirect wholly-owned subsidiary of the Guangzhou Target Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tianjin Adjustment Amount”	the amount (if any) by which the Tianjin Final Value differs from the Tianjin Initial Value
“Tianjin Completion”	completion of the sale and purchase of the Tianjin Sale Share and the Tianjin Sale Loan in accordance with the terms and conditions of the Tianjin Properties Agreement
“Tianjin Completion Accounts”	the unaudited consolidated balance sheet of the Tianjin Target Group as at the Tianjin Completion Date
“Tianjin Completion Date”	14 Business Days after the fulfillment of all the conditions precedent as set out in the Tianjin Properties Agreement
“Tianjin Consideration”	the aggregate consideration of HK\$1,372,897,000 for the Tianjin Sale Share and the Tianjin Sale Loan
“Tianjin Final Value”	an amount equal to the aggregate of (i) the adjusted net assets value of the Tianjin Target Group as shown on the Tianjin Completion Accounts as at the Tianjin Completion Date; (ii) the Tianjin Sale Loan as at the Tianjin Completion Date; and (iii) the Tianjin Third Party Account Payables as at the Tianjin Completion Date

---

## DEFINITIONS

---

“Tianjin Initial Value”	an amount equal to the aggregate of (i) the adjusted net assets value of the Tianjin Target Group as shown on the Tianjin Management Accounts as at the date of the Tianjin Management Accounts and (ii) the Tianjin Sale Loan as at the date of the Tianjin Management Accounts; and (iii) Tianjin Third Party Account Payables as at the date of the Tianjin Management Accounts
“Tianjin Land”	a parcel of land situated at Dongjiang Free Trade Port Zone, Tianjin, the PRC
“Tianjin Long Stop Date”	31 August 2015 or such other date as the Parties may further agree from time to time
“Tianjin Management Accounts”	the unaudited consolidated balance sheet of the Tianjin Target Group as at 31 December 2014
“Tianjin Project Company”	天津帕力仕酒業有限公司 (Tianjin Le Pan Red Wine Company Limited), a company established in the PRC and is an indirect wholly-owned subsidiary of the Tianjin Target Company
“Tianjin Properties”	the Tianjin Land together with all the buildings and structures erected thereon and other fixtures and appurtenances thereto
“Tianjin Properties Acquisition”	the acquisition of the Tianjin Properties pursuant to the terms of the Tianjin Properties Agreement
“Tianjin Properties Agreement”	the agreement dated 13 March 2015 entered into between the Purchaser and the Tianjin Vendor in relation to the Tianjin Properties Acquisition
“Tianjin Sale Loan”	the loan (inclusive of interest) outstanding from the Tianjin Target Company to the Tianjin Vendor as at the Tianjin Completion
“Tianjin Sale Share”	the entire issued and paid-up share capital of the Tianjin Target Company
“Tianjin Target Company”	Treasure Channel Holdings Limited, a company incorporated in the BVI, the principal assets of which is the Tianjin Properties
“Tianjin Target Group”	the Tianjin Target Company and its subsidiaries



---

## DEFINITIONS

---

“Tianjin Third Party Account Payables”	all construction costs payables due from and owed by any member of the Tianjin Target Group to any third parties arising from the construction of the Tianjin Properties as shown in the Tianjin Management Accounts or (as the case may be) the Tianjin Completion Accounts
“Tianjin Vendor”	Mr. Pan
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

*For the purpose of this circular, unless otherwise specifies, conversion of Renminbi into Hong Kong dollars is based on the approximate exchange rate of RMB1.00 = HK\$1.2607; conversion of United States dollars into Hong Kong dollars is based on the approximate exchange rate of US\$1.00 = HK\$7.7530.*

*\* for identification purposes only*



**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

29 May 2015

*To the Shareholders*

Dear Sir/Madam,

**DISCLOSEABLE AND CONNECTED TRANSACTIONS  
IN RELATION TO  
ACQUISITION OF ENTITIES RELATING TO WINE BUSINESS**

**1. INTRODUCTION**

On 13 March 2015, after trading hours of the Stock Exchange, the Purchaser, a wholly-owned subsidiary of the Company, and the Tianjin Vendor have entered into the Tianjin Properties Agreement, pursuant to which the Purchaser has conditionally agreed to purchase and the Tianjin Vendor has conditionally agreed to sell the Tianjin Sale Share and the Tianjin Sale Loan at an aggregate consideration of HK\$1,372,897,000 in cash.

On the even date, after trading hours of the Stock Exchange, the Purchaser and the Guangzhou Vendor have entered into the Guangzhou Properties Agreement, pursuant to which the Purchaser has conditionally agreed to purchase and the Guangzhou Vendor has conditionally agreed to sell the Guangzhou Sale Shares and the Guangzhou Sale Loan at an aggregate consideration of HK\$1,737,608,000 in cash.

\* *for identification purposes only*

---

## LETTER FROM THE BOARD

---

This circular gives you further information in relation to the transactions contemplated under the Acquisition Agreements and contains the advice of Gram Capital to the Independent Board Committee and the Independent Shareholders in relation to the Acquisition Agreements.

### 2. THE TIANJIN PROPERTIES AGREEMENT

#### Date

13 March 2015

#### Parties

Purchaser: Gold Podium Limited, a wholly-owned subsidiary of the Company

Tianjin Vendor: Mr. Pan

As at the Latest Practicable Date, Mr. Pan is the executive Director, the Chairman of the Board and the controlling shareholder of the Company, and is thus a connected person of the Company under Rule 14A.07(1) of the Listing Rules.

#### Assets to be acquired

The assets to be acquired comprise (i) the Tianjin Sale Share, representing the entire issued share capital of the Tianjin Target Company, the principal assets of which is the Tianjin Properties constructed to be used for wine storage; and (ii) the Tianjin Sale Loan. The amount of the shareholder's loan owing by the Tianjin Target Company to the Tianjin Vendor as at 31 December 2014 was approximately HK\$59,309,000. As advised by the Tianjin Vendor, the original acquisition cost of the Tianjin Properties to the Tianjin Vendor was approximately HK\$797,000,000, excluding the project management fees and finance costs.

#### Tianjin Consideration

Subject to any adjustment as set out in the section headed "Adjustment to the Tianjin Consideration" below, the aggregate consideration for the sale of the Tianjin Sale Share and the assignment of the Tianjin Sale Loan to the Purchaser shall amount to HK\$1,372,897,000 which will be comprised of:

- (i) the consideration payable for the Tianjin Sale Share (the "Tianjin Sale Share Consideration") shall be the sum of HK\$1,313,588,000; and
- (ii) the consideration payable for the Tianjin Sale Loan (the "Tianjin Sale Loan Consideration") shall be the amount calculated by deducting the Tianjin Sale Share Consideration from the Tianjin Consideration.

The Tianjin Consideration shall be paid and settled by the Purchaser upon the Tianjin Completion in such manner as the Tianjin Vendor may direct. Pursuant to the Tianjin Properties Agreement, each member of the Tianjin Target Group shall procure the settlement of all Tianjin Third Party Account Payables of any member of

---

## LETTER FROM THE BOARD

---

the Tianjin Target Group on or before the Tianjin Completion. If the Tianjin Vendor fails to settle any Tianjin Third Party Account Payables due from and owed by any member of the Tianjin Target Group as agreed, the Tianjin Vendor is deemed to have authorised the Purchaser to and the Purchaser is entitled to withhold or set-off an equivalent amount from the Tianjin Consideration to settle and satisfy the relevant amount of such Tianjin Third Party Account Payables due after the Tianjin Completion or pay any part of the Tianjin Consideration directly to the creditor(s) of any member of the Tianjin Target Group concerned for settlement of such Tianjin Third Party Account Payables, as the Purchaser may deem fit and appropriate.

The Tianjin Consideration was determined after arm's length negotiation between the Purchaser and the Tianjin Vendor with reference to the value attributable to (i) the Tianjin Sale Share based on the unaudited consolidated net liabilities value of the Tianjin Target Group of approximately HK\$859,000 as at 31 December 2014; (ii) the preliminary valuation report of the Tianjin Properties as appraised by an independent valuer as at 12 March 2015; (iii) the amount of the shareholder's loan owing by the Tianjin Target Company to the Tianjin Vendor of approximately HK\$59,309,000 as at 31 December 2014; and (iv) the amount of the Tianjin Third Party Account Payables of approximately HK\$334,532,000 as at 31 December 2014.

The Tianjin Consideration was determined with reference to, among others, the valuation of the Tianjin Properties as appraised by the independent valuer. Despite the Tianjin Consideration is higher than the original acquisition cost to the Tianjin Vendor, taking into account that (i) the Tianjin Land was acquired by the Tianjin Vendor in 2012; (ii) the original acquisition cost is a historical number and only include the acquisition costs of the Tianjin Land, the expected construction costs of the Tianjin Properties and cost of installing the basic cellar facilities while the Tianjin Vendor has been contributing interest-free fundings and project management service over the entire construction period, the related costs were not included in such original acquisition cost; and (iii) the underlying principal assumptions of the valuation as conducted by the independent valuer are fair and reasonable and the valuation could serve as an appropriate reference when determining the Tianjin Consideration, the Directors are of the view that the Tianjin Consideration is fair and reasonable even it is higher than the original acquisition cost to the Tianjin Vendor and is in the interests of the Company and the Shareholders as a whole.

The valuation was based on discounted cash flow methodology under the income-based approach. As such, the valuation constitutes a profit forecast under Rule 14.61 of the Listing Rules and the requirements under Rule 14.62 of the Listing Rules are applicable accordingly.

The principal assumptions upon which the profit forecast for the Tianjin Target Group was made are set out in "Appendix I — Valuation Report" to this circular. The underlying assumptions are made by the Board after due and careful enquiry having been made with the valuer with reference to the official data, market information and relevant applicable laws. To the best of the Directors' knowledge and belief, the underlying assumptions under the valuation provided to the valuer are fair and reasonable.

In accordance with Rule 14.62 of the Listing Rules, the Company has engaged its auditors, Ernst & Young, as the reporting accountant who have reported to the

---

## LETTER FROM THE BOARD

---

Directors that nothing has come to their attention that causes them to believe that the underlying discounted cash flows, so far as the arithmetic accuracy of the calculation on the underlying discounted cash flows is concerned, have not been properly compiled in all material respects in accordance with the bases and assumptions made by the Directors. Goldin Financial Limited, the financial adviser of the Company, has confirmed that the forecasts upon which the valuation has been made, for which the Directors are solely responsible, have been made after due and careful enquiry by the Board. The letters from Ernst & Young and Goldin Financial Limited are set out in Appendix II and Appendix III to this circular.

Given that the Tianjin Consideration of approximately HK\$1,372,897,000, being the Tianjin Initial Value (subject to the adjustment below), is equivalent to the sum of (i) the adjusted net asset value of the Tianjin Target Group of approximately HK\$979,056,000 as at 31 December 2014 taking into account of the revaluation of the Tianjin Properties; (ii) the shareholder's loan owing by the Tianjin Target Group to the Tianjin Vendor of approximately HK\$59,309,000 as at 31 December 2014; and (iii) the amount of the Tianjin Third Party Account Payables of approximately HK\$334,532,000 as at 31 December 2014, the Directors are of the view that the Tianjin Consideration is fair and reasonable and on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

The Tianjin Consideration will be funded by the Group's internal cash resources and/or bank and other borrowings. As at 31 December 2014, the cash and cash equivalents of the Group amounted to approximately HK\$251,266,000. Fund raising exercises (including, among others, bank finance, equity-fund raising or such other means of borrowing as the Purchaser deems fit) may be conducted by the Purchaser and/or the Company for the settlement of the Tianjin Consideration. As at the Latest Practicable Date, no legally binding agreement has been entered into by the Group in respect of such fund raising exercises. In the event that the Purchaser and/or the Company is failed to raise funds for the settlement of the Tianjin Consideration; the Company shall utilize the loan facilities granted by Goldin Global Holdings Limited ("Goldin Global"), parent company of the Company, so as to get enough funding to finance the transaction. Such loan facilities, which was entered into between the Company and Goldin Global in 2011 with an initial amount of US\$300 million (equivalent to HK\$2,326 million), was further revised to US\$500 million (equivalent to HK\$3,877 million) on 6 March 2015 in view of the business need of the Group.

### **Adjustment to the Tianjin Consideration**

As soon as reasonably practicable and, in any event, no later than fourteen (14) days after the Tianjin Completion Date (unless otherwise agreed to in writing by the Tianjin Vendor and the Purchaser), the Tianjin Vendor shall prepare, and submit to the Purchaser, the draft Tianjin Completion Accounts. If the Tianjin Vendor and the Purchaser agree on the form and content of the draft Tianjin Completion Accounts within one (1) month after the date on which the draft Tianjin Completion Accounts were submitted to the Purchaser (or within such other period as the Tianjin Vendor and the Purchaser may agree in writing), the draft Tianjin Completion Accounts as so agreed shall be final and binding on the Parties. If the Tianjin Vendor and the Purchaser do not agree on the form and content of the draft Tianjin Completion Accounts within one (1) month after the date on which the draft

---

## LETTER FROM THE BOARD

---

Tianjin Completion Accounts were submitted by the Tianjin Vendor; the matter may be referred by the Tianjin Vendor or the Purchaser to an independent firm of chartered accountants selected by agreement between the Parties or, failing agreement, nominated by the president (or a person authorized by the president to carry out such selection duties) for the time being of the Hong Kong Institute of Certified Public Accountants on the application of either the Purchaser or the Tianjin Vendor and:

- (i) such independent firm of chartered accountants shall be requested to settle any matter in dispute in connection with the draft Tianjin Completion Accounts and (unless both the Purchaser or the Tianjin Vendor shall otherwise direct in writing) determine the form and content of the Tianjin Completion Accounts; and
- (ii) the decision of such firm of chartered accountants as to the matter in dispute and their determination (if any) as to the form and content of the Tianjin Completion Accounts shall, except in the case of manifest error or fraud, be final and binding on the Parties and such chartered accountants shall be deemed to act as experts and not as arbitrators.

If the Tianjin Final Value is (i) less than the Tianjin Initial Value, the Tianjin Vendor shall pay the Tianjin Adjustment Amount to the Purchaser, as an adjustment to the Tianjin Sale Loan Consideration; or (ii) exceeds the Tianjin Initial Value, the Purchaser shall pay the Tianjin Adjustment Amount to the Tianjin Vendor, as an adjustment to the Tianjin Sale Loan Consideration; or (iii) equals the Tianjin Initial Value, no adjustment to the Tianjin Sale Loan Consideration will be made.

The aforesaid adjustment to the Tianjin Consideration is subject to and shall take into account any amount which may be withheld from the Tianjin Consideration by the Purchaser if the Tianjin Vendor fails to settle the relevant Tianjin Third Party Account Payables due from or owed by any member of the Tianjin Target Group on or before the Tianjin Completion.

In respect of the Tianjin Consideration, given that potential significant change may occur in the amount of each of the Tianjin Sale Loan and the Tianjin Third Party Account Payables between the Tianjin Management Accounts as at 31 December 2014 and the Tianjin Completion Accounts as at the Tianjin Completion Date due to any settlement thereof prior to the Tianjin Completion Date, the amount of the Tianjin Initial Value is equivalent to the sum of (i) the adjusted net asset value of the Tianjin Target Group of approximately HK\$979,056,000 as at 31 December 2014 taking into account of the revaluation of the Tianjin Properties; (ii) the shareholder's loan owing by the Tianjin Target Group to the Tianjin Vendor of approximately HK\$59,309,000 as at 31 December 2014; and (iii) the amount of the Tianjin Third Party Account Payables of approximately HK\$334,532,000 as at 31 December 2014, such that any changes in the finalised amount of the Tianjin Sale Loan and the Tianjin Third Party Account Payables would be adjusted in the net asset value of the Tianjin Target Group in the Tianjin Completion Accounts, minimizing any substantial adjustment to the Tianjin Consideration arising from the settlement of the Tianjin Sale Loan and the Tianjin Third Party Account Payables prior to the Tianjin Completion Date.

Considering that (i) the shareholders' loan owing by the Tianjin Target Group and the Tianjin Third Party Account Payables in aggregate accounts for over 95% of

---

## LETTER FROM THE BOARD

---

the total liabilities in the Tianjin Management Accounts and any changes would be adjusted in the net asset value of the Tianjin Target Group in the Tianjin Completion Accounts as aforesaid; (ii) the revalued amount of the Tianjin Properties which accounts for over 99% of the total assets has been taken into account in the Tianjin Management Accounts; and (iii) remaining items being prepayments, deposits and other receivables, bank balances and cash, other payable and accruals and amounts due to related companies are operating assets or liabilities; given the fact that the Tianjin Properties have not yet started operations, the difference in those items between the Tianjin Management Accounts as at 31 December 2014 and the Tianjin Completion Accounts as at the Tianjin Completion Date shall be reasonably regarded as insignificant. Based on the above, the Directors do not foresee any substantial change between the Tianjin Initial Value and the Tianjin Final Value and are in the view that the adjustment to the Tianjin Consideration due to such changes, if any, would be minimal.

While the unaudited accounts, but not audited, will be used in determining the Tianjin Final Value, considering that (i) using unaudited accounts in determining the final values were often found in the acquisitions and/or disposals as conducted by companies listed in the Stock Exchange, which is not an uncommon market practice; and (ii) in the event that the parties to the Tianjin Properties Agreement fail to reach an agreement on the draft completion accounts, such matter in dispute may be referred by either party to an independent firm of chartered accountants as described above and therefore appropriate measures are in place to ensure proper adjustments be made to the Tianjin Consideration, the Directors are of the view the adjustment basis is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The finalized consideration amount of the Tianjin Properties Acquisition shall be disclosed in the completion announcement in relation to the Tianjin Completion, which will be published by the Company when appropriate.

### **Conditions precedent**

The Tianjin Properties Agreement is conditional or (if applicable) waiver of the following conditions:

- (i) the Purchaser having completed the due diligence review regarding the legal, financial and business aspects of the Tianjin Target Group and being satisfied with the results of such due diligence review;
- (ii) all regulatory requirements (including but not limited to those under the Listing Rules and all other relevant laws and regulations in Hong Kong and the PRC) in respect of the transactions contemplated under the Tianjin Properties Agreement having been complied with and satisfied;
- (iii) all necessary consents and approvals in relation to the transactions contemplated under the Tianjin Properties Agreement having been obtained by the Company and such consents and approvals should be valid up to the Tianjin Completion Date, including, if necessary, the passing of ordinary resolution(s) by the Independent Shareholders at

---

## LETTER FROM THE BOARD

---

the SGM for the approving the transactions contemplated under the Tianjin Properties Agreement;

- (iv) the Purchaser being satisfied that from the date of the Tianjin Properties Agreement and up to the Tianjin Completion, the Tianjin Vendor's warranties set out in the Tianjin Properties Agreement shall remain true, accurate and not misleading; and
- (v) no occurrence of any event that would result in any breach of the Tianjin Vendor's warranties or other obligations of the Tianjin Vendor under the Tianjin Properties Agreement before the Tianjin Completion Date.

As advised by PRC legal advisers of the Company, the relevant license or approvals for the business of the Tianjin Target Group have been obtained. The certificate of approval outlines a business scope covering the wholesale, retail, storage, display and international trade of wine with fifty years duration of operation. The certificate is granted by local government authority\* (天津市人民政府). The expected date of completion of the due diligence exercise is based on the Company's assessment of the current progress and the due diligence exercise is expected to be completed in around mid-June this year. As at the Latest Practicable Date, the Group is still in the process of undergoing the due diligence exercise on the Tianjin Target Group, including but not limited to investigating any non-compliance history of the Tianjin Target Group.

According to the Tianjin Properties Agreement, the Tianjin Vendor has provided warranties that compliance has been made with all legal and procedural requirements and other formalities in connection with each of the Tianjin Target Company, or any one of the subsidiaries concerning (i) the memorandum and articles of association and other constitutional documents (including all resolutions passed or purported to have been passed); (ii) the filing of all documents required by the appropriate legislation to be filed with the appropriate regulatory bodies; (iii) issues of shares debentures or other securities; (iv) payments of interest and dividends and making of other distributions; and (v) the directors and other officers.

If any of the conditions above shall not have been fulfilled or (if applicable) waived at or before 5:00 p.m. on the Tianjin Long Stop Date, all rights and obligations of the Parties cease and terminate and no party under the Tianjin Properties Agreement shall have any claim against the others (except for any antecedent breaches thereof).

### **Completion**

Completion of the Tianjin Properties Agreement shall take place on the Tianjin Completion Date subject to satisfaction or waiver (if any) of the conditions precedent (as set out aforesaid) in full, or such other date and time as may be agreed between the Parties.

\* *for identification purposes only*



---

## LETTER FROM THE BOARD

---

### 3. THE GUANGZHOU PROPERTIES AGREEMENT

#### Date

13 March 2015

#### Parties

Purchaser: Gold Podium Limited, a wholly-owned subsidiary of the Company

Guangzhou Vendor: Prosper Giant Investments Limited

As at the Latest Practicable Date, the Guangzhou Vendor was wholly and beneficially owned by Mr. Pan. The Guangzhou Vendor is an associate of Mr. Pan and is thus a connected person of the Company under Rule 14A.07(4) of the Listing Rules. As confirmed by the Guangzhou Vendor, the Guangzhou Vendor is principally engaged in investment holding.

#### Assets to be acquired

The assets to be acquired comprise (i) the Guangzhou Sale Shares, representing the entire issued share capital of the Guangzhou Target Company, the principal assets of which is the Guangzhou Properties constructed to be used for wine storage; and (ii) the Guangzhou Sale Loan. The amount of the shareholder's loan owing by the Guangzhou Target Company to the Guangzhou Vendor as at 31 December 2014 was approximately HK\$151,861,000. As advised by the Guangzhou Vendor, the original acquisition cost of the Guangzhou Properties to the Guangzhou Vendor was approximately HK\$929,000,000, excluding the project management fees and finance costs.

#### Guangzhou Consideration

Subject to any adjustment as set out in the section headed "Adjustment to the Guangzhou Consideration" below, the aggregate consideration for the sale of the Guangzhou Sale Shares and the assignment of the Guangzhou Sale Loan to the Purchaser is equal to the Guangzhou Initial Value and shall amount to HK\$1,737,608,000 which will be comprised of:

- (i) the consideration payable for the Guangzhou Sale Shares (the "Guangzhou Sale Shares Consideration") shall be the sum of HK\$1,585,747,000; and
- (ii) the consideration payable for the Guangzhou Sale Loan (the "Guangzhou Sale Loan Consideration") shall be the amount calculated by deducting the Guangzhou Sale Shares Consideration from the Guangzhou Consideration.

The Guangzhou Consideration shall be paid and settled by the Purchaser upon the Guangzhou Completion in such manner as the Guangzhou Vendor may

---

## LETTER FROM THE BOARD

---

direct. Pursuant to the Guangzhou Properties Agreement, each member of the Guangzhou Target Group shall procure the settlement of all Guangzhou Third Party Account Payables of any member of the Guangzhou Target Group on or before the Guangzhou Completion. If the Guangzhou Vendor fails to settle any Guangzhou Third Party Account Payables due from and owed by any member of the Guangzhou Target Group as agreed, the Guangzhou Vendor is deemed to have authorised the Purchaser to and the Purchaser is entitled to withhold or set-off an equivalent amount from the Guangzhou Consideration to settle and satisfy the relevant amount of such Guangzhou Third Party Account Payables due after the Guangzhou Completion or pay any part of the Guangzhou Consideration directly to the creditor(s) of any member of the Guangzhou Target Group concerned for settlement of such Guangzhou Third Party Account Payables, as the Purchaser may deem fit and appropriate.

The Guangzhou Consideration was determined after arm's length negotiation between the Purchaser and the Guangzhou Vendor with reference to the value attributable to (i) the Guangzhou Sale Shares based on the unaudited consolidated net liabilities value of the Guangzhou Target Group of approximately HK\$695,000 as at 31 December 2014; (ii) the preliminary valuation report of the Guangzhou Properties as appraised by an independent valuer as at 12 March 2015; (iii) the amount of the shareholder's loan owing by the Guangzhou Target Company to the Guangzhou Vendor of approximately HK\$151,861,000 as at 31 December 2014; and (iv) the amount of Guangzhou Third Party Account Payables of approximately HK\$189,096,000 as at 31 December 2014.

The Guangzhou Consideration was determined with reference to, among others, the valuation of the Guangzhou Properties as appraised by the independent valuer. Despite the Guangzhou Consideration is higher than the original acquisition cost to the Guangzhou Vendor, taking into account that (i) the Guangzhou Lands were acquired by the Guangzhou Vendor in 2011; (ii) the original acquisition cost is a historical number and only include the acquisition cost of the Guangzhou Lands, the expected construction costs of the Guangzhou Properties and cost of installing the basic cellar facilities while the Guangzhou Vendor has been contributing interest-free fundings and project management service over the entire construction period, the related costs were not included in such original acquisition cost; and (iii) the underlying principal assumptions of the valuation as conducted by the independent valuer are fair and reasonable and the valuation could serve as an appropriate reference when determining the Guangzhou Consideration, the Directors are of the view that the Guangzhou Consideration is fair and reasonable even it is higher than the original acquisition cost to the Guangzhou Vendor and is in the interests of the Company and the Shareholders as a whole.

The valuation was based on discounted cash flow methodology under the income-based approach. As such, the valuation constitutes a profit forecast under Rule 14.61 of the Listing Rules and the requirements under Rule 14.62 of the Listing Rules are applicable accordingly.

The principal assumptions upon which the profit forecast for the Guangzhou Target Group was made are set out in "Appendix I — Valuation Report" to this circular. The underlying assumptions are made by the Board after due and careful enquiry having been made with the valuer with reference to the official data, market

---

## LETTER FROM THE BOARD

---

information and relevant applicable laws. To the best of the Directors' knowledge and belief, the underlying assumptions under the valuation provided to the valuer are fair and reasonable.

In accordance with Rule 14.62 of the Listing Rules, the Company has engaged its auditors, Ernst & Young, as the reporting accountant who have reported to the Directors that nothing has come to their attention that causes them to believe that the underlying discounted cash flows, so far as the arithmetic accuracy of the calculation on the underlying discounted cash flows is concerned, have not been properly compiled in all material respects in accordance with the bases and assumptions made by the Directors. Goldin Financial Limited, the financial adviser of the Company, has confirmed that the forecasts upon which the valuation has been made, for which the Directors are solely responsible, have been made after due and careful enquiry by the Board. The letters from Ernst & Young and Goldin Financial Limited are set out in Appendix II and Appendix III to this circular.

Given that the Guangzhou Consideration of approximately HK\$1,737,608,000 being the Guangzhou Initial Value (subject to the adjustment below), is equivalent to the sum of (i) the adjusted net asset value of the Guangzhou Target Group of approximately HK\$1,396,651,000 as at 31 December 2014 taking into account of the revaluation of the Guangzhou Properties; (ii) the shareholder's loan owing by the Guangzhou Target Group to the Guangzhou Vendor of approximately HK\$151,861,000 as at 31 December 2014; and (iii) the amount of the Guangzhou Third Party Account Payables of approximately HK\$189,096,000 as at 31 December 2014, the Directors are of the view that the Guangzhou Consideration is fair and reasonable and on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

The Guangzhou Consideration will be funded by the Group's internal cash resources and/or bank and other borrowings. As at 31 December 2014, the cash and cash equivalents of the Group amounted to approximately HK\$251,266,000. Fund raising exercises (including, among others, bank finance, equity-fund raising or such other means of borrowing as the Purchaser deems fit) may be conducted by the Purchaser and/or the Company for the settlement of the Guangzhou Consideration. As at the Latest Practicable Date, no legally binding agreement has been entered into by the Group in respect of such fund raising exercises. In the event that the Purchaser and/or the Company is failed to raise funds for the settlement of the Guangzhou Consideration; the Company shall utilize the loan facilities granted by Goldin Global), parent company of the Company, so as to get enough funding to finance the transaction. Such loan facilities, which was entered into between the Company and Goldin Global in 2011 with an initial amount of US\$300 million (equivalent to HK\$2,326 million), was further revised to US\$500 million (equivalent to HK\$3,877 million) on 6 March 2015 in view of the business need of the Group.

### **Adjustment to the Guangzhou Consideration**

As soon as reasonably practicable and, in any event, no later than fourteen (14) days after the Guangzhou Completion Date (unless otherwise agreed to in writing by the Guangzhou Vendor and the Purchaser), the Guangzhou Vendor shall prepare, and submit to the Purchaser, the draft Guangzhou Completion Accounts. If the Guangzhou Vendor and the Purchaser agree on the form and content of the draft

---

## LETTER FROM THE BOARD

---

Guangzhou Completion Accounts within one (1) month after the date on which the draft Guangzhou Completion Accounts were submitted to the Purchaser (or within such other period as the Guangzhou Vendor and the Purchaser may agree in writing), the draft Guangzhou Completion Accounts as so agreed shall be final and binding on the Parties. If the Guangzhou Vendor and the Purchaser do not agree on the form and content of the draft Guangzhou Completion Accounts within one (1) month after the date on which the draft Guangzhou Completion Accounts were submitted by the Guangzhou Vendor; the matter may be referred by the Guangzhou Vendor or the Purchaser to an independent firm of chartered accountants selected by agreement between the Parties or, failing agreement, nominated by the president (or a person authorized by the president to carry out such selection duties) for the time being of the Hong Kong Institute of Certified Public Accountants on the application of either the Purchaser or the Guangzhou Vendor and:

- (i) such independent firm of chartered accountants shall be requested to settle any matter in dispute in connection with the draft Guangzhou Completion Accounts and (unless both the Purchaser or the Guangzhou Vendor shall otherwise direct in writing) determine the form and content of the Guangzhou Completion Accounts; and
- (ii) the decision of such firm of chartered accountants as to the matter in dispute and their determination (if any) as to the form and content of the Guangzhou Completion Accounts shall, except in the case of manifest error or fraud, be final and binding on the Parties and such chartered accountants shall be deemed to act as experts and not as arbitrators.

If the Guangzhou Final Value is (i) less than the Guangzhou Initial Value, the Guangzhou Vendor shall pay the Guangzhou Adjustment Amount to the Purchaser, as an adjustment to the Guangzhou Sale Loan Consideration; or (ii) exceeds the Guangzhou Initial Value, the Purchaser shall pay the Guangzhou Adjustment Amount to the Guangzhou Vendor, as an adjustment to the Guangzhou Sale Loan Consideration; or (iii) equals the Guangzhou Initial Value, no adjustment to the Guangzhou Sale Loan Consideration will be made.

The aforesaid adjustment to the Guangzhou Consideration is subject to and shall take into account any amount which may be withheld from the Guangzhou Consideration by the Purchaser if the Guangzhou Vendor fails to settle the relevant Guangzhou Third Party Account Payables due from or owed by any member of the Guangzhou Target Group on or before the Guangzhou Completion.

In respect of the Guangzhou Consideration, given that potential significant change may occur in the amount of each of the Guangzhou Sale Loan and the Guangzhou Third Party Account Payables between the Guangzhou Management Accounts as at 31 December 2014 and the Guangzhou Completion Accounts as at the Guangzhou Completion Date due to any settlement thereof prior to the Guangzhou Completion Date, the amount of the Guangzhou Initial Value is equivalent to the sum of (i) the adjusted net asset value of the Guangzhou Target Group of approximately HK\$1,396,651,000 as at 31 December 2014 taking into account of the revaluation of the Guangzhou Properties; (ii) the shareholder's loan owing by the Guangzhou Target Group to the Guangzhou Vendor of approximately

---

## LETTER FROM THE BOARD

---

HK\$151,861,000 as at 31 December 2014; and (iii) the amount of the Guangzhou Third Party Account Payables of approximately HK\$189,096,000 as at 31 December 2014, such that any changes in the finalised amount of the Guangzhou Sale Loan and the Guangzhou Third Party Account Payables would be adjusted in the net asset value of the Guangzhou Target Group in the Guangzhou Completion Accounts, minimizing any substantial adjustment to the Guangzhou Consideration arising from the settlement of the Guangzhou Sale Loan and the Guangzhou Third Party Account Payables prior to the Guangzhou Completion Date.

Considering that (i) the shareholders' loan owing by the Guangzhou Target Group and the Guangzhou Third Party Account Payables in aggregate accounts for over 64% of the total liabilities in the Guangzhou Management Accounts and any changes would be adjusted in the net asset value of the Guangzhou Target Group in the Guangzhou Completion Accounts as aforesaid; (ii) the revalued amount of the Guangzhou Properties which accounts for over 98% of the total assets has been taken into account in the Guangzhou Management Accounts; and (iii) remaining items being other receivables, amount due from a related company, bank balances and cash, other payable and accruals and amounts due to a related company are operating assets or liabilities; given the fact that the Guangzhou Properties have not yet started operations, the difference in those items between the Guangzhou Management Accounts as at 31 December 2014 and the Guangzhou Completion Accounts as at the Guangzhou Completion Date shall be reasonably regarded as insignificant. Based on the above, the Directors do not foresee any substantial change between the Guangzhou Initial Value and the Guangzhou Final Value and are in the view that the adjustment to the Guangzhou Consideration due to such changes, if any, would be minimal.

While the unaudited accounts, but not audited, will be used in determining the Guangzhou Final Value, considering that (i) using unaudited accounts in determining the final values were often found in the acquisitions and/or disposals as conducted by companies listed in the Stock Exchange, which is not an uncommon market practice; and (ii) in the event that the parties to the Guangzhou Properties Agreement fail to reach an agreement on the draft completion accounts, such matter in dispute may be referred by either party to an independent firm of chartered accountants as described in the section above and therefore appropriate measures are in place to ensure proper adjustments be made to the Guangzhou Consideration, the Directors are of the view the adjustment basis is fair and reasonable and in the interest of the Company and the Shareholders as a whole.

The finalized consideration amount of the Guangzhou Properties Acquisition shall be disclosed in the announcement in relation to the Guangzhou Completion, which will be published by the Company when appropriate.

### **Conditions precedent**

The Guangzhou Properties Agreement is conditional or (if applicable) waiver of the following conditions:

- (i) the Purchaser having completed the due diligence review regarding the legal, financial and business aspects of the Guangzhou Target Group and being satisfied with the results of such due diligence review;

---

## LETTER FROM THE BOARD

---

- (ii) all regulatory requirements (including but not limited to those under the Listing Rules and all other relevant laws and regulations in Hong Kong and the PRC) in respect of the transactions contemplated under the Guangzhou Properties Agreement having been complied with and satisfied;
- (iii) all necessary consents and approvals in relation to the transactions contemplated under the Guangzhou Properties Agreement having been obtained by the Company and such consents and approvals should be valid up to the Guangzhou Completion Date, including, if necessary, the passing of ordinary resolution(s) by the Independent Shareholders at the SGM for the approving the transactions contemplated under the Guangzhou Properties Agreement;
- (iv) the Purchaser being satisfied that from the date of the Guangzhou Properties Agreement and up to the Guangzhou Completion, the Guangzhou Vendor's warranties set out in the Guangzhou Properties Agreement shall remain true, accurate and not misleading; and
- (v) no occurrence of any event that would result in any breach of the Guangzhou Vendor's warranties or other obligations of the Guangzhou Vendor under the Guangzhou Properties Agreement before the Guangzhou Completion Date.

As advised by PRC legal advisers of the Company, the relevant license or approvals for the business of the Guangzhou Target Group have been obtained. The certificates of approval outline a business scope covering the wholesale, storage, commission agency, import and export of wine and related services with twenty years duration of operation. The certificates are granted by respective local government authorities\* (深圳市人民政府 and 廣州市人民政府). The expected date of completion of the due diligence exercise is based on the Company's assessment of the current progress and the due diligence exercise is expected to be completed in around mid-June this year. As at the Latest Practicable Date, the Group is still in the process of undergoing the due diligence exercise on the Guangzhou Target Group, including but not limited to investigating any non-compliance history of the Guangzhou Target Group.

\* *for identification purposes only*

---

## LETTER FROM THE BOARD

---

According to the Guangzhou Properties Agreement, the Guangzhou Vendor has provided warranties that compliance has been made with all legal and procedural requirements and other formalities in connection with each of the Guangzhou Target Company or any one of the subsidiaries concerning (i) the memorandum and articles of association and other constitutional documents (including all resolutions passed or purported to have been passed); (ii) the filing of all documents required by the appropriate legislation to be filed with the appropriate regulatory bodies; (iii) issues of shares debentures or other securities; (iv) payments of interest and dividends and making of other distributions; and (v) the directors and other officers.

If any of the conditions above shall not have been fulfilled or (if applicable) waived at or before 5:00 p.m. on the Guangzhou Long Stop Date, all rights and obligations of the Parties cease and terminate and no party under the Guangzhou Properties Agreement shall have any claim against the others (except for any antecedent breaches thereof).

### Completion

Completion of the Guangzhou Properties Agreement shall take place on the Guangzhou Completion Date subject to satisfaction or waiver (if any) of the conditions precedent (as set out aforesaid) in full, or such other date and time as may be agreed between the Parties.

#### 4. INFORMATION ON THE TIANJIN TARGET GROUP AND THE GUANGZHOU TARGET GROUP

##### Tianjin Target Group

The Tianjin Target Company is a company incorporated in the BVI with limited liability which owns the entire interests in the Tianjin Project Company. The business scope of the Tianjin Project Company includes the distribution, retailing, storage and trading of grape wine, Brandy and Champagne. The principal assets of Tianjin Target Group are the Tianjin Properties constructed to be used for wine storage. The wine storage business of the Tianjin Target Group has yet to commence as at the Latest Practicable Date and no revenue has been recognized from wine storage business for the two years ended 31 December 2013 and 2014.

The Tianjin Properties are situated at Dongjiang Free Trade Port Zone, Tianjin, the PRC, with a total site area of approximately 63,040.9 square meters and a gross floor area of approximately 55,493.1 square meters including a wine cellar covering approximately 41,744.0 square meters. The Tianjin Properties are designated for storage use with a wine storage capacity of approximately 7,200,000 bottles, and a term of 50 years.

Set out below is the unaudited consolidated financial information of the Tianjin Target Group:

	<b>For the year ended 31 December 2014 HK\$'000</b>	<b>For the year ended 31 December 2013 HK\$'000</b>
Net loss before and after tax	208	651

---

## LETTER FROM THE BOARD

---

According to the unaudited consolidated accounts of the Tianjin Target Group as at 31 December 2014, the net liabilities of the Tianjin Target Group before taking into account of the revaluation of the Tianjin Properties amounted to approximately HK\$859,000. The adjusted unaudited consolidated net assets value of the Tianjin Target Group after taking into account of the revaluation of the Tianjin Properties as appraised by an independent valuer amounted to approximately HK\$979,056,000.

### Guangzhou Target Group

The Guangzhou Target Company is a company incorporated in the BVI with limited liability which owns the entire interests in the Guangzhou Project Company and the Shenzhen Project Company. The business scope of the Guangzhou Project Company includes the import and export and distribution of wines and storage and transportation services while the business scope of the Shenzhen Project Company includes the import and export and distribution of grape wines and relevant associated business. The principal assets of the Guangzhou Target Group are the Guangzhou Properties constructed to be used for wine storage. The wine storage business of the Guangzhou Target Group has yet to commence as at the Latest Practicable Date and no revenue has been recognized from wine storage business for the two years ended 31 December 2013 and 2014.

The Guangzhou Properties A, which is currently held by the Guangzhou Project Company, is situated at Guangzhou Free Trade Zone, Guangdong Province, the PRC, with a total site area of approximately 12,616.0 square meters and a total gross floor area of approximately 48,777.4 square meters including above-ground spaces in the gross floor area of approximately 17,532.2 square meters and underground spaces in the gross floor area of approximately 31,245.2 square meters. The Guangzhou Properties A is designated for storage use, with a wine storage capacity of approximately 7,000,000 bottles, and a term of 50 years.

The Guangzhou Properties B, which is currently held by the Guangzhou Project Company, is situated at Guangzhou Free Trade Zone, Guangdong Province, the PRC, with a total site area of approximately 3,500.0 square meters and a total gross floor area of approximately 6,231.9 square meters. The Guangzhou Properties B is designated for commercial use, with a term of 40 years.

Set out below is the unaudited consolidated financial information of the Guangzhou Target Group:

	<b>For the year ended 31 December 2014 HK\$'000</b>	<b>For the year ended 31 December 2013 HK\$'000</b>
Net loss before and after tax	181	621

According to the unaudited consolidated accounts of the Guangzhou Target Group as at 31 December 2014, the net liabilities of the Guangzhou Target Group before taking into account of the revaluation of the Guangzhou Properties amounted to approximately HK\$695,000. The adjusted unaudited consolidated net



---

## LETTER FROM THE BOARD

---

assets value of the Guangzhou Target Group after taking into account of the revaluation of the Guangzhou Properties as appraised by an independent valuer amounted to approximately HK\$1,396,651,000.

As the Tianjin Properties and Guangzhou Properties have not yet started operations as at the Latest Practicable Date, there are no past and current usages of wine storage. As advised by the valuer, the major facilities such as humidity and temperature control systems have been installed, the Company is therefore not required to make further capital investment in order to equip the properties for basic operation of wine storage business.

Ground investigation of the Tianjin Properties and the Guangzhou Properties prior to the design had been carried out by a Grade A Geotechnical Institute (甲級工程勘察院) and site investigation ("SI") reports (地質勘察報告) were prepared and issued subsequently. The design for both properties were based on a combined underground services plan (市政綜合地下管線圖) obtained from the government. Both the design planning and construction drawings (規劃設計及施工圖) including SI reports and method of construction statements (施工方案) were formally submitted to the government authorities in respect of which formal approvals with design planning and work permits (工程規劃及施工許可證) have been granted. Based on the above, the Directors are of the view that the ground conditions and services of the Tianjin Properties and the Guangzhou Properties are suitable for the development thereon. As at the Latest Practicable Date, the construction of the Tianjin Properties and the Guangzhou Properties had been completed and the Tianjin Properties and the Guangzhou Properties are currently in the process of application for project completion and acceptance certificate.

### 5. REASONS FOR AND BENEFITS OF THE PROPERTIES ACQUISITIONS

The Group is principally engaged in (i) the provision of factoring services; (ii) financial investments and related activities; (iii) the investments and trading of wines and operation of vineyards; and (iv) the property development and investment.

According to the 2014/15 interim report, the Board considers that wine market in the PRC has been growing rapidly, with China dominating the world's red wine market in 2013. Furthermore, with reference to the research released by Hong Kong Trade Development Council, which focus on delivering value by promoting trade in goods and services, while connecting the world's small and medium-sized enterprises through Hong Kong's business platform, wine sales in Asia amounted to US\$77.5 billion or 6.4 billion litres in 2014, up 54% and 47% respectively compared to five years ago. Sales in China are more spectacular, with an amount of US\$48.1 billion or 4.9 billion litres in 2014, up 116% and 58% respectively compared to five years ago. A more updated trend of wine market in the PRC could be found in the analysis by 中國葡萄酒資訊網 (<http://www.wines-info.com/>), the professional and informative media covering wine industry, whose reports are widely quoted by different government authority and influential websites like Shenzhen Customs District PRC, and 中國新聞網 (<http://www.chinanews.com/>), the quantity of wine imported from PRC in 2014 increased by approximately 1.86% compared to the corresponding period in 2013, indicating a growing trend for the wine market. In view of the profitable track record of the winery and wine trading business, the Group has been identifying any suitable acquisitions around the world and across the wine supply chain in order to broaden its market penetration of the wine market and to capture the future earning potential thereof.

---

## LETTER FROM THE BOARD

---

As disclosed in the 2014/15 interim report, the Group is currently evaluating the establishment of an exclusive membership club offering a full spectrum of services for wine lovers from careful selection and storage in bonded private VIP cellars to expert portfolio management of their wines. The wine storage business carried out by the Tianjin Target Group and the Guangzhou Target Group is intended for the Group's own wine storage as well as wine storage for the club members. If there is still extra capacity, the Group considers to rent the wine storage properties to outsiders to earn rental income.

In respect of the usage of the wine cellars of the Tianjin Target Group and the Guangzhou Target Group, it is expected that as to 30–80% will be rented by external customers of the Group while the remaining will be rented by the members of the Group's membership club and by the Group for its self-use in the coming five years. Considering that the rental fee charged to the Group will be based on the market rental, the Directors are of the view that the income approach valuation basis of considering both self-use or for lease carry rental value is fair and reasonable.

In addition, to continue the development of the winery and wine-related business, it has been the intention of the Group to strengthen its consumer-sales capability through various initiatives such as the setting-up of a cellar management platform. As Tianjin and Guangzhou are two major transportation junctions in the PRC with extensive networks of railway and highway coverage; having the wine cellars situated in this two regions shall reduce the time and transportation cost for the Company's wine distribution. In addition, the prime locations of the Tianjin Properties and the Guangzhou Properties enable the Group's customers to have easy access to the Company's wine storage services. Together with the necessary facilities in place, i.e. humidity and temperature control systems, the Board is of the view that the Tianjin Properties and the Guangzhou Properties are suitable for wine storage. The acquisitions of the Tianjin Properties and the Guangzhou Properties therefore represent an opportunity for the Group to extend its wine-related business with the provision of the wine storage services for its consumers, further enhancing its competitiveness in the PRC wine market.

In view of the reasons set out above, the Directors (excluding Mr. Pan who has abstained from voting on the relevant board resolutions) consider that the terms of the Acquisition Agreements are fair and reasonable, and the Properties Acquisitions are in the interests of the Company and the Shareholders as a whole.

### 6. LISTING RULES IMPLICATIONS

As the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Properties Acquisitions in aggregate are above 5% but less than 25%, the Properties Acquisitions constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules which is subject to the reporting and announcement requirements under the Listing Rules.

As at the Latest Practicable Date, the Guangzhou Vendor was wholly and beneficially owned by Mr. Pan. Mr. Pan, being the Tianjin Vendor, is an executive Director, the Chairman of the Board and the controlling shareholder of the Company and therefore Mr. Pan is a connected person of the Company. The Guangzhou Vendor is an associate of Mr. Pan and is therefore an associate of the connected person of the Company within the meaning of the Listing Rules. The transactions contemplated under the Acquisition Agreements also constitute connected transactions for the Company under Chapter 14A of the Listing Rules, which is subject to, among other things, the Independent Shareholders' approval at the SGM.

---

## LETTER FROM THE BOARD

---

Given that Mr. Pan is a connected person of the Company and has a material interest in the Properties Acquisitions, Mr. Pan and his associates, which together hold 4,907,340,634 Shares, representing approximately 70.28% of the issued share capital of the Company as at the Latest Practicable Date, will abstain from voting at the SGM for approving each of the Acquisition Agreements and the transactions contemplated thereunder.

### 7. SGM

The SGM will be held at 23/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong at 2:30 p.m. on Friday, 19 June 2015 for the purpose of considering and, if thought fit, passing the ordinary resolutions to approve the Acquisition Agreements and the transactions contemplated thereunder. A notice convening the SGM is enclosed with this circular.

A form of proxy for use at the SGM is also enclosed. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 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 SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof if you so wish.

### 8. RECOMMENDATION

The Independent Board Committee comprising all independent non-executive Directors namely Ms. Hui Wai Man, Shirley, Mr. Tang Yiu Wing and Ms. Gao Min has been established to advise the Independent Shareholders in respect of the terms of the Acquisition Agreements. Gram Capital has been appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the same.

Your attention is drawn to (i) the letter from the Independent Board Committee to the Independent Shareholders, the text of which is set out on page 27 of this circular, and (ii) the letter from Gram Capital setting out its advice and recommendation to the Independent Board Committee and the Independent Shareholders in respect of the Acquisition Agreements, the text of which is set out on pages 28 to 46 of this circular.

Having considered the reasons set out in the paragraph headed "Reasons for and benefits of the Properties Acquisitions" above, the Directors, including the independent non-executive Directors (who have also considered the advice and recommendation of the Independent Financial Adviser), are of the opinion that the transactions contemplated under the Acquisition Agreements are in the commercial interests of the Company and the Group as a whole and in the interests of the Shareholders, and on normal commercial terms, and are fair and reasonable. Accordingly, the Directors recommend the Independent Shareholders to vote in favour of the relevant resolutions for approval of the Acquisition Agreements and the transactions contemplated thereunder.

---

## LETTER FROM THE BOARD

---

### 9. GENERAL

Your attention is drawn to the additional information contained in the appendices to this circular.

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

---

## LETTER FROM THE INDEPENDENT BOARD COMMITTEE

---

*The following is the letter from the Independent Board Committee setting out its recommendation to the Independent Shareholders in respect of the Acquisition Agreements.*



### **GOLDIN FINANCIAL HOLDINGS LIMITED**

**高銀金融(集團)有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 530)**

29 May 2015

*To the Independent Shareholders*

Dear Sir or Madam,

### **DISCLOSEABLE AND CONNECTED TRANSACTIONS IN RELATION TO ACQUISITION OF ENTITIES RELATING TO WINE BUSINESS**

We have been appointed as members of the Independent Board Committee to advise you in respect of the Acquisition Agreements, details of which are set out in the "Letter from the Board" contained in the circular of the Company dated 29 May 2015 to the Shareholders (the "Circular"), of which this letter forms part. Terms used in this letter shall have the same meaning as defined in the Circular unless the context otherwise requires.

Your attention is drawn to the letter from Gram Capital set out on pages 28 to 46 of the Circular, containing its advice to us and the Independent Shareholders on whether or not the terms of the Acquisition Agreements and the transactions contemplated thereunder are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole. Your attention is also drawn to the letter from the Board set out on pages 8 to 26 of the Circular and the additional information set out in the appendices to the Circular.

Having considered the advice and recommendation of Gram Capital, we consider that the transactions contemplated under the Acquisition Agreements are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole. We therefore recommend the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the SGM to approve the Acquisition Agreements and the transactions contemplated thereunder.

Yours faithfully,  
Independent Board Committee  
**Hui Wai Man, Shirley**  
**Tang Yiu Wing**  
*Independent non-executive Directors*

**Gao Min**

\* for identification purposes only

---

## LETTER FROM GRAM CAPITAL

---

*Set out below is the text of a letter received from Gram Capital, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Properties Acquisitions for the purpose of inclusion in this circular.*



Room 1209, 12/F.  
Nan Fung Tower  
88 Connaught Road Central/  
173 Des Voeux Road Central  
Hong Kong

29 May 2015

To: *The independent board committee and the independent shareholders  
of Goldin Financial Holdings Limited*

Dear Sirs,

### **DISCLOSEABLE AND CONNECTED TRANSACTIONS IN RELATION TO ACQUISITION OF ENTITIES RELATING TO THE WINE BUSINESS**

#### **INTRODUCTION**

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Properties Acquisitions, details of which are set out in the letter from the Board (the “**Board Letter**”) contained in the circular dated 29 May 2015 issued by the Company to the Shareholders (the “**Circular**”), of which this letter forms part. Terms used in this letter shall have the same meanings as defined in the Circular unless the context requires otherwise.

On 13 March 2015, the Purchaser, being a wholly-owned subsidiary of the Company, and the Tianjin Vendor entered into the Tianjin Properties Agreement, pursuant to which the Purchaser has conditionally agreed to purchase and the Tianjin Vendor has conditionally agreed to sell the Tianjin Sale Share and the Tianjin Sale Loan at an aggregate consideration of HK\$1,372,897,000 in cash.

On the even date, the Purchaser and the Guangzhou Vendor entered into the Guangzhou Properties Agreement, pursuant to which the Purchaser has conditionally agreed to purchase and the Guangzhou Vendor has conditionally agreed to sell the Guangzhou Sale Shares and the Guangzhou Sale Loan at an aggregate consideration of HK\$1,737,608,000 in cash.

The Tianjin Completion and the Guangzhou Completion are not inter-conditional.

Upon the Tianjin Completion and the Guangzhou Completion, the Tianjin Target Company and the Guangzhou Target Company will become wholly-owned subsidiaries of the Company. As such, the consolidated financial results of the Tianjin Target Group and the Guangzhou Target Group will be consolidated as to 100% into the financial statements of the Group.

---

## LETTER FROM GRAM CAPITAL

---

With reference to the Board Letter, the Properties Acquisitions constitute discloseable and connected transactions for the Company under Chapters 14 and 14A of the Listing Rules respectively. As such, the Properties Acquisitions are subject to the reporting, announcement, circular and independent shareholders' approval requirements under the Listing Rules.

The Independent Board Committee comprising Ms. Hui Wai Man, Shirley, Mr. Tang Yiu Wing and Ms. Gao Min (all being independent non-executive Directors) has been established to advise the Independent Shareholders on (i) whether the terms of the Acquisition Agreements are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned; (ii) whether the Properties Acquisitions are in the interests of the Company and the Shareholders as a whole and are conducted in the ordinary and usual course of business of the Group; and (iii) how the Independent Shareholders should vote in respect of the resolutions to approve the Acquisition Agreements and the respective transactions contemplated thereunder at the SGM. We, Gram Capital Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this respect.

### BASIS OF OUR OPINION

In formulating our opinion to the Independent Board Committee and the Independent Shareholders, we have relied on the statements, information, opinions and representations contained or referred to in the Circular and the information and representations as provided to us by the Directors. We have assumed that all information and representations that have been provided by the Directors, for which they are solely and wholly responsible, are true and accurate at the time when they were made and continue to be so as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion, expectation and intention made by the Directors in the Circular were reasonably made after due enquiry and careful consideration. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Company, its advisers and/or the Directors, which have been provided to us. Our opinion is based on the Directors' representation and confirmation that there are no undisclosed private agreements/arrangements or implied understanding with anyone concerning the Properties Acquisitions. We consider that we have taken sufficient and necessary steps on which to form a reasonable basis and an informed view for our opinion in compliance with Rule 13.80 of the Listing Rules.

We have not made an independent evaluation or appraisal of the assets and liabilities of either the Group or the Tianjin Target Group and the Guangzhou Target Group, and we have not been furnished with any such evaluation or appraisal, save as and except for the valuation report dated 29 May 2015 prepared by Colliers International (Hong Kong) Limited (the "**Valuer**") in respect of the Tianjin Properties and the Guangzhou Properties (the "**Valuation Report**"). The Valuation Report was prepared in accordance with The HKIS Valuation Standards (2012 Edition) published by the Hong Kong Institute of Surveyors, the RICS Valuation – Professional Standards (January 2014), the requirements as stipulated under Chapter 5 and Practice Note 12 of the Listing Rules as well as the International Valuation Standards published by the International Valuation Standards Council. We are not experts in the valuation of properties and therefore have

---

## LETTER FROM GRAM CAPITAL

---

relied solely upon the Valuation Report for the market value of each of the Tianjin Properties and the Guangzhou Properties as at 12 March 2015.

The Directors have collectively and individually accepted full responsibility for the accuracy of the information contained in the Circular and have confirmed, having made all reasonable enquiries, which to the best of their knowledge and belief, that the information contained in the 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 in the Circular or the Circular misleading. We, as the Independent Financial Adviser, take no responsibility for the contents of any part of the Circular, save and except for this letter of advice.

We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent in-depth investigation into the business and affairs of the Company, the Tianjin Target Group, the Guangzhou Target Group, the Tianjin Vendor and the Guangzhou Vendor or their respective subsidiaries or associates (if applicable), nor have we considered the taxation implication on the Group or the Shareholders as a result of the Properties Acquisitions. Our opinion is necessarily based on the financial, economic, market and other conditions in effect and the information made available to us as at the Latest Practicable Date. Shareholders should note that subsequent developments (including any material change in market and economic conditions) may affect and/or change our opinion and we have no obligation to update this opinion to take into account events occurring after the Latest Practicable Date or to update, revise or reaffirm our opinion. In addition, nothing contained in this letter should be construed as a recommendation to hold, sell or buy any Shares or any other securities of the Company.

Lastly, where information in this letter has been extracted from published or otherwise publicly available sources, it is the responsibility of Gram Capital to ensure that such information has been correctly extracted from the relevant sources while we are not obligated to conduct any independent in-depth investigation into the accuracy and completeness of those information.

### **PRINCIPAL FACTORS AND REASONS CONSIDERED**

In arriving at our opinion in respect of the Properties Acquisitions, we have taken into consideration the following principal factors and reasons:

#### **1. Background of and reasons for the Properties Acquisitions**

##### *Business overview of the Group*

The Group is principally engaged in (i) the provision of factoring services; (ii) financial investments and related activities; (iii) the investments and trading of wines and operation of vineyards; and (iv) the property development and investment.



---

## LETTER FROM GRAM CAPITAL

---

Set out below are the consolidated financial information on the Group as extracted from the Company's interim report for the six months ended 31 December 2014 (the "2014/15 Interim Report") and its annual report for the financial year ended 30 June 2014 (the "2013/14 Annual Report"):

	For the six months ended 31 December 2014 HK\$'000 (unaudited)	For the financial year ended 30 June 2014 HK\$'000 (audited)	For the financial year ended 30 June 2013 HK\$'000 (audited)	Year on year change %
Revenue				
- Factoring	120,571	150,366	108,894	38.1
- Financial investments	-	-	-	-
- Winery and wine trading	143,215	251,160	141,574	77.4
- Property	-	-	-	-
	<u>263,786</u>	<u>401,526</u>	<u>250,468</u>	
Total revenue				60.3
	<u>1,404,357</u>	<u>1,120,110</u>	<u>1,524,583</u>	(26.5)
Profit for the period/year				

As depicted by the above table, the Group recorded revenue of approximately HK\$401.5 million for the financial year ended 30 June 2014, representing a substantial increase of approximately 60.3% as compared to the prior financial year. According to the 2013/14 Annual Report, such substantial increase was mainly due to the increased revenue generated from the factoring and wine trading business. For the financial year ended 30 June 2014, the Group recorded a reduction in profit of approximately 26.5%. According to the 2013/14 Annual Report, such reduction was mainly because a smaller amount of land appreciation was recorded for the Group's investment project in Kowloon Bay as compared to the prior financial year, which had reduced the Group's share in its fair value increase during the financial year ended 30 June 2014. For the six months ended 31 December 2014, the Group's profit increased to approximately HK\$1,404.4 million. According to the 2014/15 Interim Report, the increased profit for the period was mainly attributable to the increase in fair value for the Group's investment property under development as well as the increase in income generated by the factoring business.

The winery and wine trading business has been the Group's largest source of revenue over the past two financial years. For the financial year ended 30 June 2014, the Group generated approximately HK\$251.2 million from winery and wine trading, representing a promising increase of approximately 77.4% as compared to the prior financial year. As referred to in the 2013/14 Annual Report, the segment profit from the wine business had increased significantly by approximately 89.8% from approximately HK\$64.7 million for the financial year ended 30 June 2013 to approximately HK\$122.8 million for the financial year ended 30 June 2014.

---

## LETTER FROM GRAM CAPITAL

---

As disclosed in the 2014/15 Interim Report, currently the PRC including Hong Kong dominates the world's red wine market. The Group has been focusing on the top fine wine market by concentrating on the healthy growth of the PRC's wine lovers and collectors. The Group has continued to extend its portfolio of premium wines by a wider variety of top brands, and its ultimate aim is to build up the largest stocks and offer the best fine wines across the Greater China region. Going forward, the Group will continue to identify suitable acquisitions and opportunities around the world and across the wine supply chain, further adding to its production, storage and distribution capabilities.

### *Information on the Tianjin Target Group and the Guangzhou Target Group*

Set forth below is the information on the Tianjin Target Group and the Guangzhou Target Group as extracted from the Board Letter:

#### *The Tianjin Target Group*

The Tianjin Target Company is a company incorporated in the BVI with limited liability which owns the entire interests in the Tianjin Project Company. The business scope of the Tianjin Project Company includes distribution, retailing, storage and trading of grape wine, Brandy and Champagne. The principal assets of the Tianjin Target Group are the Tianjin Properties constructed to be used for wine storage.

The Tianjin Properties are situated at Dongjiang Free Trade Port Zone of Tianjin, the PRC, with a total site area of approximately 63,040.9 square meters and a gross floor area of approximately 55,493.1 square meters including a wine cellar covering approximately 41,744.0 square meters. The Tianjin Properties are designated for storage use, with a wine storage capacity of approximately 7,200,000 bottles and a term of 50 years.

The unaudited consolidated financial information on the Tianjin Target Group is as follows:

	<b>For the year ended 31 December 2014 HK\$'000</b>	<b>For the year ended 31 December 2013 HK\$'000</b>
Net loss before and after tax	(208)	(651)

According to the unaudited consolidated accounts of the Tianjin Target Group as at 31 December 2014, the net liabilities of the Tianjin Target Group before taking into account of the revaluation of the Tianjin Properties amounted to approximately HK\$859,000. The adjusted unaudited consolidated net asset value of the Tianjin Target Group after taking into account of the preliminary revaluation of the Tianjin Properties as appraised by the Valuer amounted to approximately HK\$979,056,000 (the "Tianjin Adjusted NAV").

---

## LETTER FROM GRAM CAPITAL

---

Upon our enquiry with the Directors, we understand that since the Tianjin Target Group has not yet commenced business operation save for the construction of the Tianjin Properties, the Tianjin Target Group recorded net losses of approximately HK\$208,000 and HK\$651,000 for the years ended 31 December 2014 and 2013 respectively which were mainly operating and administrative expenses. As advised by the Valuer, the major facilities such as humidity and temperature control systems have been installed, therefore the Directors expected that the Company will not be required to make further capital investment in order to equip the Tianjin Properties for basic operation of wine storage purpose.

According to the Directors, ground investigation of the Tianjin Properties prior to design had been carried out by a Grade A Geotechnical Institute (甲級工程勘察院) and site investigation reports (地質勘察報告) (the “SI Reports”) were prepared and issued subsequently. The design, planning and construction drawings (規劃設計及施工圖), including the SI Reports and method of construction statements (施工方案), were formally submitted to the relevant government authorities in respect of which formal approvals with the design planning and work permits (工程規劃及施工許可證) have been granted. Based on the above, the Directors are of the view that the ground conditions and services of the Tianjin Properties are suitable for the development thereon. As also advised by the Directors, as at the Latest Practicable Date, the construction of the Tianjin Properties had been completed and the Tianjin Properties are currently in the process of application for project completion and acceptance certificate.

### *The Guangzhou Target Group*

The Guangzhou Target Company is a company incorporated in the BVI with limited liability which owns the entire interests in the Guangzhou Project Company and the Shenzhen Project Company. The business scope of the Guangzhou Project Company includes the import and export and distribution of wines and storage and transportation services; while the business scope of the Shenzhen Project Company includes the import and export and distribution of grape wines and relevant associated business. The principal assets of the Guangzhou Target Group are the Guangzhou Properties constructed to be used for wine storage.

The Guangzhou Properties A, which is currently held by the Guangzhou Project Company, is situated at Guangzhou Free Trade Zone, Guangdong Province, the PRC, with a total site area of approximately 12,616.0 square meters and a total gross floor area of approximately 48,777.4 square meters including above-ground spaces in the gross floor area of approximately 17,532.2 square meters and underground spaces in the gross floor area of approximately 31,245.2 square meters. The Guangzhou Properties A is designated for storage use, with a wine storage capacity of approximately 7,000,000 bottles and a term of 50 years.

---

## LETTER FROM GRAM CAPITAL

---

The Guangzhou Properties B, which is currently held by the Guangzhou Project Company, is situated at Guangzhou Free Trade Zone, Guangdong Province, the PRC, with a total site area of approximately 3,500.0 square meters and a total gross floor area of approximately 6,231.9 square meters. The Guangzhou Properties B is designated for commercial use, with a term of 40 years.

The unaudited consolidated financial information on the Guangzhou Target Group is as follows:

	<b>For the year ended 31 December 2014 HK\$'000</b>	<b>For the year ended 31 December 2013 HK\$'000</b>
Net loss before and after tax	(181)	(621)

According to the unaudited consolidated accounts of the Guangzhou Target Group as at 31 December 2014, the net liabilities of the Guangzhou Target Group before taking into account of the revaluation of the Guangzhou Properties amounted to approximately HK\$695,000. The adjusted unaudited consolidated net asset value of the Guangzhou Target Group after taking into account of the preliminary revaluation of the Guangzhou Properties as appraised by the Valuer amounted to approximately HK\$1,396,651,000 (the “**Guangzhou Adjusted NAV**”).

Upon our enquiry with the Directors, we understand that since the Guangzhou Target Group has not yet commenced business operation save for the construction of the Guangzhou Properties, the Guangzhou Target Group recorded net losses of approximately HK\$181,000 and HK\$621,000 for the years ended 31 December 2014 and 2013 respectively which were mainly operating and administrative expenses. As advised by the Valuer, the major facilities such as humidity and temperature control systems have been installed, therefore the Directors expected that the Company will not be required to make further capital investment in order to equip the Guangzhou Properties for basic operation of wine storage purpose.

According to the Directors, ground investigation of the Guangzhou Properties prior to design had been carried out by a Grade A Geotechnical Institute (甲級工程勘察院) and site investigation reports (地質勘察報告) (the “**SI Reports**”) were prepared and issued subsequently. The design, planning and construction drawings (規劃設計及施工圖), including the SI Reports and method of construction statements (施工方案), were formally submitted to the relevant government authorities in respect of which formal approvals with the design planning and work permits (工程規劃及施工許可證) have been granted. Based on the above, the Directors are of the view that the ground conditions and services of the Guangzhou Properties are

---

## LETTER FROM GRAM CAPITAL

---

suitable for the development thereon. As also advised by the Directors, as at the Latest Practicable Date, the construction of the Guangzhou Properties had been completed and the Guangzhou Properties are currently in the process of application for project completion and acceptance certificate.

### *Reasons for the Properties Acquisitions*

As disclosed in the Board Letter, the Board considers that the wine market in the PRC has been growing rapidly, with the PRC dominating the world's red wine market in 2013. Furthermore, with reference to the information disclosed on the Hong Kong Trade Development Council website ([www.hktdc.com](http://www.hktdc.com)), wine sales in Asia amounted to approximately US\$77.5 billion or approximately 6.4 billion litres in 2014, up by approximately 54% and 47% respectively as compared to five years ago. Sales in the PRC are more spectacular, with an amount of approximately US\$48.1 billion or approximately 4.9 billion litres in 2014, up by approximately 116% and 58% respectively as compared to five years ago. Moreover, according to 中國葡萄酒資訊網 (<http://www.wines-info.com/>), a professional and informative media covering the wine industry, the quantity of wine imported from the PRC in 2014 increased by approximately 1.86% as compared to 2013, indicating a growing trend of the wine market. In view of the profitable track record of the winery and wine trading business, the Group has been identifying any suitable acquisitions around the world and across the wine supply chain in order to broaden its market penetration of the wine market and to capture the future earning potential thereof.

As disclosed in 2014/15 Interim Report, the Group is currently evaluating the establishment of an exclusive membership club offering a full spectrum of services for wine lovers from careful selection and storage in bonded private VIP cellars to expert portfolio management of their wines. Apart from for the Group's own wine storage, the Tianjin Project Company and the Guangzhou Project Company will also rent out the Tianjin Properties and the Guangzhou Properties respectively to the Group's club members and other customers to generate rental income.

As advised by the Directors, in addition to continue the development of the winery and wine-related business, it has been the intention of the Group to strengthen its consumer-sales capability through various initiatives such as the set-up of a cellar management platform. As Tianjin and Guangzhou are two major transportation junctions in the PRC with extensive networks of railway and highway coverage, having the wine cellars situated in these two regions shall reduce the time and transportation cost for the Company's wine distribution. Moreover, the prime locations of the Tianjin Properties and the Guangzhou Properties would enable the Group's customers to have easy access to the Company's wine storage services. Together with the necessary facilities in place, i.e. humidity and temperature control systems, the Board is of the view that the Tianjin Properties and the Guangzhou Properties are suitable for wine storage. The Properties Acquisitions therefore represent an opportunity for the Group to extend its wine-related business with the provision of VIP private bonded cellar services for its consumers, thereby further enhancing the Group's competitiveness in the PRC wine market.

---

## LETTER FROM GRAM CAPITAL

---

As confirmed by the Directors, the completion of the Properties Acquisitions is subject to, amongst others, the condition precedent that the Company having completed the due diligence review regarding the legal, financial and business aspects of the Tianjin Target Group and the Guangzhou Target Group and being satisfied with the results of such due diligence review. As a result, the Company is entitled not to complete the Properties Acquisitions in the event that the necessary licenses or approvals for the business of the Tianjin Target Group and the Guangzhou Target Group are not obtained.

Taking into account the aforesaid reasons for the Properties Acquisitions, especially that (i) the winery and wine trading business has been one of the Group's major source of revenue over the past two financial years; (ii) the Group's winery and wine trading business has been expanding and enjoys proven profitable track record; and (iii) the wine storage business to be carried out by the Tianjin Target Group and the Guangzhou Target Group is complementary to the future business expansion of the Group, we concur with the Directors that the Properties Acquisitions are in the interests of the Company and the Shareholders as a whole and are conducted in the ordinary and usual course of business of the Group.

### 2. Principal terms of the Acquisition Agreements

#### *The Tianjin Properties Agreement*

On 13 March 2015, the Purchaser and the Tianjin Vendor entered into the Tianjin Properties Agreement, pursuant to which the Purchaser has conditionally agreed to purchase and the Tianjin Vendor has conditionally agreed to sell the Tianjin Sale Share and the Tianjin Sale Loan at an aggregate consideration of HK\$1,372,897,000 in cash.

As confirmed by the Directors, the Tianjin Consideration will be funded by the Group's internal cash resources and/or bank and other borrowings. Fund raising exercises (including, amongst others, bank finance, equity fund raising or such other means of borrowing as the Purchaser deems fit) may be conducted by the Purchaser and/or the Company for the settlement of the Tianjin Consideration. In the event that the Purchaser and/or the Company fail to raise funds for the settlement of the Tianjin Consideration, the Company shall utilise the loan facilities amounted to US\$500 million (equivalent to approximately HK\$3,877 million) granted by the parent company of the Company so as to get enough funding to finance the transaction. Subject to the availability of the aforesaid funding sources, we consider that the Company may have sufficient funding for the Tianjin Consideration.

Subject to adjustment as set out in the paragraph headed "Adjustment to the Tianjin Consideration" below, the Tianjin Consideration is equal to the Tianjin Initial Value and shall comprise:

- (i) the consideration payable for the Tianjin Sale Share (the "**Tianjin Sale Share Consideration**") shall be the sum of HK\$1,313,588,000; and

---

## LETTER FROM GRAM CAPITAL

---

- (ii) the consideration payable for the Tianjin Sale Loan (the “**Tianjin Sale Loan Consideration**”) shall be the amount calculated by deducting the Tianjin Sale Share Consideration from the Tianjin Consideration.

The Tianjin Consideration shall be paid and settled by the Purchaser upon Tianjin Completion in such manner as the Tianjin Vendor may direct. Pursuant to the Tianjin Properties Agreement, each member of the Tianjin Target Group shall procure the settlement of all Tianjin Third Party Account Payables of any member of the Tianjin Target Group on or before the Tianjin Completion. If the Tianjin Vendor fails to settle any Tianjin Third Party Account Payables due from and owed by any member of the Tianjin Target Group as agreed, the Tianjin Vendor is deemed to have authorised the Purchaser to and the Purchaser is entitled to withhold or set-off an equivalent amount from the Tianjin Consideration to settle and satisfy the relevant amount of such Tianjin Third Party Account Payables due after the Tianjin Completion or pay any part of the Tianjin Consideration directly to the creditor(s) of any member of the Tianjin Target Group concerned for settlement of such Tianjin Third Party Account Payables, as the Purchaser may deem fit and appropriate.

### *Basis of the Tianjin Consideration*

As confirmed by the Directors, the Tianjin Consideration was determined after arm’s length negotiations between the Purchaser and the Tianjin Vendor with reference to the value attributable to (i) the Tianjin Sale Share based on the unaudited consolidated net liabilities of the Tianjin Target Group of approximately HK\$859,000 as at 31 December 2014; (ii) the preliminary value of the Tianjin Properties as appraised by the Valuer as at 12 March 2015 (the “**Tianjin Properties Valuation**”); (iii) the amount of the shareholder’s loan owing by the Tianjin Target Company to the Tianjin Vendor of approximately HK\$59,309,000 as at 31 December 2014; and (iv) the amount of the Tianjin Third Party Account Payables of approximately HK\$334,532,000 as at 31 December 2014. Given that the amount of the aforesaid shareholder’s loan will be assigned to the Purchaser upon Tianjin Completion while each member of the Tianjin Target Group shall procure the settlement of all Tianjin Third Party Account Payables of any member of the Tianjin Target Group on or before the Tianjin Completion, we concur with the Directors that items (iii) and (iv) above have to be added in determining the Tianjin Consideration.

Given that the Tianjin Adjusted NAV was HK\$979,056,000, the Tianjin Initial Value (being the aggregate of the Tianjin Adjusted NAV together with the sum of items (iii) and (iv) above) would be HK\$1,372,897,000.

---

## LETTER FROM GRAM CAPITAL

---

### *Adjustment to the Tianjin Consideration*

As soon as reasonably practicable and, in any event, no later than fourteen (14) days after the date of the Tianjin Completion (unless otherwise agreed to in writing by the Tianjin Vendor and the Purchaser), the Tianjin Vendor shall prepare, and submit to the Purchaser, the draft Tianjin Completion Accounts. If the Tianjin Vendor and the Purchaser agree on the form and content of the draft Tianjin Completion Accounts within one (1) month after the date on which the draft Tianjin Completion Accounts were submitted to the Purchaser (or within such other period as the Tianjin Vendor and the Purchaser may agree in writing), the draft Tianjin Completion Accounts as so agreed shall be final and binding on the Parties. If the Tianjin Vendor and the Purchaser do not agree on the form and content of the draft Tianjin Completion Accounts within one (1) month after the date on which the draft Tianjin Completion Accounts were submitted by the Tianjin Vendor, the matter may be referred by the Tianjin Vendor or the Purchaser to an independent firm of chartered accountants selected by agreement between the Parties or, failing agreement, nominated by the president (or a person authorised by the president to carry out such selection duties) for the time being of the Hong Kong Institute of Certified Public Accountants on the application of either the Purchaser or the Tianjin Vendor and:

- (i) such independent firm of chartered accountants shall be requested to settle any matter in dispute in connection with the draft Tianjin Completion Accounts and (unless both the Purchaser or the Tianjin Vendor shall otherwise direct in writing) determine the form and content of the Tianjin Completion Accounts; and
- (ii) the decision of such firm of chartered accountants as to the matter in dispute and their determination (if any) as to the form and content of the Tianjin Completion Accounts shall, except in the case of manifest error or fraud, be final and binding on the Parties and such chartered accountants shall be deemed to act as experts and not as arbitrators.

Based on our research, we noted that using unaudited financial information to determine consideration is not exceptional in other connected acquisition and disposal transactions conducted by listed companies in Hong Kong. Due to this reason together with the aforesaid provision that an independent firm of chartered accountants will be appointed to settle any matter in dispute in connection with the draft Tianjin Completion Accounts between the Parties, we concur with the Directors that the above arrangement is acceptable.

If the Tianjin Final Value is (i) less than the Tianjin Initial Value, the Tianjin Vendor shall pay the Tianjin Adjustment Amount to the Purchaser, as an adjustment to the Tianjin Sale Loan Consideration; or (ii) exceeds the Tianjin Initial Value, the Purchaser shall pay the Tianjin Adjustment Amount to the Tianjin Vendor, as an adjustment to the Tianjin Sale Loan Consideration; or (iii) equals the Tianjin Initial Value,



---

## LETTER FROM GRAM CAPITAL

---

no adjustment to the Tianjin Sale Loan Consideration will be made. We notice from the Board Letter that the Directors do not foresee any substantial change between the Tianjin Initial Value and the Tianjin Final Value and are of the view that the adjustment to the Tianjin Consideration due to such changes, if any, would be minimal. We, as the Independent Financial Adviser, express no opinion in this relation.

The aforesaid adjustment to the Tianjin Consideration is subject to and shall take into account any amount which may be withheld from the Tianjin Consideration by the Purchaser if the Tianjin Vendor fails to settle the relevant Tianjin Third Party Account Payables due from or owed by any member of the Tianjin Target Group on or before the Tianjin Completion.

In respect of the above, we noticed that no cap amount for the Tianjin Adjustment Amount to be paid by the Purchaser to the Tianjin Vendor has been set in the event that the Tianjin Final Value exceeds the Tianjin Initial Value. Nonetheless, since the Directors have confirmed that the Company will publish announcement(s) to inform the Shareholders and will comply with all relevant Listing Rules' requirements (including but not limited to shareholders' approval) if there is material adjustment to the Tianjin Consideration at the Tianjin Completion, we consider that the interest of the Independent Shareholders would be safeguarded.

### *The Tianjin Properties Valuation*

The Tianjin Properties Valuation was prepared by the Valuer using the income approach. In such case, it is stipulated under Rule 14.62 of the Listing Rules that the Company is required to obtain (i) a letter from its auditors or reporting accountants confirming that they have reviewed the accounting policies and calculations for the forecast and containing in the Valuation Report; and (ii) a report from its financial advisers confirming that they are satisfied that the forecast in the Tianjin Properties Valuation has been made by the Directors after due and careful enquiry, if no financial advisers have been appointed in connection with the transaction, the Company must provide a letter from the Board confirming they have made the forecast after due and careful enquiry. We consider that the above stipulation of the Listing Rules could safeguard the interest of the Shareholders and we noted that the Company has complied with the said requirements.

For our due diligence purpose, we have reviewed and enquired into (i) the terms of engagement of the Valuer with the Company; (ii) the Valuer's qualification and experience in relation to the preparation of the Valuation Report; and (iii) the steps and due diligence measures taken by the Valuer for conducting the Tianjin Properties Valuation. From the mandate letter and other relevant information provided by the Valuer and based on our interview with them, we are satisfied with the terms of engagement of the Valuer as well as their qualification and experience for preparation of the Valuation Report. The Valuer have also confirmed that they are independent to the Group, the Tianjin Target Group and the Tianjin Vendor.

---

## LETTER FROM GRAM CAPITAL

---

We have also discussed and interviewed the Valuer to understand the methodology of, and basis and assumptions adopted for the Tianjin Properties Valuation. As confirmed by the Valuer, the income approach was considered to be fair and reasonable to be used for the Tianjin Properties Valuation as the Tianjin Properties are income-producing properties that can be expected to have relatively stable income streams in the future. Although it is the current plan of the Directors that as to 30% to 80% of the Tianjin Properties will be rented by external customers of the Group while the remaining will be rented by the Group's club members and for the Group's self-use in the coming five years, we understand from the Valuer that from the valuation prospective, no matter the wine cellars are for self-use or for lease, the space still carries rental value which was based on market rent and supported by rental comparable of similar properties. As far as market rent is receivable for all portions, the income approach was considered to be a valid and appropriate valuation method. We have requested, obtained and reviewed the supporting documents for the Tianjin Properties Valuation from the Valuer, including the major assumptions used in the Tianjin Properties Valuation namely the unit rent, rental growth rate, occupancy rate, operating expenses, insurance fee, business tax, real estate tax and capitalisation rate, and have not identified any material factors which pose significant doubt on the Tianjin Properties Valuation.

At the same time, we noted from the report from the Company's reporting accountant dated 29 May 2015 (see Appendix II to the Circular) that, nothing has come to their attention that causes them to believe that the underlying discounted cash flows on which the Tianjin Properties Valuation is based, so far as the arithmetic accuracy of the calculation of the underlying discounted cash flows is concerned, have not been properly compiled in all material respects in accordance with the bases and assumptions made by the Directors. Furthermore, based on Goldin Financial Limited's, the financial adviser to the Company, confirmation letter dated 29 May 2015 (see Appendix III to the Circular), we understand that they are of the view that the forecasts upon which the Tianjin Properties Valuation has been made, have been made after due and careful enquiry by the Directors.

In light of that (i) the Tianjin Consideration was determined with reference to the market value of the Tianjin Properties as evaluated by the Valuer; (ii) the remaining assets and liabilities of the Tianjin Target Group together with the Tianjin Sale Loan and the Tianjin Third Party Account Payables were set at their face value on a dollar-to-dollar basis; and (iii) the Tianjin Consideration is subject to adjustment based on the mechanism as highlighted in the paragraph headed "Adjustment to the Tianjin Consideration" above in the event that the Tianjin Final Value is not the same as the Tianjin Initial Value, we are of the view that the Tianjin Consideration is on normal commercial terms and is fair and reasonable so far as the Independent Shareholders are concerned. Moreover, we consider that the original costs to the Tianjin Vendor are historical and hence would not have a direct relationship as to whether or not the Tianjin Consideration is fair and reasonable.

---

## LETTER FROM GRAM CAPITAL

---

### *The Guangzhou Properties Agreement*

On 13 March 2015, the Purchaser and the Guangzhou Vendor entered into the Guangzhou Properties Agreement, pursuant to which the Purchaser has conditionally agreed to purchase and the Guangzhou Vendor has conditionally agreed to sell the Guangzhou Sale Shares and the Guangzhou Sale Loan at an aggregate consideration of HK\$1,737,608,000 in cash.

As confirmed by the Directors, the Guangzhou Consideration will be funded by the Group's internal cash resources and/or bank and other borrowings. Fund raising exercises (including, amongst others, bank finance, equity fund raising or such other means of borrowing as the Purchaser deems fit) may be conducted by the Purchaser and/or the Company for the settlement of the Guangzhou Consideration. In the event that the Purchaser and/or the Company fail to raise funds for the settlement of the Guangzhou Consideration, the Company shall utilise the loan facilities amounted to US\$500 million (equivalent to approximately HK\$3,877 million) granted by the parent company of the Company so as to get enough funding to finance the transaction. Subject to the availability of the aforesaid funding sources, we consider that the Company may have sufficient funding for the Guangzhou Consideration.

Subject to adjustment as set out in the paragraph headed "Adjustment to the Guangzhou Consideration" below, the Guangzhou Consideration is equal to the Guangzhou Initial Value and shall comprise:

- (i) the consideration payable for the Guangzhou Sale Shares (the "**Guangzhou Sale Shares Consideration**") shall be the sum of HK\$1,585,747,000; and
- (ii) the consideration payable for the Guangzhou Sale Loan (the "**Guangzhou Sale Loan Consideration**") shall be the amount calculated by deducting the Guangzhou Sale Shares Consideration from the Guangzhou Consideration.

The Guangzhou Consideration shall be paid and settled by the Purchaser upon Guangzhou Completion in such manner as the Guangzhou Vendor may direct. Pursuant to the Guangzhou Properties Agreement, each member of the Guangzhou Target Group shall procure the settlement of all Guangzhou Third Party Account Payables of any member of the Guangzhou Target Group on or before the Guangzhou Completion. If the Guangzhou Vendor fails to settle any Guangzhou Third Party Account Payables due from and owed by any member of the Guangzhou Target Group as agreed, the Guangzhou Vendor is deemed to have authorised the Purchaser to and the Purchaser is entitled to withhold or set-off an equivalent amount from the Guangzhou Consideration to settle and satisfy the relevant amount of such Guangzhou Third Party Account Payables due after the Guangzhou Completion or pay any part of the Guangzhou Consideration directly to the creditor(s) of any member of the Guangzhou Target Group concerned for settlement of such Guangzhou Third Party Account Payables, as the Purchaser may deem fit and appropriate.

---

## LETTER FROM GRAM CAPITAL

---

### *Basis of the Guangzhou Consideration*

As confirmed by the Directors, the Guangzhou Consideration was determined after arm's length negotiations between the Purchaser and the Guangzhou Vendor with reference to the value attributable to (i) the Guangzhou Sale Shares based on the unaudited consolidated net liabilities of the Guangzhou Target Group of approximately HK\$695,000 as at 31 December 2014; (ii) the preliminary valuation report of the Guangzhou Properties as appraised by the Valuer as at 12 March 2015 (the "**Guangzhou Properties Valuation**"); (iii) the amount of the shareholder's loan owing by the Guangzhou Target Company to the Guangzhou Vendor of approximately HK\$151,861,000 as at 31 December 2014; and (iv) the amount of the Guangzhou Third Party Account Payables of approximately HK\$189,096,000 as at 31 December 2014. Given that the amount of the aforesaid shareholder's loan will be assigned to the Purchaser upon Guangzhou Completion while each member of the Guangzhou Target Group shall procure the settlement of all Guangzhou Third Party Account Payables of any member of the Guangzhou Target Group on or before the Guangzhou Completion, we concur with the Directors that items (iii) and (iv) above have to be added in determining the Guangzhou Consideration.

Given that the Guangzhou Adjusted NAV was HK\$1,396,651,000, the Guangzhou Initial Value (being the aggregate of the Guangzhou Adjusted NAV together with the sum of items (iii) and (iv) above) would be HK\$1,737,608,000.

### *Adjustment to the Guangzhou Consideration*

As soon as reasonably practicable and, in any event, no later than fourteen (14) days after the date of the Guangzhou Completion (unless otherwise agreed to in writing by the Guangzhou Vendor and the Purchaser), the Guangzhou Vendor shall prepare, and submit to the Purchaser, the draft Guangzhou Completion Accounts. If the Guangzhou Vendor and the Purchaser agree on the form and content of the draft Guangzhou Completion Accounts within one (1) month after the date on which the draft Guangzhou Completion Accounts were submitted to the Purchaser (or within such other period as the Guangzhou Vendor and the Purchaser may agree in writing), the draft Guangzhou Completion Accounts as so agreed shall be final and binding on the Parties. If the Guangzhou Vendor and the Purchaser do not agree on the form and content of the draft Guangzhou Completion Accounts within one (1) month after the date on which the draft Guangzhou Completion Accounts were submitted by the Guangzhou Vendor, the matter may be referred by the Guangzhou Vendor or the Purchaser to an independent firm of chartered accountants selected by agreement between the Parties or, failing agreement, nominated by the president (or a person authorised by the president to carry out such selection duties) for the time being of the Hong Kong Institute of

---

## LETTER FROM GRAM CAPITAL

---

Certified Public Accountants on the application of either the Purchaser or the Guangzhou Vendor and:

- (i) such independent firm of chartered accountants shall be requested to settle any matter in dispute in connection with the draft Guangzhou Completion Accounts and (unless both the Purchaser or the Guangzhou Vendor shall otherwise direct in writing) determine the form and content of the Guangzhou Completion Accounts; and
- (ii) the decision of such firm of chartered accountants as to the matter in dispute and their determination (if any) as to the form and content of the Guangzhou Completion Accounts shall, except in the case of manifest error or fraud, be final and binding on the Parties and such chartered accountants shall be deemed to act as experts and not as arbitrators.

Based on our research, we noted that using unaudited financial information to determine consideration is not exceptional in other connected acquisition and disposal transactions conducted by listed companies in Hong Kong. Due to this reason together with the aforesaid provision that an independent firm of chartered accountants will be appointed to settle any matter in dispute in connection with the draft Guangzhou Completion Accounts between the Parties, we concur with the Directors that the above arrangement is acceptable.

If the Guangzhou Final Value is (i) less than the Guangzhou Initial Value, the Guangzhou Vendor shall pay the Guangzhou Adjustment Amount to the Purchaser, as an adjustment to the Guangzhou Sale Loan Consideration; or (ii) exceeds the Guangzhou Initial Value, the Purchaser shall pay the Guangzhou Adjustment Amount to the Guangzhou Vendor, as an adjustment to the Guangzhou Sale Loan Consideration; or (iii) equals the Guangzhou Initial Value, no adjustment to the Guangzhou Sale Loan Consideration will be made. We notice from the Board Letter that the Directors do not foresee any substantial change between the Guangzhou Initial Value and the Guangzhou Final Value and are of the view that the adjustment to the Guangzhou Consideration due to such changes, if any, would be minimal. We, as the Independent Financial Adviser, express no opinion in this relation.

The aforesaid adjustment to the Guangzhou Consideration is subject to and shall take into account any amount which may be withheld from the Guangzhou Consideration by the Purchaser if the Guangzhou Vendor fails to settle the relevant Guangzhou Third Party Account Payables due from or owed by any member of the Guangzhou Target Group on or before the Guangzhou Completion.

In respect of the above, we noticed that no cap amount for the Guangzhou Adjustment Amount to be paid by the Purchaser to the Guangzhou Vendor has been set in the event that the Guangzhou Final Value exceeds the Guangzhou Initial Value. Nonetheless, since the Directors have confirmed that the Company will publish announcement(s) to inform the Shareholders and will comply with all

---

## LETTER FROM GRAM CAPITAL

---

relevant Listing Rules' requirements (including but not limited to shareholders' approval) if there is material adjustment to the Guangzhou Consideration at the Guangzhou Completion, we consider that the interest of the Independent Shareholders would be safeguarded.

### *The Guangzhou Properties Valuation*

The Guangzhou Properties Valuation was prepared by the Valuer using the income approach. In such case, it is stipulated under Rule 14.62 of the Listing Rules that the Company is required to obtain (i) a letter from its auditors or reporting accountants confirming that they have reviewed the accounting policies and calculations for the forecast and containing in the Valuation Report; and (ii) a report from its financial advisers confirming that they are satisfied that the forecast in the Guangzhou Properties Valuation has been made by the Directors after due and careful enquiry, if no financial advisers have been appointed in connection with the transaction, the Company must provide a letter from the Board confirming they have made the forecast after due and careful enquiry. We consider that the above stipulation of the Listing Rules could safeguard the interest of the Shareholders and we noted that the Company has complied with the said requirements.

For our due diligence purpose, we have reviewed and enquired into (i) the terms of engagement of the Valuer with the Company; (ii) the Valuer's qualification and experience in relation to the preparation of the Valuation Report; and (iii) the steps and due diligence measures taken by the Valuer for conducting the Guangzhou Properties Valuation. From the mandate letter and other relevant information provided by the Valuer and based on our interview with them, we are satisfied with the terms of engagement of the Valuer as well as their qualification and experience for preparation of the Valuation Report. The Valuer have also confirmed that they are independent to the Group, the Guangzhou Target Group and the Guangzhou Vendor.

We have also discussed and interviewed the Valuer to understand the methodology of, and basis and assumptions adopted for the Guangzhou Properties Valuation. As confirmed by the Valuer, the income approach was considered to be fair and reasonable to be used for the Guangzhou Properties Valuation as the Guangzhou Properties are income-producing properties that can be expected to have relatively stable income streams in the future. Although it is the current plan of the Directors that as to 30% to 80% of the Guangzhou Properties will be rented by external customers of the Group while the remaining will be rented by the Group's club members and for the Group's self-use in the coming five years, we understand from the Valuer that from the valuation prospective, no matter the wine cellars are for self-use or for lease, the space still carries rental value which was based on market rent and supported by rental comparable of similar properties. As far as market rent is receivable for all portions, the income approach was considered to be a valid and appropriate valuation method. We have

---

## LETTER FROM GRAM CAPITAL

---

requested, obtained and reviewed the supporting documents for the Guangzhou Properties Valuation from the Valuer, including the major assumptions used in the Guangzhou Properties Valuation namely the unit rent, rental growth rate, occupancy rate, operating expenses, insurance fee, business tax, real estate tax and capitalisation rate, and have not identified any material factors which pose significant doubt on the Guangzhou Properties Valuation.

At the same time, we noted from the report from the Company's reporting accountant dated 29 May 2015 (see Appendix II to the Circular) that, nothing has come to their attention that causes them to believe that the underlying discounted cash flows on which the Guangzhou Properties Valuation is based, so far as the arithmetic accuracy of the calculation of the underlying discounted cash flows is concerned, have not been properly compiled in all material respects in accordance with the bases and assumptions made by the Directors. Furthermore, based on Goldin Financial Limited's confirmation letter dated 29 May 2015 (see Appendix III to the Circular), we understand that they are of the view that the forecasts upon which the Guangzhou Properties Valuation has been made, have been made after due and careful enquiry by the Directors.

In light of that (i) the Guangzhou Consideration was determined with reference to the market value of the Guangzhou Properties as evaluated by the Valuer; (ii) the remaining assets and liabilities of the Guangzhou Target Group together with the Guangzhou Sale Loan and the Guangzhou Third Party Account Payables were set at their face value on a dollar-to-dollar basis; and (iii) the Guangzhou Consideration is subject to adjustment based on the mechanism as highlighted in the paragraph headed "Adjustment to the Guangzhou Consideration" above in the event that the Guangzhou Final Value is not the same as the Guangzhou Initial Value, we are of the view that the Guangzhou Consideration is on normal commercial terms and is fair and reasonable so far as the Independent Shareholders are concerned. Moreover, we consider that the original costs to the Guangzhou Vendor are historical and hence would not have a direct relationship as to whether or not the Guangzhou Consideration is fair and reasonable.

### **3. Possible financial effects of the Properties Acquisitions**

Upon the Tianjin Completion and the Guangzhou Completion, the Tianjin Target Company and the Guangzhou Target Company will become wholly-owned subsidiaries of the Company. As such, the consolidated financial results of the Tianjin Target Group and the Guangzhou Target Group will be consolidated as to 100% into the financial statements of the Group.

The Directors advised us that the Properties Acquisitions would have no material implication on the net asset value of the Group. Nonetheless, as both the Tianjin Consideration and the Guangzhou Consideration will be funded by the Group's internal cash resources and/or bank and other borrowings and/or other equity financing exercises to be conducted by the Purchaser and/or the Company,

---

## LETTER FROM GRAM CAPITAL

---

the Properties Acquisitions may affect the Group's future financial position depending on the fund raising exercise(s) which the Group will choose to conduct.

It should be noted that the aforementioned analyses are for illustrative purposes only and do not purport to represent how the financial position of the Group will be upon Tianjin Completion and Guangzhou Completion.

### RECOMMENDATION

Having taken into consideration the factors and reasons as stated above, we are of the opinion that (i) the terms of the Acquisition Agreements are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned; and (ii) the Properties Acquisitions are in the interests of the Company and the Shareholders as a whole and are conducted in the ordinary and usual course of business of the Group. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the resolutions to be proposed at the SGM to approve the Acquisition Agreements and the respective transactions contemplated thereunder, and we recommend the Independent Shareholders to vote in favour of the resolutions in this regard.

Yours faithfully,  
For and on behalf of  
**Gram Capital Limited**  
**Graham Lam**  
*Managing Director*



*The following is the text of a letter, Summary of Values and a Valuation Certificate prepared for the purpose of incorporation in this circular received from Colliers International (Hong Kong) Ltd., an independent valuer, in connection with its valuation as at 12 March 2015 of the Properties to be acquired by the Company.*



Colliers International (Hong Kong) Ltd  
Valuation & Advisory Services  
Company Licence No: C-006052



Suite 5701 Central Plaza  
18 Harbour Road Wanchai  
Hong Kong

### **The Board of Directors**

Gold Podium Limited  
23/F, Two IFC,  
8 Finance Street, Central,  
Hong Kong

29 May 2015

Dear Sir/Madam,

### **INSTRUCTIONS, PURPOSE AND VALUATION DATE**

We refer to your instructions for us to assess the market value of the properties (the "Properties") to be acquired by Gold Podium Limited, a wholly-owned subsidiary of Goldin Financial Holdings Limited (the "Company") which include certain properties located in Guangzhou (the "Guangzhou Property") owned by Golden Red Wine (Guangzhou) Company Limited ("Guangzhou Property Owner") and in Tianjin (the "Tianjin Property") owned by Tianjin Le Pan Red Wine Company Limited ("Tianjin Property Owner") of the People's Republic of China (the "PRC"). We confirm that we have carried out inspection, made relevant enquiries and searches and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market values of the Properties as at 12 March 2015 (the "Valuation Date").

### **BASIS OF VALUATION**

Our valuation has been undertaken on the basis of Market Value, which is defined by The Hong Kong Institute of Surveyors as "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

Market Value is understood as the value of an asset and liability estimated without regard to costs of sale or purchase (or transaction) and without offset for any associated taxes or potential taxes.

This estimate specifically excludes an estimated price inflated or deflated by special considerations or concessions granted by anyone associated with the sale, or any element of special value.

## VALUATION METHODOLOGY

In the course of our valuation, we have considered that the Income Approach is a reasonable and appropriate valuation methodology to be adopted for assessing the market value of the Properties. It is particularly relevant for the valuation of income-producing property that can be expected to have relatively stabilized income streams in the future as it can reflect prevailing economic and investment market conditions in the period of the unexpired term of the land use rights of the Properties.

We have also carried out Direct Comparison Approach to assess the market rent of the Properties, assuming the Properties in its existing state with the benefit of immediate vacant possession and by making reference to the rentals of wine storage facilities of other cities in the region including Hong Kong in arriving at the market rental of the Properties. Rentals of commercial space in the locality have been taken into account in valuing the commercial portions of the Properties.

## VALUATION STANDARDS

The valuation has been carried out in accordance with the HKIS Valuation Standards (2012 Edition) published by The Hong Kong Institute of Surveyors, the RICS Valuation – Professional Standards (January 2014) incorporating the International Valuation Standards published by the Royal Institution of Chartered Surveyors, the requirements set out in Chapter 5 and Practice Note 12 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the International Valuation Standards published by the International Valuation Standards Council.

## LAND TENURE AND TITLE INVESTIGATION

We have been provided with copies of documents in relation to the titles of the Properties. However, we have not scrutinized the original documents to verify ownership or to verify any amendments, which may not appear on the copies handed to us. We have relied to a considerable extent on the information provided by the respective Owners of the Properties.

We have relied on the advice given by the PRC legal adviser – Zhong Lun Law Firm, on the PRC laws, regarding the titles to the Properties in the PRC. We do not accept liability for any interpretation that we have placed on such information, which is more properly placed within the sphere of the legal adviser.

All legal documents disclosed in this letter, the Summary of Values and the Valuation Certificate are for reference only. No responsibility is assumed for any legal matters concerning the legal titles to the Properties set out in this letter, Summary of Values and Valuation Certificate.

## SOURCES OF INFORMATION

We have relied to a considerable extent on the information provided by the respective Owners of the Properties and the PRC legal adviser, in respect of the titles to the Properties in the PRC. We have also accepted advice given to us on matters such as tenancy schedules, statutory notices, easements, tenure, floor areas, building plans and all other relevant matters. Dimensions, measurements and areas included in the valuation are based on information contained in the documents provided to us and are, therefore, only approximations.

We have also been advised by the respective Owners of the Properties that no material factors or information have been omitted or withheld from the information supplied and consider that we have been provided with sufficient information to reach an informed view. We believe that the assumptions used in preparing our valuation are reasonable and have had no reason to doubt the truth and accuracy of the information provided to us by the respective Owners of the Properties which is material to the valuation.

#### **SITE MEASUREMENT**

We have not carried out detailed on-site measurements to verify the correctness of the site/floor areas in respect of the Properties but have assumed that the areas shown on the documents and plans provided to us are correct. All documents have been used as reference only and all dimensions, measurements and areas are approximations. No on-site measurement has been taken.

As advised by the respective Owners of the Properties, the construction of Properties was completed in the beginning of 2015 and in the process of application for project completion and acceptance certificate.

#### **SITE INSPECTION**

We have inspected the exterior and, where possible, the interior of the Properties. The site inspection was carried out on 4 and 16 March 2015 by our Gregory Tam, who is a qualified surveyor and has over 17-year experience in property valuations, and Daniel Xing who is a chartered surveyor and has over 6-year experience in property valuations. However, we have not carried out an investigation to determine the suitability of the ground conditions and services for any development thereon. Our valuation has been prepared on the assumption that these aspects are satisfactory.

Moreover, no structural surveys have been undertaken, but in the course of our inspection, we did not note any serious defects. We are not, however, able to report whether the Properties are free of rot, infestation or any other structural defects. No tests were carried out on any of the utility services.

#### **VALUATION ASSUMPTIONS**

Our valuation has been made on the assumption that the Owners sell the Properties on the open market without the benefit of deferred terms contracts, leasebacks, joint ventures, or any similar arrangements which would affect their values.

No allowances have been made in our valuation for any charges, mortgages or amounts owing neither on the Properties nor for any expenses or taxes which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the Properties are free from encumbrances, restrictions and outgoings of an onerous nature which could affect their values.

This report and its conclusion provide price reference solely for the Company's wholly-owned subsidiary, Gold Podium Limited for the proposed acquisition of the Properties and not for other purposes. The valuation report will be attached to the publications made by the Company to its shareholders.

We have made the following assumptions:

- All information on the Properties provided by the Owners is correct.
- Proper ownership titles to and relevant planning approvals of the Properties have been obtained, all payable land premiums, land use rights fees and other relevant fees have been fully settled and the Properties can be freely transferred, sub-let, mortgaged or otherwise disposed of.
- No acquisition costs or disposal costs have been taken into account in the valuation.
- No capital expenditure will be incurred for basic operation of the Properties as at the valuation date.

## CURRENCY

Unless otherwise stated, all monetary figures stated in this report are in Renminbi (RMB).

We hereby certify that we have neither present nor a prospective interest in the Properties or the values reported.

Our Summary of Values and Valuation Certificate are attached hereto.

Yours faithfully,  
For and on behalf of  
**Colliers International (Hong Kong) Ltd.**

**David Faulkner**

*BSc (Hons) FRICS FHKIS RPS(GP) MAE  
Executive Director  
Valuation & Advisory Services – Asia*

**Gregory Tam**

*BSc (Hons) MRICS MHKIS RPS(GP)  
Director  
Valuation & Advisory Services*

*Note:*

David Faulkner is a Chartered Surveyor and has over 30 years' experience in the valuation of properties of this magnitude and nature in Hong Kong, the PRC and Asia region.

Gregory Tam is a Chartered Surveyor and has over 17 years' experience in the valuation of properties of this magnitude and nature in Hong Kong, the PRC and Asia region.

## SUMMARY OF VALUES

## Properties to be acquired by the Company for Investment

No.	Property	Market Value in existing state as at 12 March 2015 RMB
1.	Land and buildings located at Western of Guangbao Road and Eastern of Shiyong Road, Free Trade Zone, Guangzhou, Guangdong Province, The PRC	1,500,000,000
2.	Land and buildings located at Western of Feizhou Road and Northern of Neimeng Street, Dongjiang Free Trade Port Zone of Tianjin, Binhai New District, Tianjin, The PRC	1,100,000,000
Total:		<hr/> <u>2,600,000,000</u>

## VALUATION CERTIFICATE

## Properties to be acquired by the Company for Investment

No.	Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 12 March 2015 RMB												
1.	Land and buildings located at Western of Guangbao Road and Eastern of Shiyang Road, Free Trade Zone, Guangzhou, Guangdong Province, The PRC (The Guangzhou Property)	<p>The Guangzhou Property is a wine cellar development located at Guangzhou Free Trade Zone. The development is adjacent to Huangpu Customs of Guangzhou and 30 kilometers to the Guangzhou city centre.</p> <p>The Guangzhou Property is built on two parcels of land (the "Lands") covering a total land area of approximately 16,116 square metres. It comprises a block of wine cellar and a block of commercial building. There are 202 carparks in the Guangzhou Property. The Guangzhou Property has a wine storage capacity of approximately 7,000,000 bottles. The total gross floor area ("GFA") is approximately 55,009.3 sq.m. (or about 592,120.1 sq.ft.).</p> <p>As advised by the Guangzhou Property Owner, the construction of the Guangzhou Property was completed at the beginning of 2015 and in the process of application for project completion and acceptance certificate.</p> <p>The GFA breakdowns are as follows:</p> <table border="1"> <thead> <tr> <th>Uses</th> <th>No. of Storey</th> <th>GFA (sq.m.)</th> </tr> </thead> <tbody> <tr> <td>Wine Cellar</td> <td>4-storey with 3-storey basement</td> <td>48,777.4</td> </tr> <tr> <td>Commercial Block</td> <td>3-storey with 1-storey basement</td> <td>6,231.9</td> </tr> <tr> <td>Total</td> <td></td> <td><u>55,009.3</u></td> </tr> </tbody> </table>	Uses	No. of Storey	GFA (sq.m.)	Wine Cellar	4-storey with 3-storey basement	48,777.4	Commercial Block	3-storey with 1-storey basement	6,231.9	Total		<u>55,009.3</u>	The Guangzhou Property is currently vacant.	1,500,000,000
Uses	No. of Storey	GFA (sq.m.)														
Wine Cellar	4-storey with 3-storey basement	48,777.4														
Commercial Block	3-storey with 1-storey basement	6,231.9														
Total		<u>55,009.3</u>														
		The land use rights of the Guangzhou Property have been granted for 50 years expiring on 13 October 2061 for warehouse use and 40 years expiring on 13 October 2051 for commercial and financial use.														

## Notes:

1. Pursuant to two sets of State-owned Land Use Rights Certificate (Sui Fu Guo Yong (2012) Di No. 05000048 and 05000049) issued by the People's Government of Guangzhou dated 30 May 2012, the land use rights of the Property with a total land area of 16,116 square metres have been granted to Guangzhou Property Owner for a term of 50 years expiring on 13 October 2061 for warehouse use and 40 years expiring on 13 October 2051 for commercial and financial use.
2. Pursuant to two sets of Construction Land Use Planning Approval (Sui Kai Gui Di (2012) No. 26 and 27) issued by Planning Bureau of Guangzhou Development District, the proposed land use for the development on the Lands with total land area of 16,116 square metres was approved.
3. Pursuant to two sets of Construction Work Planning Approval (Sui Kai Gui Jian Zheng (2012) No. 209 and 210) issued by Planning Bureau of Guangzhou Development District, the proposed construction of the Property with a total gross floor area of 55,009.3 square metres was approved.
4. Pursuant to two sets of Construction Work Commencement Approval (Sui Kai Gui Jian Shi (2013) No. 161 and 177) issued by Construction and Municipal Garden Bureau of Guangzhou Development District, Guangzhou Property Owner is allowed to commence construction with a total planned gross floor area of 55,009.3 square metres.
5. The Guangzhou Property is a premium fine wine storage facility in the free trade zone. There is a lot of commercial temporary wine storage but no reputable fine wine storage in China. The Property is of international standards for fine wine in terms of the control of temperature, humidity, lights, vibrations, maintenance, security, inventory management, etc. The major assumptions in our valuation are listed below:

	<b>Assumptions</b>	<b>Basis of Assumptions</b>
<b>Unit Rent (Wine Cellar):</b>	RMB1.6–3.2/bottle/month	This is made reference to the rentals of wine storage facilities of other cities in the region including Hong Kong.
<b>Unit Rent (Commercial Block):</b>	RMB150/sq m/month	This is made reference to rentals of commercial space in the locality.
<b>Rental Growth Rate:</b>	4%–5%	This is made reference to the long term Consumer Price Index in the PRC.
<b>Occupancy Rate:</b>	60%–90% for wine cellar 50%–70% for commercial block	This is made reference to other wine cellars in Hong Kong and the PRC.
<b>Operating Expenses:</b>	30% of revenue	This mainly includes electricity fees, labour cost and maintenance fees with total amount of around 30% of revenue.
<b>Insurance Fee:</b>	RMB100,000 per year	This is made reference to quotation by insurance company.
<b>Business Tax:</b>	5.5% of revenue	This is made reference to Provisional Regulations of the People's Republic of China on Business Tax (中華人民共和國營業稅暫行條例), Provisional Regulations of the People's Republic of China on Urban Maintenance and Construction Tax (中華人民共和國城市維護建設稅暫行條例), and Interim Provisions on the Collection of Educational Surcharges rules (徵收教育費附加的暫行規定).

	<b>Assumptions</b>	<b>Basis of Assumptions</b>
<b>Real Estate Tax:</b>	12% of revenue	This is made reference to Provisional Regulations of the People's Republic of China on Real Estate Tax (中華人民共和國房產稅暫行條例).
<b>Capitalization Rate:</b>	5%	This is based on the market yield of commercial properties in the PRC.

6. We have prepared our valuation based on the following assumptions:
- a) Guangzhou Property Owner has a proper legal title to the Guangzhou Property and is entitled to occupy, transfer, dispose, lease out or deal with the Guangzhou Property with the granted residual term of the relevant land lease at no extra land premium or other onerous payments payable to the government or other local authorities.
  - b) All land premium and costs of public utilities services have been settled in full.
  - c) The Guangzhou Property is in compliance with local planning regulations and has been approved by relevant government authorities and there is no height restriction.
  - d) The Guangzhou Property can be freely disposed of in the market.
7. The provided legal opinion on the title to the Guangzhou Property issued by the PRC legal adviser contains, inter-alia, the following information:
- a) Guangzhou Property Owner has a proper legal title to the Guangzhou Property.
  - b) The Guangzhou Property is not subject to mortgage, legal action to seal up, freeze or other encumbrances.



## VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 12 March 2015 RMB																		
2.	Land and buildings located at Western of Feizhou Road and Northern of Neimeng Street, Dongjiang Free Trade Port Zone of Tianjin, Binhai New District, Tianjin, The PRC (The Tianjin Property)	<p>The Tianjin Property is a wine cellar development located at Dongjiang Free Trade Port Zone of Tianjin. The development is adjacent to Bohai Bay and 60 kilometers to the Tianjin city centre.</p> <p>The Tianjin Property is built on a parcel of land (the "Land") covering a land area of approximately 63,040.9 square metres. It comprises a block of wine cellar, a block of ancillary building, a block of firework pool &amp; pumping station and 4 blocks of guard room. There are 138 car parks in the Tianjin Property. The Tianjin Property has a wine storage capacity of approximately 7,200,000 bottles. The total gross floor area ("GFA") is approximately 55,493.1 sq.m. (or about 597,327.7 sq.ft.).</p> <p>As advised by the Tianjin Property Owner, the construction of the Tianjin Property was completed at the beginning of 2015 and in the process of application for project completion and acceptance certificate.</p> <p>The GFA breakdowns are as follows:</p> <table border="1"> <thead> <tr> <th>Uses</th> <th>No. of Storey</th> <th>GFA (sq.m.)</th> </tr> </thead> <tbody> <tr> <td>Wine Cellar</td> <td>2-storey</td> <td>41,744.0</td> </tr> <tr> <td>Ancillary Building</td> <td>2-storey</td> <td>13,183.7</td> </tr> <tr> <td>Firework Pool &amp; Pumping Room</td> <td>1-storey with 1-storey basement</td> <td>485.4</td> </tr> <tr> <td>Guard Room</td> <td>1-storey</td> <td>80.0</td> </tr> <tr> <td></td> <td><b>Total</b></td> <td><b>55,493.1</b></td> </tr> </tbody> </table>	Uses	No. of Storey	GFA (sq.m.)	Wine Cellar	2-storey	41,744.0	Ancillary Building	2-storey	13,183.7	Firework Pool & Pumping Room	1-storey with 1-storey basement	485.4	Guard Room	1-storey	80.0		<b>Total</b>	<b>55,493.1</b>	The Tianjin Property is currently vacant.	1,100,000,000
Uses	No. of Storey	GFA (sq.m.)																				
Wine Cellar	2-storey	41,744.0																				
Ancillary Building	2-storey	13,183.7																				
Firework Pool & Pumping Room	1-storey with 1-storey basement	485.4																				
Guard Room	1-storey	80.0																				
	<b>Total</b>	<b>55,493.1</b>																				
<p>The land use rights of the Tianjin Property have been granted for 50 years expiring on 8 May 2062 for warehouse use.</p>																						

## Notes:

1. Pursuant to a State-owned Land Use Rights Certificate (Fang Di Zheng Jin Zi Di No. 107051300126) issued by the People's Government of Tianjin dated 16 August 2013, the land use rights of the Tianjin Property with a land area of 63,040.9 square metres have been granted to Tianjin Property Owner for a term of 50 years expiring on 8 May 2062 for warehouse use.
2. Pursuant to a Construction Land Use Planning Approval (2013 Dong Jiang Di Zheng No. 0009) issued by Management Committee of Dongjiang Free Trade Port Zone of Tianjin, the proposed land use for the development on the Land with total land area of 63,040.9 square metres was approved.
3. Pursuant to a Construction Work Planning Approval (2013 Dong Jiang Jian Zheng No. 0018) issued by Management Committee of Dongjiang Free Trade Port Zone of Tianjin, the proposed construction of the Tianjin Property with a total gross floor area of 55,043.3 square metres (excluding basement gross floor area of 449.8 square metres) was approved.
4. Pursuant to a Construction Work Commencement Approval (Dong Jiang No. 01201309023) issued by Management Committee of Dongjiang Free Trade Port Zone of Tianjin, the Tianjin Property Owner is allowed to commence construction with a total planned gross floor area of 55,493.1 square metres.
5. The Tianjin Property is a premium fine wine storage facility in the free trade zone. There is a lot of commercial temporary wine storage but no reputable fine wine storage in China. The Property is of international standards for fine wine in terms of the control of temperature, humidity, lights, vibrations, maintenance, security, inventory management, etc. The major assumptions in our valuation are listed below:

	<b>Assumptions</b>	<b>Basis of Assumptions</b>
<b>Unit Rent (Wine Cellar):</b>	RMB1.3–2.6/bottle/month	This is made reference to the rentals of wine storage facilities of other cities in the region including Hong Kong.
<b>Unit Rent (Ancillary Building):</b>	RMB50/sq m/month	This is made reference to rentals of commercial space in the locality.
<b>Rental Growth Rate:</b>	4%–5%	This is made reference to the long term Consumer Price Index in the PRC.
<b>Occupancy Rate:</b>	60%–90% for wine cellar 50%–70% for ancillary building	This is made reference to other wine cellars in Hong Kong and the PRC.
<b>Operating Expenses:</b>	30% of revenue	This mainly includes electricity fees, labour cost and maintenance fees with total amount of around 30% of revenue.
<b>Insurance Fee:</b>	RMB100,000 per year	This is made reference to quotation of insurance company.
<b>Business Tax:</b>	5.5% of revenue	This is made reference to Provisional Regulations of the People's Republic of China on Business Tax (中華人民共和國營業稅暫行條例), Provisional Regulations of the People's Republic of China on Urban Maintenance and Construction Tax (中華人民共和國城市維護建設稅暫行條例), and Interim Provisions on the Collection of Educational Surcharges rules (徵收教育費附加的暫行規定).

	<b>Assumptions</b>	<b>Basis of Assumptions</b>
<b>Real Estate Tax:</b>	12% of revenue	This is made reference to Provisional Regulations of the People's Republic of China on Real Estate Tax (中華人民共和國房產稅暫行條例).
<b>Capitalization Rate:</b>	5%	This is based on the market yield of commercial properties in the PRC.

6. We have prepared our valuation based on the following assumptions:
- a) Tianjin Property Owner has a proper legal title to the Tianjin Property and is entitled to occupy, transfer, dispose, lease out or deal with the Tianjin Property with the granted residual term of the relevant land lease at no extra land premium or other onerous payments payable to the government or other local authorities.
  - b) All land premium and costs of public utilities services have been settled in full.
  - c) The Tianjin Property is in compliance with local planning regulations and has been approved by relevant government authorities and there is no height restriction.
  - d) The Tianjin Property can be freely disposed of in the market.
7. The provided legal opinion on the title to the Tianjin Property issued by the PRC legal adviser contains, inter-alia, the following information:
- a) Tianjin Property Owner has a proper legal title to the Tianjin Property.
  - b) The Tianjin Property is not subject to sale, transfer, presale, mortgage, obligation or third party rights.
  - c) The Tianjin Property is not subject to compulsory requisition, substantial litigation, dispute or any other material adverse affection.

*The following is the text of a report received from Ernst & Young, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this circular.*



**REPORT FROM REPORTING ACCOUNTANT ON DISCOUNTED FUTURE  
ESTIMATED CASH FLOWS IN CONNECTION WITH THE VALUATIONS OF  
THE GUANGZHOU PROPERTIES AND THE TIANJIN PROPERTIES  
TO THE BOARD OF DIRECTORS OF GOLDIN FINANCIAL HOLDINGS LIMITED**

We have been engaged to report on the arithmetic accuracy of calculations on the discounted future estimated cash flows (the “Underlying Discounted Cash Flows”) on which the valuations (the “Valuations”) dated 29 May 2015 prepared by Colliers International (Hong Kong) Ltd. in respect of the appraisal of the fair values of the Guangzhou Properties and the Tianjin Properties (as defined in the circular of Goldin Financial Holdings Limited (the “Company”) dated 29 May 2015 (the “Circular”)) are based. The Valuations, prepared in connection with the proposed acquisition of entities relating to wine business by the Group, are set out in Appendix I of the Circular. The Valuations which are based on the Underlying Discounted Cash Flows are regarded as profit forecasts under Rule 14.61 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

**Respective Responsibility of Directors of the Company and Reporting Accountant**

The directors of the Company (the “Directors”) are responsible for the preparation of the Underlying Discounted Cash Flows. The Underlying Discounted Cash Flows have been prepared using a set of bases and assumptions determined by the Directors, the completeness, reasonableness and validity of which are the sole responsibility of the Directors.

It is our responsibility to report on the arithmetic accuracy of the calculations on the Underlying Discounted Cash Flows on which the Valuations are based, and to present our conclusion solely to you, as a body, for the purpose of reporting under Rule 14.62(2) of the Listing Rules and for no other purpose. We are not reporting on the completeness, reasonableness and validity of the bases and assumptions on which the Underlying Discounted Cash Flows are based and our work does not constitute any valuation of the Guangzhou Properties and the Tianjin Properties. The Underlying Discounted Cash Flows do not involve the adoption of accounting policies. The bases and assumptions used in the Underlying Discounted Cash Flows include hypothetical assumptions about future events and management actions that may or may not occur. Even if the events and actions anticipated do occur, actual results are still likely to be different from the Underlying Discounted Cash Flows and the variation may be material. We have not reviewed, considered or conducted any work on the completeness, reasonableness and validity of the bases and assumptions which the Underlying Discounted Cash Flows are based on

and thus express no opinion whatsoever thereon. Our work is more limited than that for a reasonable assurance engagement, and therefore less assurance is obtained than in a reasonable assurance engagement. We also accept no responsibility to any other person in respect of, or arising out of, or in connection with our work.

**Basis of conclusion**

We conducted our work in accordance with the Hong Kong Standard on Assurance Engagements 3000 “Assurance Engagements Other Than Audits or Reviews of Historical Financial Information” issued by the Hong Kong Institute of Certified Public Accountants. Our work consisted primarily of checking the arithmetical accuracy of the calculations on the Underlying Discounted Cash Flows prepared in accordance with the bases and assumptions made by the Directors. Our work has been undertaken solely to assist the Directors in evaluating whether the Underlying Discounted Cash Flows, so far as arithmetical accuracy of the calculation is concerned, have been properly compiled in accordance with the bases and assumptions made by the Directors.

**Opinion**

Based on our work described above, nothing has come to our attention that causes us to believe that the Underlying Discounted Cash Flows, so far as the arithmetic accuracy of the calculation on the Underlying Discounted Cash Flows is concerned, have not been properly compiled in all material respects in accordance with the bases and assumptions made by the Directors.

**Ernst & Young**

*Certified Public Accountants*

Hong Kong

22/F CITIC Tower

1 Tim Mei Avenue

Central, Hong Kong

29 May 2015



高銀融資有限公司  
GOLDIN FINANCIAL LIMITED

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

29 May 2015

The Directors  
Goldin Financial Holdings Limited  
23/F, Two International Finance Centre  
8 Finance Street  
Central, Hong Kong

Dear Sirs,

We refer to the valuation prepared by Colliers International (Hong Kong) Limited (“Colliers”) in relation to the valuation of the market value of the properties which include certain properties located in Guangzhou and in Tianjin of the People’s Republic of China (the “Valuation”). The report of Colliers is included in Appendix I to the circular of Goldin Financial Holdings Limited dated 29 May 2015 (the “Circular”), of which this letter forms part of. Capitalised terms used in this letter have the same meanings as defined in the Circular unless the context otherwise requires.

We note that the Valuation, which has been developed based on the income approach, is regarded as a profit forecast under Chapter 14 of the Listing Rules.

We have reviewed the forecasts upon which the Valuation has been made, for which you as the directors of Goldin Financial Holdings Limited are solely responsible, and have discussed with you and Colliers regarding the basis and assumptions of the forecasts. We have also reviewed the letter issued by Ernst and Young (“E.Y.”) dated 29 May 2015 addressed to yourselves as set out in Appendix II to the Circular regarding whether the forecasts, so far as the arithmetical accuracy of the calculations are concerned, have been properly compiled in all material respects in accordance with the bases and assumptions made by the Directors.

On the basis of the foregoing and all the information comprising the Valuation and the arithmetical accuracy of the calculations reviewed by E.Y., we are satisfied that the forecasts upon which the Valuation has been made, for which you as the directors of Goldin Financial Holdings Limited are solely responsible, have been made after due and careful enquiry by you.

Our opinion does not address on the appropriateness and validity of the bases and assumptions on which the income approach is based and our opinion shall not constitute any opinion on any valuation of the relevant projects or an expression of an audit or review opinion on the Valuation.

We take no responsibility for the contents of this Circular, make no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

Yours faithfully,  
For and on behalf of  
**Goldin Financial Limited**  
**Billy Tang**  
*Director*

## 1. 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.

## 2. DISCLOSURE OF INTERESTS

### (a) Directors' and chief executives' interests and short positions in Shares, underlying Shares and debentures

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporation(s) (within the meaning of Part XV of the SFO) which were required, pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers of the Listing Rules (the "Model Code"), to be notified to the Company and the Stock Exchange were as follows:

*Long position in the Shares and underlying Shares of the Company:*

Name of Directors	Notes	Number of Shares held		Number of underlying Shares	Total (Long Position)	Approximate % of the total issued Shares as at the Latest Practicable Date
		Personal Interests	Corporate interests			
Mr. Pan Sutong	1	190,345,000	4,716,995,634	-	4,907,340,634	70.28%
Mr. Wong Hau Yan, Helvin	2	800,000 -	- -	- 5,000,000	5,800,000	0.08%
Mr. Lee Chi Chung, Harvey	2	-	-	3,000,000	3,000,000	0.04%
Professor Huang Xiaojian	2	-	-	3,000,000	3,000,000	0.04%
Mr. Zhou Dengchao	2	1,000,000 -	- -	- 6,000,000	7,000,000	0.10%
Ms. Hou Qin	2	1,560,000 -	- -	- 6,000,000	7,560,000	0.11%

*Notes:*

1. The 4,716,995,634 Shares held by Mr. Pan through controlled corporations included:
  - (a) Goldin Real Estate Financial Holdings Limited (“Goldin Real Estate Financial”) is deemed to be interested in 4,673,605,634 Shares, of which as to 4,473,545,636 Shares held by Goldin Global Holdings Limited and as to 200,059,998 Shares held by Goldin Equities Limited respectively. Both Goldin Global Holdings Limited and Goldin Equities Limited are indirect wholly-owned subsidiaries of Goldin Real Estate Financial. Goldin Real Estate Financial is wholly owned by Mr. Pan.
  - (b) 43,390,000 Shares held by Clear Jade International Limited which is wholly owned by Mr. Pan.
2. The underlying Shares are the share options granted by the Company to the respective Directors under the share option schemes of the Company.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporation(s) (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required pursuant to the Model Code to be notified to the Company and the Stock Exchange.



**(b) Substantial shareholders' interests and short positions in the Shares and underlying Shares**

As at the Latest Practicable Date, so far as is known to the Directors or the chief executive of the Company, the following persons had, or were deemed to have, interests or short positions in the Shares or underlying Shares of the Company as recorded in the register kept by the Company pursuant to section 336 of the SFO which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO:

Name of shareholders	Notes	Capacity	Number of Shares held	Total (Long Position)	Approximate % of the total issued Shares as at the Latest Practicable Date
Goldin Global Holdings Limited	1	Beneficial owner	4,473,545,636	4,473,545,636	64.07%
Mr. Pan Sutong	2	Interests held as beneficial owner and through controlled corporations	4,907,340,634	4,907,340,634	70.28%

*Notes:*

- Goldin Global Holdings Limited is a wholly-owned subsidiary of Goldin Investment Holdings Limited, which is, in turn, a 100% owned subsidiary of Goldin Real Estate Financial. Goldin Real Estate Financial is wholly owned by Mr. Pan.
- The 4,716,995,634 Shares held by Mr. Pan through controlled corporations are as follows:
  - Goldin Real Estate Financial is deemed to be interested in a total of 4,673,605,634 Shares, as to which 4,473,545,636 Shares held by Goldin Global Holdings Limited (as disclosed in Note 1 above) and 200,059,998 Shares held by Goldin Equities Limited respectively.  
  
Goldin Equities Limited is wholly owned by Goldin Investment Advisers Limited, which is, in turn, a 100% owned subsidiary of Goldin Financial Investment Limited. Goldin Financial Investment Limited is a wholly-owned subsidiary of Goldin Real Estate Financial.
  - 43,390,000 Shares held by Clear Jade International Limited which is wholly owned by Mr. Pan.

Save as disclosed above, as at the Latest Practicable Date, so far as is known to the Directors or chief executive of the Company, no other person had interests or short positions in the Shares or underlying Shares of the Company which were recorded in the register kept by the Company pursuant to section 336 of the SFO

which would fall to be disclosed to the Company and the Stock Exchange under the provision of Divisions 2 and 3 of Part XV of the SFO.

### **3. MATERIAL ADVERSE CHANGE**

The Directors are not aware of any material adverse change in the financial or trading position of the Group since 30 June 2014, the date to which the latest consolidated financial statements of the Group were made, and up to the Latest Practicable Date.

### **4. LITIGATION**

As at the Latest Practicable Date, none of the members of the Group was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened by or against any member of the Group.

### **5. SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group which does not expire or is not determinable by the relevant member within one year without payment of compensation (other than statutory compensation).

### **6. DIRECTORS' INTEREST IN CONTRACTS AND ASSETS**

As at the Latest Practicable Date, save for the Acquisition Agreements, none of the Directors had any direct or indirect interest in any assets which have been, since 30 June 2014 (the date of which the latest published audited consolidated accounts of the Company were made up), acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

Save for the domestic factoring agreement dated 13 December 2012 (details of which were disclosed in the Annual Report 2013/14 of the Company), there was no contract or arrangement in which any Directors was materially interested and which was significant in relation to the business of the Group subsisting as at the Latest Practicable Date.

### **7. COMPETING INTERESTS**

As at the Latest Practicable Date, to the best knowledge of the Directors, Mr. Pan, wholly and beneficially owned the entire issued share capital of Goldin Financial Global Square Limited, which is the owner of a 11-storey industrial building having a gross floor area of approximately 311,700 square feet (excluding car parking spaces) located in Kowloon Bay, Hong Kong.

Save as disclosed, none of the Directors or their respective associates was considered to have any interests in the business which compete or is likely to compete, either directly or indirectly, with the businesses of the Group.

## 8. EXPERTS AND CONSENTS

The following are the qualification of the experts who have given opinion or advice contained in this circular:

<b>Name</b>	<b>Qualification</b>
Goldin Financial Limited (“Goldin”)	A corporation licensed to carry out type 6 (advising on corporate finance) regulated activity under the SFO
Ernst & Young (“EY”)	Certified Public Accountants
Gram Capital	A corporation licensed to carry out type 6 (advising on corporate finance) regulated activity under the SFO
Colliers International (Hong Kong) Ltd (“Colliers”)	An independent valuer

Each of Goldin, EY, Gram Capital and Colliers has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of the text of their letters and/or the references to their respective names in the form and context in which they appear.

As at the Latest Practicable Date, each of Goldin, EY, Gram Capital and Colliers did not have any shareholding, directly or indirectly, in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, each of Goldin, EY, Gram Capital and Colliers was not interested, directly or indirectly, in any assets which have been acquired or disposed of by or leased to any member of the Group or are proposed to be acquired or disposed of by or leased to any member of the Group since 30 June 2014, being the date of which the latest published audited accounts of the Company were made up.

## 9. MISCELLANEOUS

The English text of this circular prevails over the Chinese text.

## 10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the principal place of business of the Company at 23/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong during normal business hours on any weekday other than Saturdays and public holidays, from the date of this circular up to and including the date of the SGM:

- (a) the Acquisition Agreements;

- (b) the letter from the Independent Board Committee in relation to the Acquisition Agreements, the text of which is set out on page 27 of this circular;
- (c) the letter from Gram Capital in relation to the Acquisition Agreements, the text of which is set out on pages 28 to 46 of this circular;
- (d) the valuation report on the Tianjin Properties and the Guangzhou Properties as set out in Appendix I of this circular;
- (e) the written consents referred to in the paragraph headed “Experts and consents” in this Appendix;
- (f) the letter from EY in relation to the valuation report;
- (g) the letter from Goldin Financial Limited in relation to the valuation report; and
- (h) this circular.

---

## NOTICE OF SGM

---



### **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 a SPECIAL GENERAL MEETING (the “SGM”) of Goldin Financial Holdings Limited (the “Company”) will be held at 23/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong, at 2:30 p.m. on Friday, 19 June 2015 for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed, with or without modification, as ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

1. **“THAT**

- (a) the agreement dated 13 March 2015 (the “**Tianjin Properties Agreement**”) entered into between Gold Podium Limited and Mr. Pan Sutong (a copy of which is marked “A” and now produced to the meeting and initialled by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company, or any two directors of the Company or any one director and the secretary of the Company if the affixation of the common seal is necessary, be and is/are hereby authorized for and/or on behalf of the Company to sign and execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to, expedient for the purpose of giving effect to or in connection with the Tianjin Properties Agreement.”

2. **“THAT**

- (a) the agreement dated 13 March 2015 (the “**Guangzhou Properties Agreement**”) entered into between Gold Podium Limited and Prosper Giant Investments Limited (a copy of which is marked “B” and now produced to the meeting and initialled by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

\* *for identification purposes only*

---

## NOTICE OF SGM

---

- (b) any one director of the Company, or any two directors of the Company or any one director and the secretary of the Company if the affixation of the common seal is necessary, be and is/are hereby authorized for and/or on behalf of the Company to sign and execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to, expedient for the purpose of giving effect to or in connection with the Guangzhou Properties Agreement.”

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

Hong Kong, 29 May 2015

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

*Notes:*

- (1) A member of the Company entitled to attend and vote at the SGM is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the member. A member may appoint not more than two proxies to attend on the same occasion. A form of proxy for use at the SGM is enclosed herewith.
- (2) To be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with Tricor Secretaries Limited, the branch share registrar of the Company in Hong Kong, at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
- (3) In the case of joint registered holders of any share in the capital of the Company, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such shares as if it/he/she was solely entitled thereto, but if more than one of such joint registered holders is present at the SGM, either 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.
- (4) If typhoon signal no.8 or above remains hoisted or a black rainstorm warning signal is in force at 12:00 noon at the date of the SGM, the SGM will be postponed.

Shareholders are requested to visit the website of the Company at <http://www.goldinfinancial.com> for details of alternative meeting arrangements.

The SGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

Shareholders who have any queries concerning the alternative meeting arrangements, please call the Company at (852) 2882 9171 during business hours from 9:00 a.m. to 5:00 p.m. on Mondays to Fridays, excluding public holidays.

Shareholders should make their own decision as to whether they would attend the SGM under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

---

## NOTICE OF SGM

---

- (5) Completion and return of the form of proxy will not preclude members from attending and voting at the SGM or any adjourned meeting if they so wish. If a member attends the SGM after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.
- (6) As at the date of this notice, Mr. Pan Sutong (*Chairman*), Mr. Wong Hau Yan, Helvin, Mr. Lee Chi Chung, Harvey, Professor Huang Xiaojian, Mr. Zhou Dengchao and Ms. Hou Qin are the executive directors of the Company; and Ms. Hui Wai Man, Shirley, Mr. Tang Yiu Wing and Ms. Gao Min are the independent non-executive directors of the Company respectively.