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GOLDIN FINANCIAL HOLDINGS LIMITED

高銀金融（集團）有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 530)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a SPECIAL GENERAL MEETING (the “SGM”) of Goldin Financial Holdings Limited (the “Company”) will be held at Board Room, 25/F, Goldin Financial Global Centre, 17 Kai Cheung Road, Kowloon Bay, Hong Kong on Thursday, 12 July 2018 at 3:00 p.m. for the purposes 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 conditional sale and purchase agreement dated 9 April 2018 (as revised and supplemented by the supplemental agreement dated 23 April 2018) (collectively, the “**GF Disposal Agreement**”) (a copy of each has been tabled at the meeting marked “**A**” and “**B**” and initialled by the chairman of the meeting for the purpose of identification respectively) entered into between the Company, Sense Brilliant Limited (the “**GF Purchaser**”) and Mr. Pan Sutong, respectively as vendor, purchaser and purchaser’s guarantor, pursuant to which the Company conditionally agreed to sell and GF Purchaser conditionally agreed to purchase (i) the entire issued share capital of Gold Faith Global Limited (together with its subsidiaries, the “**GF Disposal Group**”); and (ii) the entire amount of the principal, interest (if any) and other sums and indebtedness due, owing or payable to the Company by the GF Disposal Group as at completion of the GF Disposal Agreement at the consideration of HK\$6,399,950,000 (subject to potential adjustment(s) to be made pursuant to the GF Disposal Agreement), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

* *for identification purposes only*

- (b) any one director of the Company (the “**Director(s)**”) (or any two Directors or a Director together with the Company Secretary of the Company if the affixing of the common seal of the Company is necessary) be and is hereby authorised on behalf of the Company to do or take all acts, things and steps necessary, appropriate, desirable or expedient in his/her/their opinion to be in the interests of the Company and its shareholders as a whole to approve and implement and/or give effect to and/or complete any matters relating to or in connection with the GF Disposal Agreement, and the transactions contemplated thereunder (including, without limitation, the affixing of common seal of the Company).”

2. “**THAT**

- (a) the conditional sale and purchase agreement dated 9 April 2018 (as revised and supplemented by the supplemental agreement dated 23 April 2018) (collectively, the “**RR Disposal Agreement**”) (a copy of each has been tabled at the meeting marked “**C**” and “**D**” and initialled by the chairman of the meeting for the purpose of identification respectively) entered into between the Company, Glamorous Smart Limited (the “**RR Purchaser**”) and Mr. Pan Sutong, respectively as vendor, purchaser and purchaser’s guarantor, pursuant to which the Company conditionally agreed to sell and RR Purchaser conditionally agreed to purchase (i) 60% of the issued share capital of Rich Region Holdings Limited (together with its subsidiaries, the “**RR Disposal Group**”); and (ii) the entire amount of the principal, interest (if any) and other sums and indebtedness due, owing or payable to the Company by the RR Disposal Group as at completion of the RR Disposal Agreement at the consideration of HK\$6,002,676,000 (subject to potential adjustment(s) to be made pursuant to the RR Disposal Agreement), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company (the “**Director(s)**”) (or any two Directors or a Director together with the Company Secretary of the Company if the affixing of the common seal of the Company is necessary) be and is hereby authorised on behalf of the Company to do or take all acts, things and steps necessary, appropriate, desirable or expedient in his/her/their opinion to be in the interests of the Company and its shareholders as a whole to approve and implement and/or give effect to and/or complete any matters relating to or in connection with the RR Disposal Agreement, and the transactions contemplated thereunder (including, without limitation, the affixing of common seal of the Company).”

3. “**THAT**

- (a) the conditional sale and purchase agreement dated 23 April 2018 (the “**GE Acquisition Agreement**”) (a copy of which has been tabled at the meeting marked “**E**” and initialled by the chairman of the meeting for the purpose of identification) entered into between the Company and Mr. Pan Sutong (“**Mr. Pan**”), respectively as purchaser and vendor, pursuant to which the Company conditionally agreed to purchase and Mr. Pan conditionally agreed to sell (i) the entire issued share capital of Goal Eagle Limited (the “**GE Target Company**”); and (ii) the entire amount of the principal, interest (if any) and other sums and indebtedness due, owing or payable to Mr. Pan by the GE Target Company as at completion of the GE Acquisition Agreement at the consideration of HK\$5,608,494,000 (subject to potential adjustment(s) to be made pursuant to the GE Acquisition Agreement), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company (the “**Director(s)**”) (or any two Directors or a Director together with the Company Secretary of the Company if the affixing of the common seal of the Company is necessary) be and is hereby authorised on behalf of the Company to do or take all acts, things and steps necessary, appropriate, desirable or expedient in his/her/their opinion to be in the interests of the Company and its shareholders as a whole to approve and implement and/or give effect to and/or complete any matters relating to or in connection with the GE Acquisition Agreement and the transactions contemplated thereunder (including, without limitation, the affixing of common seal of the Company).”

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

Hong Kong, 25 June 2018

Principal place of business in Hong Kong:
25/F, Goldin Financial Global Centre
17 Kai Cheung Road
Kowloon Bay
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 who is holder of two or more shares may appoint more than one proxy 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, Hong Kong not less than 48 hours before the time appointed for holding the SGM (not later than Tuesday, 10 July 2018 at 3:00 p.m., Hong Kong time) 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 on 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.

- (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) In order to qualify for attending the SGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than Friday, 6 July 2018 at 4:30 p.m., Hong Kong time. The record date for the determination of the entitlement to attend and vote at the SGM will be the close of business on Friday, 6 July 2018.

As at the date of this announcement, Mr. Pan Sutong (Chairman), Professor Huang Xiaojian and Mr. Zhou Xiaojun are the executive directors of the Company; and Hon. Shek Lai Him Abraham (GBS, JP), Ms. Hui Wai Man, Shirley, Mr. Tang Yiu Wing and Ms. Gao Min are the independent non-executive directors of the Company, respectively.