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If you have sold or transferred all your shares in Goldin Financial Holdings Limited, you should at once hand this circular to the purchaser(s) or transferee(s), or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

**(I) DISCLOSEABLE AND CONNECTED TRANSACTION
IN RELATION TO THE ACQUISITION OF
THE ENTIRE EQUITY INTEREST IN
THE TARGET COMPANY;
AND
(II) NOTICE OF SGM**

**Independent financial adviser to the IBC
and the Independent Shareholders**



**Gram Capital Limited
嘉林資本有限公司**

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A letter from the Board is set out on pages 4 to 13 of this circular. A letter from the IBC is set out on pages 14 to 15 of this circular. A letter from Gram Capital containing its advice and recommendation to the IBC and the Independent Shareholders is set out on pages 16 to 29 of this circular.

A notice convening the SGM to be held at Board Room, 25/F, Goldin Financial Global Centre, 17 Kai Cheung Road, Kowloon Bay, Hong Kong on Wednesday, 18 December 2019 at 10:00 a.m. is set out on pages SGM-1 to SGM-2 of 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (not later than Monday, 16 December 2019 at 10:00 a.m., Hong Kong time) or any adjournment thereof (as the case may be). 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 (as the case may be) if you so wish and in such event, the form of proxy will be deemed to be revoked.

* *for identification purposes only*

30 October 2019

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DEFINITIONS

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

“Acquisition”	the proposed acquisition of the Sale Shares by the Purchaser pursuant to the terms and conditions of the Sale and Purchase Agreement
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	(a) day(s) (excluding Saturdays, Sundays 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 generally open for business in Hong Kong
“BVI”	the British Virgin Islands
“Company”	Goldin Financial Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
“Completion”	completion of the Acquisition pursuant to the terms and conditions of the Sale and Purchase Agreement
“Completion Date”	the date on which Completion takes place
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Consideration”	the consideration for the Sale Shares
“Director(s)”	director(s) of the Company
“Enlarged Group”	the Group and the Target Group upon Completion
“Goldin Global”	Goldin Financial Global Square Limited, a company incorporated in Hong Kong with limited liability, which owns the legal and beneficial title to the Property
“Gram Capital”	Gram Capital Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser appointed by the Company to advise the IBC and the Independent Shareholders in respect of the Sale and Purchase Agreement and the transactions contemplated thereunder
“Group”	collectively, the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“IBC”	the independent board committee of the Board (comprising all the independent non-executive Directors) established to advise the Independent Shareholders in respect of the Sale and Purchase Agreement
“Independent Shareholders”	all Shareholders other than Mr. Pan and his associates
“Land Parcel”	New Kowloon Inland Lot No. 5948 located at 7 Wang Tai Road, Kowloon Bay which is owned by Goldin Global as at the Latest Practicable Date
“Latest Practicable Date”	24 October 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	31 December 2019 (or such later date as the Vendor and the Purchaser may agree)
“Mr. Pan”	Mr. Pan Sutong, being the Chairman of the Board, an executive Director and a controlling Shareholder as at the Latest Practicable Date
“Outstanding Land Premiums”	the outstanding land premiums instalments in the aggregate amount of HK\$1,292,154,700 (including principal amount and interests at a fixed rate of 7.083% per annum) to be paid by the Target Group to the Hong Kong Lands Department in accordance with the payment schedule issued therefrom
“Property”	the Land Parcel under redevelopment, including the foundation works which were substantially completed as at the Latest Practicable Date
“Purchaser”	Silver Shine Global Limited, a wholly-owned subsidiary of the Company, being the purchaser of the Sale Shares
“Sale and Purchase Agreement”	the conditional sale and purchase agreement dated 26 September 2019 entered into between the Purchaser and the Vendor in relation to the Acquisition

DEFINITIONS

“Sale Shares”	the entire issued share capital of the Target Company
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting to be convened by the Company for the purposes of considering and, if thought fit, approving the Sale and Purchase Agreement and the transactions contemplated thereunder
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Solar Time Developments Limited, a company incorporated in the BVI with limited liability
“Target Group”	the Target Company and Goldin Global
“Vendor”	Goldin Investment Intermediary Limited, a company incorporated under the laws of the BVI with limited liability, being the vendor of the Sale Shares
“%”	per cent.



GOLDIN FINANCIAL HOLDINGS LIMITED

高銀金融（集團）有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 530)

Executive Directors:

Mr. Pan Sutong *(JP) (Chairman)*
Mr. Zhou Xiaojun
Mr. Huang Rui
Ms. Hui Wai Man, Shirley

Registered office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Independent non-executive Directors:

Hon. Shek Lai Him Abraham *(GBS, JP)*
Mr. Wong Wai Leung Joseph
Mr. Tang Yiu Wing
Ms. Gao Min

*Principal place of business
in Hong Kong:*

25/F, Goldin Financial Global Centre
17 Kai Cheung Road
Kowloon Bay
Hong Kong

30 October 2019

To the Shareholders,

Dear Sir/Madam,

**DISCLOSEABLE AND CONNECTED TRANSACTION
IN RELATION TO THE ACQUISITION OF
THE ENTIRE EQUITY INTEREST IN
THE TARGET COMPANY**

INTRODUCTION

Reference is made to the announcement of the Company dated 26 September 2019 in relation to the acquisition of the Sale Shares from the Vendor.

The Acquisition constituted a discloseable and connected transaction of the Company which is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

* *for identification purposes only*

LETTER FROM THE BOARD

THE SALE AND PURCHASE AGREEMENT

Set out below are the principal terms of the Sale and Purchase Agreement.

Date

26 September 2019

Parties

- (1) Silver Shine Global Limited, a wholly-owned subsidiary of the Company, as the Purchaser
- (2) Goldin Investment Intermediary Limited, as the Vendor

Assets to be acquired

Pursuant to the Sale and Purchase Agreement, the Purchaser conditionally agreed to purchase, and the Vendor conditionally agreed to sell, the Sale Shares, which represent the entire issued share capital of the Target Company as at the Completion Date. Details of the Target Group are set out in the section headed “Information of the Target Group and the Property” below. The Sale Shares shall be acquired by the Purchaser free from all encumbrances as at the Completion Date.

Consideration and payment terms

The Consideration for the Sale Shares is HK\$4,598 million, which shall be payable in cash by the Purchaser to the Vendor on the Completion Date.

The Consideration was determined after arm’s length negotiations between the Purchaser and the Vendor on normal commercial terms with reference to (i) the net asset value of the Target Group, which is expected to be approximate to the value of the Property save for the Outstanding Land Premiums after excluding all debts and cash items in the completion accounts of the Target Group at Completion; (ii) the market value of the Property as at 26 September 2019 of approximately HK\$4,908,000,000 as appraised by an independent valuer as adjusted by the Outstanding Land Premiums of approximately HK\$1,292 million which shall be paid by the Target Group to the Lands Department in accordance with the payment schedule; and (iii) the recent development of the office leasing market in Hong Kong, details of which are set out in the section headed “Reasons for and benefits of the Acquisition”.

The Consideration shall be funded by internal resources of the Group and/or external financing.

LETTER FROM THE BOARD

Reconciliation of the net asset value of the Target Group

A reconciliation of the net asset value of the Target Group as at 31 August 2019 of approximately HK\$1,683 million and the expected net asset value of the Target Group at Completion, save for the Outstanding Land Premiums and after excluding all debts and cash items, is set out below:

	<i>HK\$'000</i>
Net asset value of the Target Group as at 31 August 2019	1,682,542
Bank and cash balance as at 31 August 2019 to be excluded	(24,611)
Liabilities as at 31 August 2019 (save for the Outstanding Land Premiums) to be excluded	<u>2,852,145</u>
	4,510,076
Estimated change in fair value based on the market value of HK\$4,908 million as appraised by the independent valuer as adjusted by the Outstanding Land Premiums	<u>423,281</u>
Expected net asset value of the Target Group at Completion	<u><u>4,933,357</u></u>

Conditions precedent

Completion is conditional upon the fulfilment (or waiver, where applicable) of the following conditions on or before the Long Stop Date:

- (a) the Company having obtained all approvals required for the Purchaser to carry out the transactions contemplated under the Sale and Purchase Agreement in accordance with the Listing Rules, including but not limited to the Independent Shareholders' approval on the Purchaser entering into the Sale and Purchase Agreement and the transactions contemplated thereunder at the SGM;
- (b) the Purchaser having completed due diligence with respect to the Target Group and the Property pursuant to the Sale and Purchase Agreement and the results of which being satisfactory to the Purchaser; and
- (c) the Purchaser being reasonably satisfied that all representations, warranties and undertakings of the Vendor contained in the Sale and Purchase Agreement remain true and correct in all material respects.

Except for condition (a) referred above, the Purchaser may in its sole discretion and by written notice to the Vendor waive any of the conditions set out above. If any of the conditions above has not been fulfilled or waived on or before the Long Stop Date (or such later date as the Vendor and the Purchaser may agree), all rights and obligations of the parties to the Sale and Purchase Agreement shall cease and terminate (other than clauses in relation to, amongst others, confidentiality, notices, amendment, assignment, governing law and dispute resolution).

LETTER FROM THE BOARD

Completion

Completion shall take place on the later of (i) 20 December 2019; and (ii) the day which is five Business Days after fulfilment (or waiver, where applicable) of all the conditions precedent to the Sale and Purchase Agreement, or such later date as the Vendor and the Purchaser may agree in writing.

Upon Completion, the Target Company will become an indirect wholly-owned subsidiary of the Company and its financial results will be consolidated into the financial statements of the Enlarged Group.

Indemnity by the Vendor

Subject to Completion occurring, without limiting any other rights or remedies the Purchaser may have, the Vendor must indemnify the Purchaser against all costs, charges and expenses incurred by it or any loss which has been suffered by the Purchaser and which arises from or in connection with the Acquisition up to Completion Date, including but not limited to any construction costs in connection with the Property and any set off determined pursuant to the Sale and Purchase Agreement to ensure that the Target Group is sold on a debt-free/cash-free basis save for the Outstanding Land Premiums.

INFORMATION ON THE TARGET GROUP AND THE PROPERTY

The Target Company is a company incorporated under the laws of the BVI with limited liability, and is principally engaged in equity holding. As informed by the Vendor, the interest in the Land Parcel was acquired on 25 July 2011 at the original acquisition cost of HK\$858,200,000. Other than the acquisition cost for interest in the Land Parcel, the construction cost and related cost incurred/committed for construction of the Property was approximately HK\$240 million as at 26 September 2019.

Goldin Global, a wholly-owned subsidiary of the Target Company, is a company incorporated in Hong Kong with limited liability, and is principally engaged in property investment and currently owns the legal and beneficial title to the Property as its principal asset.

The Property is located at 7 Wang Tai Road, Kowloon Bay, which is situated in the Kowloon Bay industrial area within 5 minutes walking distance from the Kowloon Bay MTR station. Modification approval for the change of land use of the Property from industrial use to commercial use was granted on 8 January 2018 and a general building plan with bonus gross floor area of 1,045.12 square metres was approved by the Building Department on 22 January 2019. Consents to the commencement of the pile cap and superstructure were obtained on 10 May 2019 and 2 August 2019, respectively, to allow for commencement of building construction. The Property is currently under reconstruction. According to the approved building plan, the Property shall comprise of three levels of basement, two levels of retail podium, one level of podium garden, one level of mechanical floor and 18 storeys of office floor with a roof garden. It will be developed into a grade-A office building with luxury retail shops at podium levels and parking facilities at basement levels. There were various contracts signed by the Target Group with the construction

LETTER FROM THE BOARD

companies in respect of foundation work, ground investigation, baseline monitoring, demolition and hoarding. Save for the contract in relation to foundation works, the aforesaid contracts have been completed as at the Latest Practicable Date. The outstanding contract regarding the foundation works were substantially completed and are anticipated to be fully completed around November 2019. As at the Latest Practicable Date, there was no other contract entered by the Target Group with respect to the redevelopment of the Property. The redevelopment of the Property has commenced for more than two years as at the Latest Practicable Date and is expected to be completed in the fourth quarter of 2021. The total gross floor area of the Property will be approximately 38,484 square metres at maximum with a total estimated lettable area of approximately 34,691 square metres at maximum. Based on the current projection of the Company, the total capital requirement for the redevelopment of the Property is expected to be approximately HK\$2,890 million, being the aggregate of the estimated construction cost of approximately HK\$1,598 million and the Outstanding Land Premiums of approximately HK\$1,292 million. The expected return of the Acquisition on leasing purpose (without taking into account of capital appreciation of the Property) is expected to amount to approximately 2%.

Set out below are certain unaudited financial information of the Target Group for each of the two years ended 31 March 2018 and 2019, respectively.

	For the year ended 31 March 2019 HK\$'000 (approximate)	For the year ended 31 March 2018 HK\$'000 (approximate) (Note)
Net profit before taxation	739,408	832,394
Net profit after taxation	<u>739,408</u>	<u>833,544</u>

Note:

The Target Company was incorporated on 3 January 2019. The financial information for the year ended 31 March 2018 represents the financial information of Goldin Global.

The respective net profits after taxation of the Target Group of approximately HK\$833.54 million and approximately HK\$739.41 million for the two years ended 31 March 2018 and 2019 were primarily attributable to the net fair value change of the Property for the relevant years. The unaudited consolidated net assets of the Target Group as at 31 August 2019 amounted to approximately HK\$1,683 million.

INFORMATION ON THE PURCHASER AND THE VENDOR

The Purchaser is a company incorporated in the BVI with limited liability, and is principally engaged in investment holding. The Purchaser is a wholly-owned subsidiary of the Company.

LETTER FROM THE BOARD

The Vendor is a company incorporated under the laws of the BVI with limited liability, and is principally engaged in investment holding.

As at the Latest Practicable Date, the Vendor is ultimately owned as to 60% by Mr. Pan and as to 40% by Infinite Blossom Limited, an independent third party of the Company and its connected persons. To the best knowledge of the Directors having made all reasonable enquiries, the ultimate beneficial owner of Infinite Blossom Limited is an independent third party of the Company and its connected persons.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group is principally engaged in (i) property development and investment; (ii) winery and wine related business; (iii) provision of factoring services; and (iv) financial investments business.

Towards the end of August 2019, the Board was in the process of finalising the annual results of the Company for the year ended 30 June 2019, and as part of the business strategy, the Company prepared statistics in respect of the Group's cash flow position and business forecast to assess the revenue structure of the Group and investment opportunities for the upcoming year. The management of the Company considered that the Group might consider strengthening its land bank and income stream from property development. As such, to enhance the Company's income stream, the management of the Company began to look into potential property development projects that could expand its land banks. In early September 2019, the management of the Company had assessed investment projects suitable to the Company's business strategy against market statistics at the time, and determined that the Property, given its stage of redevelopment and scale, would be most suitable to the Group.

Office decentralization will continue to be a major trend in the office leasing market in Hong Kong driven by the high rent of office space in traditional core business areas such as Central, Wan Chai/Causeway Bay and Tsim Sha Tsui, which have incentivized many corporations to seek relocation to the office submarket for lower rents, such as Kowloon East district. The recent trade war between the PRC and US governments, together with the local social turmoil, have speeded up the decentralisation process of the Hong Kong office leasing market. Rental refugees are actively looking for the opportunities in moving out from their existing high rental offices in locations such as Central and Tsim Sha Tsui. According to an independent valuer, there has been increased viewing activities of vacant offices in locations such as Kowloon Bay which has been advocated as CBD2 by the Hong Kong government. The Company expects the decentralisation trend would continue, thus benefiting Kowloon Bay as an alternative office location arising from office decentralisation. According to Hong Kong Property Review Monthly Supplement last updated in October 2019 by the Rating and Valuation Department of Hong Kong, the rental indices for private offices increased by approximately 5.2% and 4.7% in the first and second quarters of 2019, respectively, as compared with the previous corresponding periods of 2018. Further, according to Colliers Quarterly Report on Hong Kong Offices for Q2 2019, average rent in Kowloon has increased in the second quarter of 2019 due to the decentralisation trend and addition of new quality office buildings. While Central recorded

LETTER FROM THE BOARD

a negative net take-up for the fourth consecutive quarter at 3,128 square metres in the second quarter of 2019 as a result of the softening demand, Kowloon East recorded a positive net take-up of 52,503 square metres due to the completion of the new office building “The Quayside” which was over 60% pre-committed, resulted in a positive net take-up of 57,814 square metres in the overall market. Apart from the Property, the Company has from time to time considered other commercial properties in Kowloon Bay. However, in view of (i) the elimination of additional cost such as commission to agents which may be incurred with other property investments; (ii) the close to completion of the foundations works and advanced stages of the redevelopment of the Property; and (iii) the nature, location and the existing potential of the Property given the recent decentralisation process in the office leasing market in Hong Kong as detailed below, the Company considered the Property is the most suitable to the Company’s business strategies.

The Group’s investment property, Goldin Financial Global Centre, is a premium grade-A office building located in Kowloon East and since its opening in late 2016, increasing office leasing contracts has been concluded, bringing a considerable rental income to the Group. During the year ended 30 June 2019, the Group recognised the rental income and revenue from property management services of approximately HK\$161.0 million, representing a growth of approximately 90.3% as compared to the previous year. As disclosed in the annual results announcement of the Company for the year ended 30 June 2019, the Group is negotiating with prospective tenants who are internationally well-known enterprises and the occupancy rate of offices at the Goldin Financial Global Centre is expected to rise steadily. Moreover, net effective rent of Hong Kong grade-A office in Kowloon East was recorded at HK\$37.3 per month on net floor area basis in the second quarter of 2019, representing a quarter-on-quarter growth of 0.9%, which outperformed the overall quarterly growth for net effective rent. The Acquisition would enable the Group to increase its land bank and office property investment in addition to the Goldin Financial Global Centre and expand its footprint within Kowloon Bay, thereby consolidating its position in the Kowloon East district, which is in line with the business focus of the Group. Further, upon completion of redevelopment, the Property is expected to generate sustainable rental income to the Group which in turn could enhance the Shareholders’ return.

As disclosed in the announcement of the Company on 11 June 2019, the Group withdrew from the tender of a commercial site located at Kai Tak Area 4C Site 4 (the “**Kai Tak Site**”), in view of the recent social contradiction and economic instability, which is expected to have negative impact on the growth of Hong Kong commercial property market. Notwithstanding the recent local social turmoil, the Board is of the view that the Acquisition is in the interests of the Company and the Shareholders taking into consideration (i) the location and nature of the Property; (ii) the capital requirement for the Property project; and (iii) the stage of redevelopment of the Property project, as detailed below.

The recent local social turmoil has adversely affected many sectors in Hong Kong, particularly the tourism sector. Since there is a substantial element of hotel use in the Kai Tak Site, the Board considered it is prudent to hold a ‘wait-and-see’ attitude towards the tender for this site as a result of the recent social contradiction and economic instability. In

LETTER FROM THE BOARD

contrast, the primary nature of the Property upon completion of the redevelopment is for office use (with a small amount of retail space). Further, the Property is located in Kowloon Bay, which is one of the potential office submarkets expected to be benefiting from the growing demand from occupiers decentralising from core submarkets in search of lower costs. In view of the increased viewing activities for vacant office spaces and the active leasing negotiations of Goldin Financial Global Centre (being a grade-A office building located in Kowloon East), which is comparable to the Property in terms of location and nature, the Board is confident that the leasing activities of office properties in Kowloon Bay are unlikely to be materially affected in recent months as the Kai Tak Site would in light of the recent decentralisation process in the office leasing market in Hong Kong.

Further, the scale of the Property project is much smaller than that of the Kai Tak Site given the maximum gross floor area of the Kai Tak Site is more than double of that of the Property. In respect of the initial capital requirement, the land premium for the Kai Tak Site is approximately HK\$11,124.47 million, which is more than a double of the Consideration for the Acquisition. Further, as the Vendor shall indemnify the Purchaser for any costs, charges and expenses incurred by it or any loss which may be suffered by the Purchaser, including but not limited to construction costs in connection with the Property up to the Completion Date which mainly comprise the outstanding contract amount with respect to foundation works, the expected outstanding capital requirement (other than the Outstanding Land Premiums) for the Property is also significantly less than that required for the Kai Tak Site. The overall lower capital requirement of the Property project would allow the Group to have greater financial flexibility for future investment opportunities.

Moreover, the foundation works on the Property were substantially completed and are currently anticipated to be fully completed around November 2019. The general building plan was approved and the requisite consents relating to the commencement of building construction is expected to be obtained after completion of foundation works. In addition, the redevelopment of the Property has commenced for more than two years and is expected to be completed in the fourth quarter of 2021. Comparing to the Kai Tak Site project which was scheduled to be completed by 2024, the Property is expected to generate return to the Group within a shorter period of time, which would broaden the income stream of the Group and therefore in the interests of the Company and the Shareholders as a whole.

As a significant part of the Outstanding Land Premiums is yet to fall due in various installments spreading across a number of years, the Purchaser and the Vendor have agreed to determine the Consideration by making reference to the market value of the Property as appraised by the independent valuer as adjusted by the Outstanding Land Premiums which shall be borne by the Company and settled pursuant to an agreed completion accounts between the Purchaser and the Vendor and in accordance with the payment schedule set out in the Sale and Purchase Agreement. In addition, to avoid the market value of the Property and the Consideration be subject to adjustments from any cost, charges and expenses, including but not limited to the pending construction costs, the parties agreed to have the Vendor to indemnify the Purchaser for such costs, charges and expenses up to the Completion Date, and to make reference to the net asset value of the Target Group as at Completion Date and determine the sale of the Target Group on a debt-free/cash-free basis, save for the Outstanding Land Premiums, to minimise any discrepancy in the net asset value

LETTER FROM THE BOARD

of the Target Group arising from these items. Given that the Consideration of HK\$4,598 million represents a discount of approximately 6.32% to the market value of the Property of HK\$4,908 million, the Board is of the view that the Consideration is fair and reasonable.

Having considered the above, the Board is of the view that the terms of the Sale and Purchase Agreement (including the basis of determining the Consideration and on a debt-free/cash-free basis) are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined in the Listing Rules) in respect of the Acquisition exceeds 5% but is less than 25%, the Acquisition constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

As at the date of the Sale and Purchase Agreement, the Vendor is a company owned as to 60% by Central Source Limited, a wholly-owned subsidiary of Superior Mansion Limited which is in turn wholly-owned by Mr. Pan, and as to 40% by Infinite Blossom Limited, an independent third party of the Company. As Mr. Pan is the Chairman of the Board, an executive Director and a controlling Shareholder of the Company who, together with his associates, hold 4,953,884,634 Shares, representing approximately 70.86% of the issued share capital of the Company, the Vendor is an associate of Mr. Pan and thus a connected person of the Company. Therefore, the Acquisition also constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules and is subject to the reporting, announcement and Independent Shareholders' approval requirements under the Listing Rules.

THE SGM

The SGM will be convened by the Company for the purpose of considering and, if thought fit, approving the Sale and Purchase Agreement and the transactions contemplated thereunder. As at the Latest Practicable Date, save for Mr. Pan and his associates who are interested in 4,953,884,634 Shares, representing approximately 70.86% of the issued share capital of the Company as at the Latest Practicable Date, no other Shareholder had a material interest in the Sale and Purchase Agreement and is required to abstain from voting on the relevant resolution(s) regarding the entering into of the Sale and Purchase Agreement at the SGM to the best of the Directors' knowledge. Save for (i) Mr. Pan who has a material interest in the Sale and Purchase Agreement; and (ii) Mr. Tang Yiu Wing and Ms. Gao Min who did not attend the Board meeting, none of the Directors had abstained from voting on the Board resolutions approving the Sale and Purchase Agreement and the transactions contemplated thereunder pursuant to the Listing Rules and the bye-laws of the Company.

A notice convening the SGM to be held at Board Room, 25/F, Goldin Financial Global Centre, 17 Kai Cheung Road, Kowloon Bay, Hong Kong on Wednesday, 18 December 2019 at 10:00 a.m. is set out on pages SGM-1 to SGM-2 of this circular. A form of proxy for the SGM is enclosed with this circular. Whether or not you are able to attend

LETTER FROM THE BOARD

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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM (not later than Monday, 16 December 2019 at 10:00 a.m., Hong Kong time) 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 if you so wish and in such event, the form of proxy will be deemed to be revoked.

The ordinary resolution to approve the Sale and Purchase Agreement and the transactions contemplated thereunder at the SGM will be taken by poll and an announcement on the results of the SGM will be made by the Company after the SGM.

RECOMMENDATION

Based on the reasons set out in the section headed "Reasons for and benefits of the Acquisition" above, the Board considered that the terms of the Sale and Purchase Agreement and the transactions contemplated thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Therefore, the Directors recommend the Independent Shareholders to vote in favour of the relevant resolution to be proposed at the SGM.

ADDITIONAL INFORMATION

Your attention is also drawn to (i) the letter from the IBC set out on pages 14 to 15 of this circular; (ii) the letter from Gram Capital to the IBC and the Independent Shareholders set out on pages 16 to 29 of this circular; (iii) the valuation report on the Property set out in Appendix I to this circular; and (iv) the information set out in Appendix II to this circular.

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

LETTER FROM THE IBC

The following is the letter from the IBC setting out its recommendation to the Independent Shareholders in respect of the entering into of the Sale and Purchase Agreement and the transactions contemplated thereunder.



GOLDIN FINANCIAL HOLDINGS LIMITED

高銀金融（集團）有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 530)

30 October 2019

To the Independent Shareholders,

Dear Sir/Madam,

DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION OF THE ENTIRE EQUITY INTEREST IN THE TARGET COMPANY

We refer to the circular issued by the Company dated 30 October 2019 (the “**Circular**”) of which this letter forms part. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Circular.

We have been appointed as the members of the IBC to provide recommendations to the Independent Shareholders in respect of the entering into of the Sale and Purchase Agreement and the transactions contemplated thereunder.

Gram Capital has been appointed as the independent financial adviser to advise us in relation to the entering into of the Sale and Purchase Agreement and the transactions contemplated thereunder. Details of its advice, together with the principal factors and reasons taken into consideration in arriving at such advice, are set out in its letter set out on pages 16 to 29 of this circular. Your attention is also drawn to the Letter from the Board set out on pages 4 to 13 of this circular and the additional information set out in the appendices to this circular.

Having considered, among others, the factors and reasons considered by, and the opinion of Gram Capital as stated in its letter of advice, we are of the view that the Sale and Purchase Agreement and the transactions contemplated under the Sale and Purchase Agreement are on normal commercial terms and are fair and reasonable so far as the

* *for identification purposes only*

LETTER FROM THE IBC

Independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the SGM to approve the Sale and Purchase Agreement and the transactions contemplated thereunder.

Yours faithfully,

Independent board committee

**Hon. Shek Lai Him
Abraham** *(GBS, JP)*

**Wong Wai Leung Tang Yiu Wing
Joseph**

Gao Min

Independent non-executive Directors

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 Acquisition for the purpose of inclusion in the Circular.



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

30 October 2019

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

Dear Sir/Madam,

DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION OF THE ENTIRE EQUITY INTEREST IN THE TARGET COMPANY

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 Acquisition, details of which are set out in the letter from the Board (the “**Board Letter**”) contained in the circular dated 30 October 2019 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 26 September 2019 (after trading hours), the Purchaser, a wholly-owned subsidiary of the Company, and the Vendor, entered into the Sale and Purchase Agreement pursuant to which the Purchaser conditionally agreed to acquire, and the Vendor conditionally agreed to sell, the Sale Shares, which represent the entire issued share capital in the Target Company at the Consideration of HK\$4,598 million, on a debt-free/cash-free basis save for the Outstanding Land Premiums.

With reference to the Board Letter, the Acquisition constitutes a discloseable and connected transaction of the Company and is subject to the reporting, announcement and Independent Shareholders’ approval requirements under the Listing Rules.

The Independent Board Committee comprising Hon. Shek Lai Him Abraham, Mr. Wong Wai Leung, Joseph, 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 are on normal commercial terms and are fair and reasonable; (ii) whether the Acquisition is in the interests of the Company and the

LETTER FROM GRAM CAPITAL

Shareholders as a whole; and (iii) how the Independent Shareholders should vote in respect of the resolution(s) to approve the Acquisition 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.

INDEPENDENCE

During the past two years immediately preceding the Latest Practicable Date, Gram Capital was engaged as the independent financial adviser in relation to (i) a major and connected transaction of the Company (details of which was set out in the circular of the Company dated 25 June 2018); (ii) the continuing connected transactions of the Company (details of which was set out in the announcement of the Company dated 20 December 2018); and (iii) a discloseable and connected transaction of the Company (details of which was set out in the circular of the Company dated 18 July 2019). As the aforesaid engagements were independent financial adviser engagements, they do not affect our independence to act as the Independent Financial Adviser. Notwithstanding the aforesaid engagements, we were not aware of any relationships or interests between Gram Capital and the Company, or any other parties during the past two years immediately preceding the Latest Practicable Date that could be reasonably regarded as hindrance to Gram Capital's independence to act as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders.

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 agreement/arrangement or implied understanding with anyone concerning the Acquisition. 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 any independent evaluation or appraisal of the assets and liabilities of the Target Group, and we have not been furnished with any such evaluation or appraisal, save and except for the valuation report of the Property (the "**Valuation Report**") as set out in Appendix I to the Circular. The Valuation Report was prepared by Colliers International

LETTER FROM GRAM CAPITAL

(Hong Kong) Limited (the “**Valuer**”). Since we are not experts in the valuation of properties, we have relied solely upon the Valuation Report for the market value of the Property as at 26 September 2019.

The 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 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 herein 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 Vendor, the Target Group or their respective subsidiaries or associates, nor have we considered the taxation implication on the Group or the Shareholders as a result of the Acquisition. 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 Acquisition, we have taken into consideration the following principal factors and reasons:

1. Background of and reasons for the Acquisition

Business overview of the Group

With reference to the Board Letter, the Group is principally engaged in (i) property development and investment; (ii) winery and wine related business; (iii) the provision of factoring services; and (iv) financial investments business.

LETTER FROM GRAM CAPITAL

Set out below are the audited consolidated financial information of the Group for the two years ended 30 June 2018 as extracted from the Company's annual report for the year ended 30 June 2019 (the "2018/19 Annual Report"):

	For the year ended 30 June 2019 HK\$'000	For the year ended 30 June 2018 HK\$'000	Year on year change %
Revenue	604,030	793,342	(23.86)
— Property	166,578	84,639	96.81
— Winery and wine related	298,575	548,028	(45.52)
— Factoring	138,877	160,675	(13.57)
Profit for the year	6,368,204	1,771,559	259.47
	As at 30 June 2019 HK\$'000	As at 30 June 2018 HK\$'000	Year on year change %
Cash and cash equivalents	3,884,371	277,529	1,299.63
Net assets	19,364,622	18,922,490	2.34

The revenue of the Group amounted to approximately HK\$604.03 million for the year ended 30 June 2019 ("FY2018/19"), representing a decrease of approximately 23.86% as compared to the year ended 30 June 2018 ("FY2017/18"). With reference to the 2018/19 Annual Report, such decrease in revenue was mainly attributable to the drop in the revenues generated by the wine and related businesses, which were partially offset by the increase in revenues from the property leasing business. Revenue from the property segment (i.e. rental income, revenue from property management services and project management services) amounted to approximately HK\$166.58 million for FY2018/19, representing an increase of approximately 96.81% as compared to that for FY2017/18 and contributing approximately 27.58% of the Group's total revenue for FY2018/19.

The Group recorded profit of approximately HK\$6.37 billion for FY2018/19, representing an increase of approximately 259.47% as compared to that for FY2017/18. With reference to the 2018/19 Annual Report and as advised by the Directors, such increase in profit was mainly due to an one-off gain on disposals of certain subsidiaries that engaged in the property development business during FY2018/19. In addition, the Group recorded a fair value gain of approximately HK\$1,299.66 million from Goldin Financial Global Centre for FY2018/19 (FY2017/18: approximately HK\$1,864.47 million).

The Group had cash and cash equivalents of approximately HK\$3.88 billion as at 30 June 2019, representing an increase of approximately 1,299.63% as compared that as at 30 June 2018. With reference to the 2018/19 Annual Report, the significant increase in the cash and cash equivalents as at 30 June 2019 was

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mainly due to the net proceeds received during FY2018/19 for the disposal of the Group's equity interests in the two residential property projects in Ho Man Tin, and the loan proceeds from a new bank loan of approximately HK\$2.0 billion near year end. As at 30 June 2019, the Group had net assets of approximately HK\$19.36 billion.

Information on the Purchaser

With reference to the Board Letter, the Purchaser is a company incorporated in the BVI with limited liability, and is principally engaged in investment holding. The Purchaser is a wholly-owned subsidiary of the Company.

Information on the Vendor

With reference to the Board Letter, the Vendor is a company incorporated under the laws of the BVI with limited liability, and is principally engaged in investment holdings. As at the Latest Practicable Date, the Vendor is ultimately owned as to 60% by Mr. Pan and as to 40% by Infinite Blossom Limited, an independent third party of the Company and its connected persons.

Information on the Target Group

According to the Board Letter, the Target Group consists of the Target Company and Goldin Global. The Target Company is a company incorporated under the laws of the BVI with limited liability, and is principally engaged in equity holdings. As informed by the Vendor, the interest in the Land Parcel was acquired in 2011 at the original acquisition cost of HK\$858,200,000. Other than the acquisition cost for interest in the Land Parcel, the construction cost and related cost incurred/committed for construction of the Property was approximately HK\$240 million as at 26 September 2019. Goldin Global, a wholly-owned subsidiary of the Target Company, is a company incorporated in Hong Kong with limited liability, and is principally engaged in property investment and currently owns the legal and beneficial title to the Property as its principal asset.

As further mentioned in the Board Letter, the Property is located at 7 Wang Tai Road, Kowloon Bay. Modification approval for the change of land use of the Property from industrial use to commercial use was granted in January 2018 and a general building plan was approved by the Building Department in January 2019. Consents to the commencement of the pile cap and superstructure were obtained to allow for commencement of building construction. The Property is under reconstruction and will be developed into a grade-A office building with luxury retail shops at podium levels and parking facilities at basement levels. The redevelopment of the Property has commenced for more than two years as at the Latest Practicable Date and is expected to be completed in the fourth quarter of 2021. The total gross floor area of the Property will be approximately 38,484 square metres at maximum with a total estimated lettable area of approximately 34,691 square metres at maximum. Based on the current projection of the

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Company, the total capital requirement for the redevelopment of the Property is expected to be approximately HK\$2,890 million, being the aggregate of the estimated construction cost of approximately HK\$1,598 million and the Outstanding Land Premiums of approximately HK\$1,292 million. The expected return of the Acquisition on leasing purpose (without taking into account of capital appreciation of the Property) is expected to amount to approximately 2%.

Set out below is the unaudited financial information of the Target Group as extracted from the Board Letter:

	For the year ended 31 March 2019 HK\$'000 (approximate)	For the year ended 31 March 2018 HK\$'000 (approximate) (note)
Net profit before taxation	739,408	832,394
Net profit after taxation	739,408	833,544

Note: The Target Company was incorporated on 3 January 2019. The financial information for the year ended 31 March 2018 represents the financial information of Goldin Global.

According to the Board Letter, the respective net profits after taxation of the Target Group of approximately HK\$833.54 million and approximately HK\$739.41 million for the two years ended 31 March 2018 and 2019 were primarily attributable to the net fair value change of the Property for the relevant financial years. The unaudited consolidated net assets of the Target Group as at 31 August 2019 amounted to approximately HK\$1,683 million.

Reasons for and benefits of the Acquisition

According to the Board Letter, towards the end of August 2019, the Board was in the process of finalising the annual results of the Company for FY2018/19, and as part of the business strategy, the Company prepared statistics in respect of the Group's cash flow position and business forecast to assess the revenue structure of the Group and investment opportunities for the upcoming year. The management of the Company considered that the Group might consider strengthening its land bank and income stream from property development. As such, to enhance the Company's income stream, the management of the Company began to look into potential property development projects that could expand its land banks. In early September 2019, the management of the Company had assessed investment projects suitable to the Company's business strategy against market statistics at the time, and determined that the Property, given its stage of redevelopment and scale, would be most suitable to the Group.

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The Directors consider that office decentralization will continue to be a major trend in the office leasing market in Hong Kong driven by the high rent of office space in traditional core business areas such as Central, Wan Chai/Causeway Bay and Tsim Sha Tsui, which have incentivized many corporations to seek relocation to the office submarket for lower rents, such as Kowloon East district. With reference to the Board Letter, apart from the Property, the Company has from time to time considered other commercial properties in Kowloon Bay. However, in view of (i) the elimination of additional cost such as commission to agents which may be incurred with other property investments; (ii) the close to completion of the foundations works and advanced stages of the redevelopment of the Property; and (iii) the nature, location and the existing potential of the Property given the recent decentralization process in the office leasing market in Hong Kong, the Company considered the Property is the most suitable to the Company's business strategies.

As further mentioned in the Board Letter, the Group's investment property, Goldin Financial Global Centre, is a premium grade-A office building located in Kowloon East. With reference to the 2018/19 Annual Report, the increasing office occupancy rate and increasing number of multinational corporations as tenants boosted the Group's rental income during FY2018/19. As mentioned above, revenue from the property segment (i.e. rental income, revenue from property management services and project management services) amounted to approximately HK\$166.58 million for FY2018/19, representing an increase of approximately 96.81% as compared to that for FY2017/18. The Group also recorded a fair value gain of approximately HK\$1,299.66 million from Goldin Financial Global Centre for FY2018/19.

As mentioned in the 2018/19 Annual Report, although sentiment of Hong Kong's office leasing market has been affected by the prospect of a sluggish global and local economy, the Group is still reasonably optimistic about the steady uptrend of office decentralization as more corporations which are seeking to reduce their overheads are willing to relocate to offices available on the submarket. In the light of this trend, the Group expects the take-up of office spaces in the alternative central business district of Kowloon East to increase, and such momentum to grow as there will be an ample supply of office spaces to satisfy such a strong demand in the medium term. The Group was negotiating with prospective tenants who are internationally well-known enterprises, and expected the occupancy rate of offices at Goldin Financial Global Centre to rise steadily in the years ahead.

According to the Board Letter, the Acquisition would enable the Group to increase its land bank and office property investment in addition to the Goldin Financial Global Centre and expand its footprint within Kowloon Bay, thereby consolidating its position in the Kowloon East district, which is in line with the business focus of the Group. Further, upon completion of redevelopment, the Property is expected to generate sustainable rental income to the Group which in turn could enhance the Shareholders' return.

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As disclosed in the announcement of the Company dated 11 June 2019, the Group withdrew from the tender of a land parcel located at Kai Tak Area 4C Site 4 (i.e. the Kai Tak Site); and majority of the Board members considered the occurrence of recent social contradiction and economic instability would have negative impact on the growth of Hong Kong commercial property market. With reference to the Board Letter, notwithstanding the recent local social turmoil, the Board is of the view that the Acquisition is in the interests of the Company and the Shareholders taking into consideration (i) the location and nature of the Property; (ii) the capital requirement for the Property project; and (iii) the stage of redevelopment of the Property project. Further details of factors considered by the Board are specified in the section headed “REASONS FOR AND BENEFITS OF THE ACQUISITION” of the Board Letter.

Taking into account (i) the difference in the land use of the Property and the Kai Tak Site (with reference to the Board Letter, there is a substantial element of hotel use in the Kai Tak Site; while the primary nature of the Property upon completion of the redevelopment is for office use, with a small amount of retail space); (ii) that the scale of the Property project is much smaller than that of the Kai Tak Site (with reference to the announcement of the Company dated 15 May 2019 in relation to the tender of Kai Tak Site, the land premium of Kai Tak Site was approximately HK\$11,124.47 million, already more than twice as the Consideration of HK\$4,598 million); (iii) that the Property has a shorter time to completion than the Kai Tak Site (with reference to the Board Letter, the Kai Tak Site project which was scheduled to be completed by 2024; while the Property is expected to be completed in 2021); and (iv) the reasons for the Acquisition as mentioned, we consider the acquisition of the Property justifiable despite the Group’s withdrawal from the Kai Tak Site tender.

For our due diligence purpose, we performed the following analysis on the Hong Kong private office market based on the statistics published by the Rating and Valuation Department of Hong Kong.

a) Private offices price indices (grade — overall) (all districts)

Hong Kong Private Office Price Indices (grade — overall) (all districts) (Year 1999 = 100)												
Year	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018		
Indices	179.8	230.4	297.9	334.7	409.8	423	448.9	426.9	487.1	554.7		
		2018				2019						
Period	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug
Indices	579.8	599	562.3	569.5	540.7	529.8	539.3*	556.6*	567.1*	570.6*	583.7*	555.6*

* *Provisional figures as at the Latest Practicable Date*

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As shown in the table above, the Hong Kong private office price indices (grade — overall) (all districts) continuously increased from 2009 to 2018, except for a drop in 2016. The index increased from 179.8 in 2009 to 554.7 in 2018, representing a compounded annual growth rate (“CAGR”) of approximately 13.33%.

We also reviewed the Hong Kong private office price index (grade — overall) (all districts) on a monthly basis from September 2018 (being approximately one year prior to the date of the Sale and Purchase Agreement) to August 2019. The index fluctuated throughout the said period (the index recorded an increase in 7 months and a decrease in 4 months). The index decreased by approximately 4.17% from September 2018 to August 2019.

b) Private offices rental indices (grade — overall) (all districts)

Hong Kong Private Office Rental Indices (grade — overall) (all districts) (Year 1999 = 100)												
Year	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018		
Indices	135.7	147.6	169.9	188.3	204.1	213.7	226.7	232.3	241.8	252.2		
Period	2018				2019							
	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug
Indices	255.2	256.1	256.9	256.3	253.4	260.6	265*	262*	262.9*	264.9*	265.7*	264.3*

* *Provisional figures as at the Latest Practicable Date*

As shown in the table above, the Hong Kong private office rental indices (grade — overall) (all districts) continuously increased from 2009 to 2018. The index increased from 135.7 in 2009 to 252.2 in 2018, representing a CAGR of approximately 7.13%.

We also reviewed the Hong Kong private office rental index (grade — overall) (all districts) on a monthly basis from September 2018 (being approximately one year prior to the date of the Sale and Purchase Agreement) to August 2019. The index was on a general increasing trend throughout the said period. The index increased by approximately 3.57% from September 2018 to August 2019.

c) Average rents for grade A offices in Kowloon Bay/Kwun Tong

Average rents for grade A offices in Kowloon Bay/Kwun Tong (HK\$/m² per month)						
Year	2013	2014	2015	2016	2017	2018
Average Rents*	329	345	370	372	375	394

* *No such figures for Kowloon Bay/Kwun Tong district before 2013*

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As shown in the table above, average rents for grade A offices in Kowloon Bay/Kwun Tong continuously increased from 2013 to 2018. The average rents increased from HK\$329/m² per month in 2013 to HK\$394/m² per month in 2018, representing a CAGR of approximately 3.67%.

d) *Average rents for grade A offices in Kowloon Bay/Kwun Tong and in Central, Sheung Wan district in 2019*

Average rents for grade A offices in 2019 (HK\$/m² per month)								
Kowloon Bay/Kwun Tong	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug
<i>Average Rents</i>	382	422	391*	400*	407*	395*	402*	404*
Central	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug
<i>Average Rents</i>	1,344	1,318	1,368*	1,448*	1,291*	1,451*	1,395*	1,391*
Sheung Wan	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug
<i>Average Rents</i>	1,170	1,369	989*	946*	1,151*	795*	1,241*	965*

* *Provisional figures as at the Latest Practicable Date*

As shown in the table above, average rents for grade A offices in Kowloon Bay/Kwun Tong increased from HK\$382/m² per month in January 2019 to HK\$404/m² per month in August 2019, representing an increase of approximately 5.76%. During the same period, average rents in Central increased by a lower rate of approximately 3.50%, while average rents in Sheung Wan recorded a decrease of approximately 17.52%.

Having considered the above, in particular, (i) that the Acquisition is in line with the trend of office decentralization as mentioned in the 2018/19 Annual Report; (ii) the performance of the Group's property segment (in particular the increasing office occupancy rate and increasing number of multinational corporations as tenants in Goldin Financial Global Centre which boosted the Group's rental income); (iii) the Company will generate return from the Property through leasing; and (iv) the trend of Hong Kong office market as highlighted above, we consider that the Acquisition is in the interests of the Company and the Shareholders as a whole.

2. Principal terms of the Sale and Purchase Agreement in relation to the Acquisition

Date

26 September 2019

Parties

- (i) Silver Shine Global Limited, a wholly-owned subsidiary of the Company, as the Purchaser
- (ii) Goldin Investment Intermediary Limited, as the Vendor

Assets to be acquired

Pursuant to the Sale and Purchase Agreement, the Purchaser conditionally agreed to purchase, and the Vendor conditionally agreed to sell, the Sale Shares, which represent the entire issued share capital of the Target Company as at the Completion Date.

The Sale Shares shall be acquired by the Purchaser free from all encumbrances as at the Completion Date.

Consideration and payment terms

The Consideration for the Sale Shares is HK\$4,598 million on a debt-free/cash-free basis save for the Outstanding Land Premiums, which shall be payable in cash by the Purchaser to the Vendor on the Completion Date.

Indemnity by the Vendor

Subject to Completion occurring, without limiting any other rights or remedies the Purchaser may have, the Vendor must indemnify the Purchaser against all costs, charges and expenses incurred by it or any loss which has been suffered by the Purchaser and which arises from or in connection with the Acquisition up to Completion Date, including but not limited to any construction costs in connection with the Property and any set off determined pursuant to the Sale and Purchase Agreement to ensure that the Target Group is sold on a debt-free/cash-free basis save for the Outstanding Land Premiums.

With reference to the Board Letter, the Consideration was determined after arm's length negotiations between the Purchaser and the Vendor on normal commercial terms with reference to (i) the net asset value of the Target Group, which is expected to be approximate to the value of the Property save for the Outstanding Land Premiums after excluding all debts and cash items in the completion accounts of the Target Group at Completion; (ii) the market value of the Property as at 26 September 2019 of approximately HK\$4,908,000,000 as appraised by an independent valuer as adjusted by the Outstanding Land Premiums of approximately HK\$1,292 million which shall be paid by the Target

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Group to the Lands Department in accordance with the payment schedule; and (iii) the recent development of the office leasing market in Hong Kong. The Consideration shall be funded by internal resources of the Group and/or external financing.

As further mentioned in the Board Letter, as a significant part of the Outstanding Land Premiums (in various installments and spreading across a number of years) is yet to fall due, the Purchaser and the Vendor have agreed to determine the Consideration by making reference to the market value of the Property as appraised by the independent valuer as adjusted by the Outstanding Land Premiums which shall be borne by the Company; and settled pursuant to an agreed completion accounts between the Purchaser and the Vendor in accordance with the payment schedule set out in the Sale and Purchase Agreement. In addition, to avoid the market value of the Property and the Consideration be subject to adjustments from any cost, charges and expenses, including but not limited to the pending construction costs, the parties agreed to have the Vendor to indemnify the Purchaser for such costs, charges and expenses up to the Completion Date, and to make reference to the net asset value of the Target Group as at Completion Date and determine the sale of the Target Group on a debt-free/cash-free basis, save for the Outstanding Land Premiums, to minimise any discrepancy in the net asset value. We consider such basis fair and reasonable.

According to the Board Letter, the expected net asset value of the Target Group at Completion (which is calculated by excluding “bank balances and cash of approximately HK\$24.61 million” and “liabilities, save for the Outstanding Land Premiums, of approximately HK\$2,852.15 million” from the “net asset value of the Target Group of approximately HK\$1,682.54 million” as at 31 August 2019; and adjusting for the positive fair value change of approximately HK\$423.28 million based on “the market value of the Property of HK\$4,908 million, as adjusted by the Outstanding Land Premiums, appraised by the Valuer”) is approximately HK\$4,933.36 million (the “**Reconciled NAV**”). The Consideration of HK\$4,598 million represents a discount of approximately 6.80% to the Reconciled NAV of HK\$4,933.36 million. Details of the reconciliation is contained in the section headed “Reconciliation of the net asset value of the Target Group” of the Board Letter.

Valuation of the Property

The Company engaged the Valuer to conduct the valuation on the market value of the Property in its existing state as at 26 September 2019. According to the Valuation Report, the valuation of the Property as at 26 September 2019 was HK\$4,908 million (already adjusted for and deducted the Outstanding Land Premiums to be paid by the Target Group) (the “**Valuation**”).

For our due diligence purpose, we reviewed the Valuation Report and discussed with the Valuer regarding the methodology adopted and the basis and assumptions used in the valuation. In preparing the Valuation Report, the Valuer

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adopted the market approach. As confirmed by the Valuer, the market approach is one of the commonly adopted approaches for valuation of property interest and is also consistent with normal market practice. With reference to the Valuation Report and as confirmed by the Valuer, the valuation was carried out in accordance with the RICS Valuation — Global Standards 2017 published by The Royal Institution of Chartered Surveyors and the HKIS Valuation Standards 2017 published by The Hong Kong Institute of Surveyors. In particular, the HKIS Valuation Standards 2017 and the RICS Valuation — Global Standards 2017 set out, among others, standards and requirements in relation to the valuation applications and approaches. The HKIS Valuation Standards 2017, for instance, sets out considerations for selecting comparable transactions and key steps in comparable method(s). As further mentioned in the HKIS Valuation Standards 2017, a valuer should analyse and make adjustments for any material differences between the comparable transactions and the subject assets. Details of the Valuation Report (including but not limited to details of the valuation methodology and valuation assumptions) are set out in Appendix I to the Circular.

We also 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 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 also confirmed that they are independent to the Group, the Vendor and the Target Group.

During our discussion with the Valuer, we did not identify any major factors which caused us to doubt the fairness and reasonableness of the principal bases and assumptions adopted for the valuation.

Accordingly, we consider that the Valuation Report is a fair and reasonable reference for the assessment of the market value of the Property.

Taking into account the above, in particular that the Consideration represents a discount of approximately 6.80% to the Reconciled NAV, we consider that the terms of the Acquisition are fair and reasonable.

For further detailed terms of the Acquisition, please refer to the section headed "THE SALE AND PURCHASE AGREEMENT" of the Board Letter.

3. Possible financial effects of the Acquisition

With reference to the Board Letter, upon Completion, the Target Company will become an indirect wholly-owned subsidiary of the Company and its financial results will be consolidated into the financial statements of the Enlarged Group. As confirmed by the Directors, the Acquisition would increase the net assets value of the Group.

LETTER FROM GRAM CAPITAL

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 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 are on normal commercial terms and are fair and reasonable; and (ii) the Acquisition is in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the resolution(s) to be proposed at the SGM to approve the Acquisition and we recommend the Independent Shareholders to vote in favour of the resolution(s) in this regard.

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

Note: Mr. Graham Lam is a licensed person registered with the Securities and Futures Commission and a responsible officer of Gram Capital Limited to carry out Type 6 (advising on corporate finance) regulated activity under the SFO. He has over 20 years of experience in investment banking industry.

The following is the text of a letter and a valuation certificate prepared for the purpose of incorporation in this circular received from Colliers International (Hong Kong) Limited, an independent valuer, in connection with its valuation as at 26 September 2019 of the Property to be acquired by the Group. Terms defined in this appendix applies to this appendix only.

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

Suite 5701 Central Plaza
18 Harbour Road Wanchai
Hong Kong



30 October 2019

The Directors

Goldin Financial Holdings Limited

25–27/F, Goldin Financial Global Centre
17 Kai Cheung Road
Kowloon
Hong Kong

Dear Sirs,

Re: Valuation of New Kowloon Inland Lot No. 5948 (the “Property”)

INSTRUCTIONS, PURPOSE AND VALUATION DATE

In accordance with the instructions for us to value the Property in which Goldin Financial Holdings Limited (the “**Company**”) and its subsidiaries (hereinafter together referred to as the “**Group**”) have interests in Hong Kong, we confirm that we have carried out physical inspections, made relevant enquiries and searches and obtained such further information as we consider necessary for providing you with our opinion of the Market Value of the Property in its existing state, as at 26 September 2019 (the “**Valuation Date**”) for public disclosure purposes in relation to the acquisition of the Property.

We hereby confirm that:

- We have no present or prospective interest in the Property and are not a related corporation of nor have a relationship with the Company.
- We are authorised to practice as valuers and have the necessary expertise and experience in valuing similar types of properties.

The valuation has been prepared on a fair and unbiased basis.

VALUATION BASIS

Our valuation is on the basis of Market Value which we would define as intended to mean “the estimated amount for 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 STANDARDS

The valuation has been carried out in accordance with the RICS Valuation — Global Standards 2017, incorporating the IVSC International Valuation Standards published by the Royal Institution of Chartered Surveyors and with reference to the HKIS Valuation Standards 2017 published by the Hong Kong Institute of Surveyors.

VALUATION METHODOLOGY

In forming our opinion of market value of the Property Interest, we have adopted the Market Approach by making reference to recent market sales evidences available in the market.

Appropriate adjustments have been made for any differences in the characteristics between the Property Interest and the comparable properties. We have assumed the Property Interest will be completed in accordance with the proposed development scheme given by the Company and ready for immediate occupation as at the Valuation Date with all relevant approvals for the scheme have been obtained. We have also considered the cost of development including construction costs provided by the Company, finance costs, professional fees and developer’s profit which duly reflects the risks associated with the development of the Property Interest.

TITLE INVESTIGATIONS

We have not been provided with extracts from title documents relating to the Property but have conducted searches at the Land Registry. We have not, however, been provided with the original documents to verify the ownership, nor to ascertain the existence of any amendments which may not appear on our searches. We do not accept any liability for any interpretation which we have placed on such information, which is more properly in the sphere of your legal advisers.

SOURCES OF INFORMATION

We have relied to a considerable extent on the information provided by the Company on such matters as tenancy schedules, 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 Company 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.

SITE MEASUREMENT

All documents and contracts have been used as reference only and all dimensions, measurements and areas are approximations. No on-site measurement has been taken.

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

SITE INSPECTION

Jason Fung — MHKIS & MRICS carried out an external inspection of the Property on 3 October 2019. An internal inspection could not be arranged, despite our request. However, we have not carried out investigations to determine the suitability of the ground conditions and the services, etc. for any future development. Our valuations have been prepared on the assumption that these aspects are satisfactory. We are not, however, able to report whether the Property are free of rot, infestation or any other structural defects. No tests were carried out on any of the services.

VALUATION ASSUMPTIONS

Our valuation has been made on the assumption that the Property would be sold in the open market in their existing state, subject to existing tenancies or otherwise with the benefit of vacant possession, without the benefit of deferred term contracts, leasebacks, joint ventures, management agreements or any similar arrangements which could affect the value of the Property.

In valuing the properties in Hong Kong, the Government Leases of which expired before 30 June 1997, we have taken into account the provisions contained in Annex III of the Joint Declaration of the Government of the United Kingdom and the Government of the PRC on the question of Hong Kong as well as the New Territories Leases (Extension) Ordinance (Cap. 150) stipulating that such leases may be extended for a further term up to 30 June 2047 without payment of any additional premium but an annual rent equivalent to 3% of the rateable value for the time being of the property have been charged from the date of extension.

In addition, we have made the following assumptions:

- All information on the Property provided by the Company is correct.
- Proper ownership titles of and relevant planning approvals for the Property have been obtained, the Property can be freely transferred, sub-let, mortgaged or otherwise disposed of.
- The Property is free of contamination and the ground condition is suitable for the intended development.
- The proposed development will be approved by the relevant government departments and authorities.
- The proposed development completion schedule will comply with the building completion covenants as set out in the land grant contract for the property.
- The design and construction of the proposed development are in compliance with all statutory requirements and have been approved by the relevant authorities.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on the Property valued nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the Property is free from encumbrances, restrictions and outgoings of any onerous nature which could affect its value.

CURRENCY

All monetary figures stated in this report are in Hong Kong Dollars (“**HKD**”).

Our valuation of the Property is set out in the Valuation Particulars attached hereto, which together with this covering letter, form our valuation report.

Yours faithfully,
For and on behalf of

Colliers International (Hong Kong) Limited

Jason Fung

BSc Hons MRICS MHKIS RPS(GP) MCIREA Registered Real Estate Appraiser PRC

Senior Associate Director

Valuation & Advisory Services

Note: Jason Fung is a Member of the Royal Institution of Chartered Surveyors, a Member of the Hong Kong Institute of Surveyors and a Registered Professional Surveyor (General Practice) under the Surveyors Registration Ordinance (Cap. 417) in the Hong Kong Special Administrative Region (“**Hong Kong**”). He is suitably qualified to carry out the valuation and has over 12 years’ experience in the valuation of properties of this magnitude and nature.

VALUATION PARTICULARS

Property Interests held by the Group in Hong Kong

Property	Description and tenure	Particulars of occupancy	Market Value of Property in its existing state as at 26 September 2019
New Kowloon Inland Lot No. 5948	The Property is a parcel of land with a site area of approximately 33,584 sq ft currently under construction, which is located at Wai Tai Road, Kowloon Bay.	The Property is currently under construction.	HKD4,908,000,000 (Hong Kong Dollars Four Billion Nine Hundred and Eight Million Only) (Please see note 4)
7 Wang Tai Road Kowloon Bay Kowloon Hong Kong (the "Property")	<p>As per the approved building plan, the Property is proposed to be developed into a 21-storey office building. The total construction floor area inclusive of exempted GFA is about 414,220 sq ft. The development of the property is expected to be completed in 2021.</p> <p>The Lot is held under Condition of Sale No. 11640 for a term of 99 years less 3 days commencing from 1 July 1898 and have been statutorily extended to 30 June 2047.</p>		

Notes:

1. The registered owner of the Property is Goldin Financial Global Square Limited vide Memorial No. 12062202380017 dated 6 September 2011.
2. As at the valuation date, the Property is subject to the following encumbrances:
 - a) Modification Letter with Plan (Remarks: From District Lands Officer/Kowloon East) vide Memorial No. 18011601190025 dated 8 January 2018.
3. As at the date of valuation, the Property is located within the area zoned "Other Specified Uses (Business)" under Draft Ngau Tau Kok and Kowloon Bay Outline Zoning Plan No. S/K13/29 dated 13 April 2017.
4. As advised by the Group, the construction cost incurred (which mainly represented the foundation cost) and the outstanding land premium instalments of the Property as at the valuation date were approximately HK\$158,864,468 and HK\$1,292,154,700 respectively. Accordingly, we have taken into account the aforesaid costs in our valuation.
5. In our opinion, the gross development value of the proposed development of the Property, assuming it was completed as at the date of valuation was estimated approximately as HK\$10,000,000,000. In determining the Market Value of the Property, we have taken into account an estimated total construction cost of approximately HK\$1,598,000,000.

6. In the course of our valuation of the Property, we have considered and analysed the office units sale comparables in the vicinity. These comparables are adopted as they are considered relevant to the Property in terms of physical and locational attributes. The unit rates of the office sale comparables are ranging from approximately HK\$16,000 to approximately HK\$22,000 per square foot on GFA.

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 executive's 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 executive 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 ("**Model Code**"), to be notified to the Company and the Stock Exchange were as follows:

Long position in the Shares and underlying Shares:

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	1	239,063,000	4,714,821,634	—	4,953,884,634	70.86%
Mr. Zhou Xiaojun	2	—	—	2,000,000	2,000,000	0.03%

Notes:

- The 4,714,821,634 Shares held by Mr. Pan through controlled corporations included:
 - Goldin Real Estate Financial Holdings Limited ("**Goldin Real Estate Financial**") is deemed to be interested in 4,670,505,634 Shares, of which 4,483,291,636 Shares were held by Goldin Global Holdings Limited and 187,213,998 Shares were 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) 44,316,000 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 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	4,483,291,636	4,483,291,636	64.13%
Mr. Pan	2	Interests held as beneficial owner and through controlled corporations	4,953,884,634	4,953,884,634	70.86%

Notes:

1. Goldin Global Holdings Limited is ultimately owned by Mr. Pan.

2. These include 4,714,821,634 Shares held by Mr. Pan through controlled corporations as follows:

- (i) A total of 4,670,505,634 Shares, of which 4,483,291,636 Shares were held by Goldin Global Holdings Limited (as disclosed in Note 1 above) and 187,213,998 Shares were held by Goldin Equities Limited respectively.

Goldin Equities Limited is wholly owned by Goldin Investment Advisers Limited, which is, in turn, a wholly-owned subsidiary of Goldin Financial Investment Limited. Goldin Financial Investment Limited is wholly owned by Goldin Investment Holdings Limited, which is, in turn, a wholly-owned subsidiary of Goldin Real Estate Financial.

- (ii) 44,316,000 Shares were 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. COMPETING BUSINESS

As at the Latest Practicable Date, to the best knowledge of the Directors, Mr. Pan has controlling beneficial interest in two residential property projects under construction in Ho Man Tin, being the Sheung Shing Street project and Ho Man Tin MTR station project. Piling and foundation work of the Sheung Shing Street site had been completed and superstructure construction is expected to be completed by the end of 2020, while piling and foundation work of the Ho Man Tin MTR station project is in progress and completion of construction work is expected to be around mid 2022. Pre-sale permits for the Sheung Shing Street project has been obtained in March 2019, while those for the Ho Man Tin MTR station project are yet to be obtained.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or their respective close associates (as defined under the Listing Rules) 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.

4. 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 of the Group within one year without payment of compensation other than statutory compensation.

5. DIRECTORS' INTEREST IN CONTRACTS AND ASSETS

As at the Latest Practicable Date, Mr. Pan has material interests in the following contracts or arrangements which were significant and subsisting in relation to the business of the Group:

- (a) an agreement dated 5 September 2016 entered into between the Company and Mr. Pan in relation to the co-operation to acquire any parcels of land (whether with or without any building or other erections erected thereon) from the government of Hong Kong or a PRC Governmental Body (as defined in the Listing Rules) by way of tender through a joint venture entity to be duly incorporated or any special purpose entity to be formed and wholly-owned by such joint venture entity for the purposes of, among others, holding such land parcel(s), and the engagement in the development of such land parcel(s) subject to the conditions of the acquisition and the purpose specified in the relevant auction or tender document in the maximum aggregate sum of HK\$20,000,000,000;
- (b) the conditional sale and purchase agreement (the “**Gold Faith Disposal Agreement**”) dated 9 April 2018, as amended by a supplemental agreement dated 23 April 2018, entered into among (i) the Company, as vendor, (ii) Sense Brilliant Limited (a company beneficially wholly owned by Mr. Pan), as purchaser, and (iii) Mr. Pan, as purchaser’s guarantor, in relation to the disposal of the entire issued share capital of Gold Faith Global Limited (“**Gold Faith**”) and the entire amount of the principal, interest (if any) and other sums and indebtedness due, owing or payable to the Company by Gold Faith and its subsidiaries at an initial consideration of approximately HK\$6,400 million;
- (c) the conditional sale and purchase agreement (the “**Rich Region Disposal Agreement**”) dated 9 April 2018, as amended by a supplemental agreement dated 23 April 2018, entered into among (i) the Company, as vendor, (ii) Glamorous Smart Limited (a company beneficially wholly owned by Mr. Pan), as purchaser, and (iii) Mr. Pan, as purchaser’s guarantor, in relation to the disposal of 60% of the issued share capital of Rich Region Holdings Limited (“**Rich Region**”) and the entire amount of the principal, interest (if any) and other sums and indebtedness due, owing or payable to the Company by Rich Region and its subsidiary at an initial consideration of approximately HK\$6,003 million;
- (d) the conditional sale and purchase agreement (the “**Goal Eagle Acquisition Agreement**”) dated 23 April 2018 entered into between (i) the Company, as purchaser, and (ii) Mr. Pan, as vendor, in relation to the acquisition of the entire issued share capital of Goal Eagle Limited (“**Goal Eagle**”) and the entire amount of the principal, interest (if any) and other sums and indebtedness due, owing or payable to Mr. Pan by Goal Eagle at an initial consideration of approximately HK\$5,608 million;

- (e) the project management agreement dated 20 December 2018 entered into between Goldin Project Management Limited, an indirect wholly-owned subsidiary of the Company, and Gold Brilliant Investment Limited (“**Gold Brilliant**”), a joint venture company owned as to 83.5% by Rich Region and as to 16.5% by Concept Pioneer Limited, which is a company indirectly wholly owned by Mr. Pan, in relation to the provision of project management services by Goldin Project Management Limited for the development of the land parcel at the northern portion of Kowloon Inland Lot No.11264 located in Ho Man Tin, Kowloon (the “**Ho Man Tin Project**”) to be undertaken by Gold Brilliant;
- (f) the property development consultancy agreement dated 20 December 2018 entered into between GFGC Real Estate Agency Limited, an indirect wholly-owned subsidiary of the Company, and Gold Brilliant in relation to the provision of property development consultancy services by GFGC Real Estate Agency Limited for the Ho Man Tin Project;
- (g) the conditional sale and purchase agreement dated 16 April 2019 entered into between Million Glory Developments Limited, Gold Vibe Holdings Limited and Mr. Pan in relation to the acquisition of a 40% equity interest in Golden Sphere Developments Limited and the relevant shareholders’ loan at an initial consideration of approximately HK\$2,162 million; and
- (h) the Sale and Purchase Agreement.

As at the Latest Practicable Date, save as disclosed in this circular, none of the Directors had any direct or indirect interest in any assets which have been, since 30 June 2019 (the date to 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.

6. QUALIFICATION OF EXPERTS AND CONSENTS

The following is the qualification of the experts who have given opinion or advice, which is contained or referred to in this circular:

Name	Qualification
Gram Capital Limited	a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO
Colliers International (Hong Kong) Limited	independent professional valuer

Each of the above experts has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter, which has been prepared for inclusion in this circular, and references to its name in the form and context in which they respectively appear.

As at the Latest Practicable Date, each of the above experts did not have any shareholding interest in any member of the Group or the right (where legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities of any member of the Group.

As at the Latest Practicable Date, each of the above experts did not have any interest, direct or indirect, in any assets which have been acquired or disposed of by or leased to any member of the Group or which are proposed to be acquired or disposed of by or leased to any member of the Group since 30 June 2019, being the date to which the latest published audited accounts of the Company were made up.

7. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 30 June 2019, being the date to which the latest published audited accounts of the Company were made up.

8. MISCELLANEOUS

- (a) The secretary of the Company is Ms. Lun Hau Mun.
- (b) The registered office of the Company is at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda, and the principal place of business in Hong Kong is at 25/F, Goldin Financial Global Centre, 17 Kai Cheung Road, Kowloon Bay, Hong Kong.
- (c) The Hong Kong branch share registrar and transfer office of the Company is Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (d) The English texts of this circular shall prevail over the Chinese texts in case of inconsistency.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at 5/F, Goldin Financial Global Centre, 17 Kai Cheung Road, Kowloon Bay, Hong Kong during normal business hours from 9:00 a.m. to 5:00 p.m. (except Saturdays and public holidays) for a period of 14 days from the date of this circular:

- (a) the memorandum of association and bye-laws of the Company;
- (b) the letter from the IBC as set out in this circular;
- (c) the letter from Gram Capital as set out in this circular;
- (d) the written consents from the experts referred to in the paragraph headed "Qualification of Experts and Consents" in this appendix;

- (e) the valuation report of the Property as set out in this circular;
- (f) the contracts referred to in the paragraph under the heading “Directors’ Interest in Contracts and Assets” in this appendix; and
- (g) this circular.



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 Wednesday, 18 December 2019 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolution which will be proposed, with or without modification, as ordinary resolution:

ORDINARY RESOLUTION

“THAT

- (a) the conditional sale and purchase agreement dated 26 September 2019 (the “**Sale and Purchase Agreement**”) (a copy of which has been tabled at the meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification) entered into between Silver Shine Global Limited as purchaser (the “**Purchaser**”) and Goldin Investment Intermediary Limited as vendor (the “**Vendor**”), pursuant to which the Purchaser conditionally agreed to purchase, and the Vendor conditionally agreed to sell, the entire issued share capital of Solar Time Developments Limited, 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

* *for identification purposes only*

NOTICE OF SGM

give effect to and/or complete any matters relating to or in connection with the Sale and Purchase 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, 30 October 2019

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 54, 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 Monday, 16 December 2019 at 10:00 a.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) 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.
- (5) 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than Thursday, 12 December 2019 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 Thursday, 12 December 2019.
- (6) As at the date of this notice, Mr. Pan Sutong, JP (*Chairman*), Mr. Zhou Xiaojun, Mr. Huang Rui and Ms. Hui Wai Man, Shirley are the executive directors of the Company; and Hon. Shek Lai Him Abraham (*GBS, JP*), Mr. Wong Wai Leung Joseph, Mr. Tang Yiu Wing and Ms. Gao Min are the independent non- executive directors of the Company respectively.