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GOLDIN PROPERTIES
高銀地產

GOLDIN PROPERTIES HOLDINGS LIMITED
高銀地產控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 283)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting (“GM”) of Goldin Properties Holdings Limited (the “**Company**”) will be held at Victoria Room IV, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Tuesday, 31 May 2016 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution (with or without amendments) as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the framework agreement dated 16 December 2015 entered into between the Company, Goldin Special Situations Limited and 中國信達資產管理股份有限公司北京市分公司 (China Cinda Asset Management Co., Ltd., Beijing Branch*) (the “**Framework Disposal Agreement**”), the sale and purchase agreement dated 1 March 2016 as supplemented by the supplemental agreement dated 10 May 2016 and entered into between the Company, Goldin Properties (Tianjin) Co., Ltd. (“**Goldin Tianjin**”), 深圳市銀基宏業投資管理有限公司 (Shenzhen Yinji Hongye Investment Management Company Limited*) (the “**Investment Company**”), 高銀置地(天津)有限公司 (Goldin Development (Tianjin) Co., Ltd.*) and Goldin Special Situations Limited (the “**Local SPA**”) and the transactions contemplated thereunder, including (i) the entrusted loan agreement dated 15 April 2016 entered into between Goldin Tianjin, the Investment Company and China Everbright Bank Co., Ltd, Beijing Jiao Da Branch (the “**First Bank**”); (ii) the pledge agreement dated 15 April 2016 entered into between Goldin Tianjin, the Investment Company and the First Bank; and (iii) the pledge agreement dated 15 April 2016 entered into between Goldin Tianjin, 深圳市國威股權投資中心(有限合夥) (Shenzhen Guowei Capital Investment Centre L.P.*) and Nanyang Commercial Bank China Limited, Beijing Branch (collectively, the “**Relevant Agreements**”), be and are hereby approved, confirmed and ratified; and

* *The Chinese names have been translated into English for reference only.*

- (b) any director of the Company be and is hereby authorized to sign and execute all such documents, instruments and agreements, and to do all such acts and things as he/she considers necessary, desirable or expedient in connection with or giving effect to the Framework Disposal Agreement, the Local SPA and the transactions contemplated thereunder including the Relevant Agreements.”

By order of the Board
Goldin Properties Holdings Limited
Chan Suk Yin
Company Secretary

Hong Kong, 13 May 2016

Notes:

- (1) Any member entitled to attend and vote at the GM is entitled to appoint more than one proxy to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
- (3) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with the share registrar of the Company, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the GM or any adjournment thereof (as the case may be).
- (4) Completion and return of the form of proxy will not preclude members from attending and voting in person at the GM or any adjourned meeting should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (5) Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the GM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
- (6) In case of any inconsistency between the English text and the Chinese translation of this notice, the English text shall prevail.

As at the date of this announcement, the Board comprises five executive Directors, being Mr. Pan Sutong (Chairman & Chief Executive Officer), Mr. Zhou Xiaojun, Mr. Ting Kwang Yuan, Edmond, Mr. Li Huamao and Ms. Chan Sau Yin, Anita Teresa, and three independent nonexecutive Directors, being Mr. Lai Chi Kin, Dr. Ng Lai Man, Carmen and Dr. Cheng Kwan Wai.