

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Goldin Properties Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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



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)

**PROPOSED GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED ADOPTION OF
NEW ARTICLES OF ASSOCIATION AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Goldin Properties Holdings Limited to be held at Victoria Room IV, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Friday, 26 August 2016 at 4:15 p.m. is set out on pages 17 to 21 of this circular. Whether or not you are able to attend the meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the share registrar of the Company, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.

26 July 2016

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Victoria Room IV, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Friday, 26 August 2016 at 4:15 p.m. or any adjournment thereof
“AGM Notice”	the notice convening the AGM as set out on pages 17 to 21 of this circular
“Articles of Association” or “Existing Articles”	the existing articles of association of the Company
“Board”	the board of Directors
“Buy-Back Mandate”	the general and unconditional mandate to be given to the Directors to exercise the powers of the Company to buy back Shares during the period as set out in the ordinary resolution no. 5B of the AGM Notice not exceeding 10% of the total number of Shares in issue as at the date of passing the said ordinary resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such resolution) until the next annual general meeting
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Company”	Goldin Properties Holdings Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange
“controlling shareholder”	has the same meaning as ascribed to it under the Listing Rules
“core connected person”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Existing M&A”	the existing memorandum and articles of association of the Company
“Existing Memorandum”	the existing memorandum of association of the Company
“Group”	the Company and its Subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	20 July 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange and any amendments thereto
“New Articles”	the new articles of association of the Company to be considered and approved by the Shareholders at the AGM
“Nomination Committee”	the nomination committee of the Company established on 30 March 2012
“PRC”	the People’s Republic of China but excluding, for the purpose of this circular, the regions of Hong Kong, Macau and Taiwan
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	has the same meaning given to it under the Companies Ordinance

DEFINITIONS

“Takeovers Code”

the Hong Kong Code on Takeovers and Mergers approved by the Securities and Futures Commission from time to time

“%”

per cent.



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)

Executive Directors:

Mr. Pan Sutong (*Chairman and Chief Executive Officer*)

Mr. Zhou Xiaojun

Mr. Ting Kwang Yuan, Edmond

Mr. Li Huamao

Registered office:

22nd Floor

Two International Finance Centre

8 Finance Street, Central

Hong Kong

Independent Non-executive Directors:

Mr. Lai Chi Kin

Dr. Ng Lai Man, Carmen

Dr. Cheng Kwan Wai

26 July 2016

Dear Shareholders,

**PROPOSED GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED ADOPTION OF
NEW ARTICLES OF ASSOCIATION AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the AGM Notice and the relevant information regarding the proposals for (i) the ordinary resolutions for granting the Directors general mandates to issue and buy back the Shares; (ii) the ordinary resolutions for proposing re-election of the retiring Directors; and (iii) the special resolution for adopting the New Articles. Such proposals will be dealt with at the AGM.

LETTER FROM THE BOARD

2. PROPOSED GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the AGM, separate ordinary resolutions will be proposed to renew the general mandates given to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding in aggregate 20% of the total number of Shares in issue as at the date of passing of such resolution; (ii) to buy back Shares up to a maximum of 10% of the total number of Shares as at the date of passing of such resolution; and (iii) to add the aggregate amount of Shares bought back by the Company to the general mandate to the Directors to allot new Shares of up to 20% of the total number of Shares in issue as mentioned in item (i).

The mandates to issue and buy back Shares granted at the annual general meeting of the Company held on 28 August 2015 will lapse at the conclusion of the AGM. Resolutions set out in the AGM Notice will be proposed at the AGM to renew these mandates. With reference to these resolutions, the Directors wish to state that they have no present intention to buy back any Shares or to issue any new Shares pursuant to the relevant mandates.

Based on 3,572,765,513 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are bought back or issued prior to the AGM, subject to the passing of the relevant ordinary resolutions to approve the mandate to issue Shares at the AGM, the Directors will be authorised to allot and issue up to a limit of 714,553,102 Shares under the general mandate to issue Shares.

If approved by the Shareholders at the AGM, the general mandate to issue Shares will continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any other applicable law to be held; and (iii) the revocation or variation of such authority by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement as required by the Listing Rules to provide the Shareholders with all the information reasonably necessary for them to make an informed decision on the proposed resolution for the granting of the Buy-Back Mandate is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to the Listing Rules and article 105 of the Articles of Association, the following Directors shall retire from office by rotation at the AGM and, being eligible, have offered themselves for re-election at the AGM:

- (a) Mr. Pan Sutong (Executive Director) (“**Mr. Pan**”)
- (b) Mr. Zhou Xiaojun (Executive Director) (“**Mr. Zhou**”)
- (c) Dr. Cheng Kwan Wai (Independent Non-executive Director) (“**Dr. Cheng**”)

LETTER FROM THE BOARD

Dr. Cheng, being Independent Non-executive Director, has made an annual confirmation of independence pursuant to rule 3.13 of the Listing Rules. Dr. Cheng had served as Independent Non-executive Director for more than 9 years.

In accordance with the terms of reference of the Nomination Committee and the Company's nomination policy, the Nomination Committee* has:

- (a) evaluated the performance and contribution of the retiring Directors during the last financial year of the Company and the period thereafter up to the date of evaluation; and
- (b) assessed the independence of the Independent Non-executive Director to be re-elected, being Dr. Cheng, and considered whether he remains independent and suitable to continue to act in such role with respect to his long service tenure.

After due evaluation and assessment, the Nomination Committee* is of the opinion that:

- (a) the performance of the retiring Directors were satisfactory and contributed positively to the operation of the Board; and
- (b) based on the independence confirmation submitted by Dr. Cheng, he fulfills the requirements of an independent non-executive director as stipulated under rule 3.13 of the Listing Rules.

Dr. Cheng has an in-depth understanding of and is familiar with the business operation and financial performance of the Company. He has good familiarity about the audit and control functions of the Group, in particular, through his membership in the Audit Committee of the Company. Since joining the Board, Dr. Cheng has gained familiarity about the Group's business operation which helps facilitate his role as the Audit Committee member.

Therefore, the Nomination Committee* is satisfied that, notwithstanding the length of service of Dr. Cheng with the Company, it is not aware of any relationships or circumstances which are likely to interfere with the exercise of his independent judgment nor any evidence that his service tenure has any impact on his independence. Accordingly, the Nomination Committee* has recommended to the Board, and the Board has resolved to propose to re-elect the retiring Directors at the AGM.

The particulars of each of the retiring Directors as required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

Any shareholder who wishes to nominate a person to stand for election as a Director at the AGM should follow the procedures set out in the document, namely "PROCEDURES FOR SHAREHOLDERS TO PROPOSE CANDIDATE FOR ELECTION AS DIRECTOR", a copy of which has been uploaded on the websites of the Company at www.goldinppt.com and the Stock Exchange at www.hkex.com.hk.

* Mr. Pan, being the chairman of the Nomination Committee, had abstained from voting when evaluating his own performance and contribution as stated in (a) above.

LETTER FROM THE BOARD

4. PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION

In order to bring the Existing Articles into line with the Companies Ordinance which came into effect on 3 March 2014, the Company considers it appropriate and desirable to adopt the New Articles which incorporate certain key changes under the Companies Ordinance as well as consolidate all the previous and proposed amendments. The major areas of amendments that will be incorporated into the New Articles include the following:

- The Existing Memorandum will be abolished and certain clauses in the Existing Memorandum will be migrated to the New Articles;
- References to par value of Shares and related concepts such as authorized share capital, share premium, share premium account and capital redemption reserve, etc. will be removed;
- A statement of reasons for the refusal to register a transfer will be provided upon request from a transferor or transferee;
- The ambit of director's disclosure of material interest will be widened to cover transactions with the Company;
- The minimum shareholding requirement for demanding a resolution to be decided by poll at a general meeting will be reduced from 10% to 5% of the total voting rights of all the members of the Company having the right to vote at the meeting;
- General meetings of the Company will be allowed to be held at more than one location and by means of technology as permitted under the Companies Ordinance; and
- New provisions governing communications by the Company in electronic form and in hard copy form will be included.

Besides, the Company would also like to take this opportunity to amend certain provisions of the Existing Articles to bring them into line with current practices and procedures that have been adopted by the Company pursuant to relevant requirements of the Listing Rules.

Accordingly, a special resolution will be proposed at the AGM for the Shareholders to consider and approve the adoption of the New Articles by the Company.

A summary of the major areas of amendments that will be incorporated into the New Articles is set out in Appendix IV to this circular. The Chinese translation of the proposed New Articles set out in the Chinese version of this circular is for reference only. In case there is any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail.

LETTER FROM THE BOARD

5. AGM

The AGM Notice is set out on pages 17 to 21 of this circular. A form of proxy for use at the AGM is enclosed herewith. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy and return it to the share registrar of the Company, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as practicable but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

6. VOTING BY POLL

For the purpose of compliance with rule 13.39(4) of the Listing Rules, the Company will procure the chairman of the AGM to demand for a poll for each of the ordinary resolutions and the special resolution put to the vote at the AGM in accordance with the Articles of Association. The Company will then announce the results of the poll in the manner stipulated under rule 13.39(5) of the Listing Rules. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on any resolutions to be approved at the AGM.

7. 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.

8. RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the proposed resolutions referred in this circular and the AGM Notice are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of all the resolutions set out in the AGM Notice at the AGM.

LETTER FROM THE BOARD

9. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular and the accompanying proxy form shall prevail over the Chinese text in case of inconsistency.

Yours faithfully,
For and on behalf of
Goldin Properties Holdings Limited
Pan Sutong
Chairman

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM for approving the Buy-Back Mandate.

This explanatory statement contains all the information required pursuant to rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

1. SHAREHOLDERS' APPROVAL

All proposed buy-back of shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by special approval of a particular transaction. The Company's sole listing is on the Stock Exchange.

2. EXERCISE OF THE BUY-BACK MANDATE

The Shares proposed to be bought back by the Company must be fully paid up. Under the Listing Rules, the total number of shares which a company is authorised to buy back on the Stock Exchange is shares representing up to a maximum of 10% of the total number of shares in issue as at the date of the resolution granting such general mandate. Exercise in full of the Buy-Back Mandate, on the basis of 3,572,765,513 Shares in issue as at the Latest Practicable Date and assuming no Shares are issued and bought back by the Company prior to the AGM, could result in up to 357,276,551 Shares, which represents 10% of the total number of shares in issue as at the Latest Practicable Date, being bought back by the Company during the period from the passing of the resolution granting the Buy-Back Mandate until whichever to the earlier of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any other applicable law to be held; and (iii) the revocation or variation of such authority by an ordinary resolution of the Shareholders in general meeting.

3. REASONS FOR BUY-BACK

Although the Directors have no present intention of buying back any Shares, they believe that it is in the best interests of the Company and the Shareholders to have a general authority from Shareholders to enable the Directors to buy-back Shares on the market. Such buy-backs may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders.

4. SOURCE OF FUNDS

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the Company's Articles of Association, the Listing Rules and the Companies Ordinance. The Companies Ordinance provides that the amount of capital repaid in connection with a share buy-back may only be paid from the distributable profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the buy-back to such extent allowable under the Companies Ordinance.

5. GENERAL

The exercise in full of the Buy-back Mandate might have a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in its most recent audited accounts for the year ended 31 March 2016. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company.

6. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates has any present intention, in the event that the Buyback Mandate is approved by the Shareholders, to sell the Shares to the Company or its Subsidiaries.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules and the Companies Ordinance.

No core connected persons have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do, in the event that the Buy-back Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If on exercise of the power to buy back Shares pursuant to the Buy-back Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for purposes of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert could obtain or consolidate control of a buy-back company and thereby become obliged to make a mandatory offer in accordance with rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the Directors' knowledge and belief, the following are the substantial Shareholders of the Company as defined in the Listing Rules:

171,169,571 Shares were held by Mr. Pan Sutong ("**Mr. Pan**") in his personal capacity, representing approximately 4.79% of the total number of Shares in issue. 2,011,741,427 Shares were held by Goldin Group (Investment) Limited ("**Goldin Group (Investment)**"), the immediate holding company of the Company and 117,986,000 Shares were held by Clear Jade International Limited ("**Clear Jade**"), representing approximately 56.31% and 3.30% of the total number of Shares in issue respectively.

Clear Jade was 100% owned by Mr. Pan and Goldin Group (Investment) was 100% owned by Goldin Real Estate Financial Holdings Limited, the ultimate holding company of the Company. Goldin Real Estate Financial Holdings Limited was 100% owned by Mr. Pan. Therefore, Mr. Pan was deemed to be interested in 2,011,741,427 Shares held by Goldin Group (Investment) and 117,986,000 Shares held by Clear Jade. Accordingly, Mr. Pan held altogether directly and indirectly 2,300,896,998 Shares, representing approximately 64.40% of the total number of Shares in issue.

In the event that the Directors exercise in full the power to buy-back Shares which is proposed to be granted pursuant to the resolution to be proposed at the AGM, the aggregate shareholding of Mr. Pan, Goldin Group (Investment) and Clear Jade in the Company would be increased to approximately 71.56%. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any buy-back made under the Buy-Back Mandate and have no present intention to exercise the power to buy-back Shares pursuant to the proposed Buy-Back Mandate to such an extent as to result in the number of Shares held by the public falling below 25%.

8. SHARE BUY-BACK MADE BY THE COMPANY

The Company or any of its Subsidiaries has not bought back any of its Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date and will not buy back its Shares if public float is less than 25%.

9. SHARE PRICES

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

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
July	8.500	5.360
August	7.540	5.100
September	8.670	6.820
October	7.250	6.510
November	7.450	5.950
December	12.880	5.430
2016		
January	9.000	4.950
February	5.480	3.440
March	4.210	3.460
April	3.730	3.200
May	3.610	2.810
June	3.700	2.940
July (up to and including the Latest Practicable Date)	3.620	2.900

The following are the particulars of three retiring Directors proposed for re-election at the AGM:

1. PAN Sutong

Mr. Pan, aged 53, is the founder of the Group. Mr. Pan is a controlling shareholder, the Chairman of the Board, Chief Executive Officer, an Executive Director, the Chairman of the Nomination Committee and the Executive Committee and a member of the Remuneration Committee of the Company. Mr. Pan is also a director of certain subsidiaries of the Company. Mr. Pan is responsible for the overall strategic planning of the Group. Mr. Pan has accumulated extensive experience in property development and finance in Hong Kong and the PRC over the years. Mr. Pan is also a controlling shareholder, the chairman of the board of directors and an executive director of Goldin Financial Holdings Limited, a company incorporated in Bermuda with its shares listed on the main board of the Stock Exchange (Stock Code: 530).

Mr. Pan was not appointed for a specific term but was subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association under his appointment letter. Mr. Pan has not entered into nor proposed to enter into any service contracts which fall within the meanings of rule 13.68 of the Listing Rules requiring the prior approval of Shareholders at general meetings. For the year ended 31 March 2016, Mr. Pan received salaries and other benefits of HK\$22,518,000 (please refer to note 10 to the consolidated financial statements of the Company's 2016 Annual Report), which was determined with reference to Mr. Pan's duties and responsibilities, as well as remuneration benchmark in the industry and the prevailing market conditions.

As at the Latest Practicable Date, other than Mr. Pan had a personal interest of 171,169,571 Shares and a corporate interest of 2,129,727,427 Shares (details of such interests were disclosed in the 2016 Annual Report of the Company under the section headed "Directors' and Chief Executive's Interests and Underlying Shares" in the Directors' Report), Mr. Pan did not have any interest in the Company or its associated corporation(s) within the meaning of Part XV of the SFO, and had no relationship with any Directors, senior management or substantial or controlling shareholder of the Company.

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

2. ZHOU Xiaojun

Mr. Zhou, aged 42, joined the Group in 2006 as General Manager of China Division, oversees the Group's China businesses. Mr. Zhou was appointed as an Executive Director of the Company in April 2008 and is a member of the Executive Committee of the Company. Mr. Zhou is also a director of certain subsidiaries of the Company. Prior to joining the Group, Mr. Zhou acted as legal counsel and held senior management posts in various corporations in the PRC, Hong Kong and Singapore. Mr. Zhou graduated from Dalian Maritime University with a bachelor degree in International Maritime Law. Mr. Zhou has accumulated extensive experience in corporate administration, finance, legal, international trade and public relations. Mr. Zhou is also an executive director and a member of the corporate governance committee of Goldin Financial Holdings Limited, a company incorporated in Bermuda with its shares listed on the main board of the Stock Exchange (Stock code: 530).

Mr. Zhou was not appointed for a specific term but was subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association under his appointment letter. Mr. Zhou has not entered into nor proposed to enter into any service contracts which fall within the meanings of rule 13.68 of the Listing Rules requiring the prior approval of Shareholders at general meetings. For the year ended 31 March 2016, Mr. Zhou received salaries, bonuses and other benefits of HK\$3,355,000 (please refer to note 10 to the consolidated financial statements of the Company's 2016 Annual Report), which was determined with reference to Mr. Zhou's duties and responsibilities, as well as remuneration benchmark in the industry and the prevailing market conditions.

As at the Latest Practicable Date, other than the personal interest of 280,000 Shares and 4,009,090 share options being granted to Mr. Zhou to subscribe for 4,009,090 Shares pursuant to the Share Option Schemes (details of such share options were disclosed in the 2016 Annual Report of the Company under the section headed "Share Options" in the Directors' Report), Mr. Zhou did not have any interest in the Company or its associated corporation(s) within the meaning of Part XV of the SFO, and had no relationship with any Directors, senior management or substantial or controlling shareholder of the Company.

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

3. CHENG Kwan Wai

Dr. Cheng, aged 63, was appointed as an Independent Non-executive Director of the Company in September 2004 and is a member of the Audit Committee of the Company. Dr. Cheng obtained a Doctor of Science Degree from the Massachusetts Institute of Technology, the United States and a Master of Business Administration Degree from the University of Western Ontario, Canada. Dr. Cheng had held management positions in various technology companies, and was in charge of funding technology companies when he was with the Government of Hong Kong. Dr. Cheng is currently engaged in environmental protection projects.

Dr. Cheng was not appointed for a specific term but was subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association under his appointment letter. Dr. Cheng has not entered into nor proposed to enter into any service contracts which fall within the meanings of rule 13.68 of the Listing Rules requiring the prior approval of Shareholders at general meetings. For the year ended 31 March 2016, Dr. Cheng received a director's fee of HK\$273,000 (please refer to note 10 to the consolidated financial statements of the Company's 2016 Annual Report) for acting as an Independent Non-executive Director and a member of the Audit Committee of the Company, which was determined with reference to Dr. Cheng's duties and responsibilities.

As at the Latest Practicable Date, Dr. Cheng did not have any interest in the Company or its associated corporation(s) within the meaning of Part XV of the SFO, and had no relationship with any Directors, senior management or substantial or controlling shareholder of the Company.

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



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 IS HEREBY GIVEN that the annual general meeting (“**AGM**”) 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 Friday, 26 August 2016 at 4:15 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements, the report of independent auditor and the report of directors for the year ended 31 March 2016.
2.
 - A. To re-elect Mr. Pan Sutong as an executive director of the Company (the “**Director**”).
 - B. To re-elect Mr. Zhou Xiaojun as an executive Director.
 - C. To re-elect Dr. Cheng Kwan Wai as an independent non-executive Director.
3. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration for the year ending 31 March 2017.
4. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix its remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

A. “THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and deal with shares of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and it is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined hereinafter); (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iv) any scrip dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution); and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable law to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or any class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any territories outside Hong Kong).”

B. "THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to buy back issued shares of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), and that the exercise by the Directors of all the powers of the Company to buy back such shares subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), be and it is hereby generally and unconditionally approved;
- (b) in addition, the approval in paragraph (a) above shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to buy back its shares at a price determined by the Directors;
- (c) the maximum number of shares bought back or agreed conditionally or unconditionally to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution), and the authority pursuant to paragraph (a) shall be limited accordingly; and
- (d) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable law to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

- C. “**THAT** conditional upon the passing of resolution no. 5B as set out in the notice convening this meeting of which this resolution forms part, the maximum number of shares of the Company which are bought back by the Company pursuant to and in accordance with the said resolution no. 5B shall be added to the total number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no. 5A as set out in the notice convening this meeting of which this resolution forms part.”
6. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** the Company’s new articles of association, a copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the articles of association of the Company, in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company and **THAT** any Director or the company secretary of the Company be and is hereby authorised to do all things necessary to effect and record the adoption of the Company’s new articles of association.”

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

Hong Kong, 26 July 2016

Notes:

- (1) At the AGM, the Chairman of the Meeting will put each of the above resolutions to be voted by way of a poll under Article 75 of the Company’s articles of association.
- (2) With respect to resolution 2 above, Mr. Pan Sutong, Mr. Zhou Xiaojun and Dr. Cheng Kwan Wai will retire from office at the AGM pursuant to the articles of association of the Company and, being eligible, have offered themselves for re-election at the AGM. Their particulars are set out in Appendix II to this circular.
- (3) With respect to resolution 5B above, the Explanatory Statement containing the information necessary to enable the shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the buy-back by the Company of its shares, as required by the Listing Rules, is set out in Appendix I to this circular.
- (4) With respect to resolution 6 above, the proposed adoption of the Company’s new articles of association is to align with the provisions of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, which came into effect on 3 March 2014 and for administrative efficiency and housekeeping purposes.
- (5) Any member entitled to attend and vote at the AGM 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.

- (6) 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.
- (7) The register of members of the Company will be closed from Wednesday, 24 August 2016 to Friday, 26 August 2016, both days inclusive, during which period no transfer of shares will be effected. In order to entitle to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Tuesday, 23 August 2016.
- (8) 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 AGM or any adjournment thereof (as the case may be).
- (9) Completion and return of the form of proxy will not preclude members from attending and voting in person at the AGM or any adjourned meeting should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (10) 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 AGM, 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.
- (11) If tropical cyclone warning signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 12:00 p.m. at the AGM date, the AGM will be postponed. Members are requested to visit the website of the Company at www.goldinppt.com for details of alternative meeting arrangements. The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

Members who have any queries concerning the alternative meeting arrangements, please call the Company at (852) 2882 9171 during business hours from 9:00 a.m. to 6:00 p.m. on Mondays to Fridays, excluding public holidays. Members should make their own decision as to whether they would attend the AGM under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.
- (12) In case of any inconsistency between the English text and the Chinese translation of this notice, the English text shall prevail.

The New Articles is based on the Existing Articles with changes primarily made to incorporate key changes under the Companies Ordinance, which came into effect on 3 March 2014, that relate to provisions in the Existing Articles. The key areas of such changes are as follows:

(a) Abolition of memorandum of association

Under the Companies Ordinance, Hong Kong companies are no longer required to have a memorandum of association. Certain consequential amendments are incorporated into the New Articles as a result of the abolition of the Existing Memorandum, including the migration of relevant provisions into the New Articles to state the Company's name and the limited liability of members.

(b) Removal of references to par value of Shares and related concepts

Following the adoption of a mandatory system of no-par for all Hong Kong-incorporated companies having a share capital under the Companies Ordinance, the New Articles have removed references to par or nominal value of the Shares, maximum authorised share capital value, share premium, share premium account and capital redemption reserve, and modified the provisions concerning the alteration of share capital.

(c) Request for a statement of reasons for the refusal to register transfer of Shares

The New Articles provide that if the Company refuses to register a transfer of Shares in the Company, the transferee or transferor may request the Company to provide a statement of reasons for the refusal. The Company shall provide the statement of reasons or register the transfer within 28 days after receiving such request.

(d) Scope of director's disclosure of interest

The scope of the requirement for declaration of a director's interest has been widened by requiring a director to declare the nature and extent of the interest of himself and his connected entities and the direct or indirect interest in any transaction, contract or arrangement with the Company and the timing and procedures of declaration of such interests by a director are specified in accordance with the Companies Ordinance.

(e) Minimum shareholding requirement for demanding a poll

The New Articles reduce the threshold requirement for members to demand a poll at a general meeting from 10% to 5% of the total voting rights of all members having the right to vote at the meeting.

(f) Multiple locations for holding general meetings

The New Articles allow the Company to hold a general meeting at more than one location through the use of technology.

(g) The New Articles include new provisions governing communications by the Company in electronic form and in hard copy form

(h) Repeal of power to issue stock

The article relating to conversion of Shares into stock has been removed as the Companies Ordinance has repealed the power of a company to convert shares into stock.

(i) Special business in general meetings

As the Companies Ordinance abolishes the distinction between general business and special business in a general meeting, the New Articles have removed the relevant references for sake of consistency with the requirements under the Companies Ordinance.

Other house-keeping amendments to the Existing Articles are also proposed, including consequential amendments in line with the above amendments to the Existing Articles, as well as the updating of certain provisions with reference to the Listing Rules currently in force and deleting the articles which have no practical use. Definitions in the Existing Articles are proposed to be amended to improve the clarity and readability of the Existing Articles generally.