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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 ANNUAL GENERAL MEETING

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 the circular of the Company dated 26 July 2016.
- (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 the circular of the Company dated 26 July 2016.
- (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.goldinpt.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.

As at the date of this announcement, the Board comprises four executive directors, being Mr. Pan Sutong (Chairman & Chief Executive Officer), Mr. Zhou Xiaojun, Mr. Ting Kwang Yuan Edmond and Mr. Li Huamao, and three independent non-executive directors, being Mr. Lai Chi Kin, Dr. Ng Lai Man Carmen and Dr. Cheng Kwan Wai.