

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you have sold or transferred all your shares in Goldstream Investment Limited (the “**Company**”), you should at once hand this circular and accompanying proxy form 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).



GOLDSTREAM INVESTMENT LIMITED

金涌投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1328)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of the Company (“**AGM**”) to be held at Suite 08, 70/F, Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong on Thursday, 24 June 2021 at 10:30 a.m. is set out on pages 13 to 17 of this circular. Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed form of proxy to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, in accordance with the instructions printed thereon as soon as practicable and in any event no later than 10:30 a.m. on Tuesday, 22 June 2021, or not less than 48 hours before the time appointed for holding of any adjourned meeting. Completion and return of the proxy form will not preclude you from attending and voting in person in the AGM and any adjourned meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed revoked.

PRECAUTIONARY MEASURES FOR THE AGM

Please see page i to ii of this document for measures which will be taken to try to prevent and control the spread of the COVID-19 at the AGM, including without limitation:

- **compulsory temperature checks and health declarations**
- **wearing of surgical face masks**
- **no distribution of corporate gift or refreshments**

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. The Company strongly recommends Shareholders to exercise their voting rights by appointing the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

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In the interest of all attendees' health and safety and consistent with coronavirus disease (COVID-19) guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

To safeguard the health and safety of the Shareholders who are attending the AGM in person, the Company will implement the following precautionary measures at the AGM:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, authorised corporate representative, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of 37.4 degrees Celsius or higher may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) All attendees are required to complete and submit at the entrance of the AGM venue a declaration form confirming their names and contact details, and confirming that they are not subject to, and to their best of knowledge have not had contact with any person who is subject to, any Hong Kong government prescribed quarantine arrangements (whether in a quarantine centre or not) and had no physical contact with a suspected COVID-19 patient during the preceding 14 days. Any person who does not comply with this requirement may be denied entry into the AGM venue or be required to leave the AGM venue.
- (iii) All attendees displaying common cold or flu symptoms may be denied entry into the AGM venue or be required to leave the AGM venue.
- (iv) All attendees are required to wear surgical face masks inside the AGM venue at all times, maintain a safe distance between seats and observe good personal hygiene. Otherwise, such attendees may be denied entry into the AGM venue or be required to leave the AGM venue.
- (v) No refreshments will be served, and there will be no corporate gifts.

Shareholders are advised to monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

If Shareholders choosing not to attend the AGM in person have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to send such question or matter in writing to our principal place of business in Hong Kong or to our email at postmaster@goldstreaminvestment.com.

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If Shareholders have any questions relating to the AGM, please contact Tricor Investor Services Limited, the Company's branch share registrar in Hong Kong as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong
E-mail: is-enquiries@hk.tricorglobal.com
Tel: 852 2980 1333
Fax: 852 2810 8185

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened on Thursday, 24 June 2021 at 10:30 a.m. at Suite 08, 70/F, Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong;
“Articles of Association”	the articles of association adopted by the Company and as amended from time to time;
“Board”	the board of Directors;
“Chairman”	chairman of the Board;
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the laws of Hong Kong;
“Company”	Goldstream Investment Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“Directors”	directors of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Latest Practicable Date”	23 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the memorandum of association adopted by the Company and as amended from time to time;

DEFINITIONS

“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the total number of Shares in issue as at the date of the passing of the relevant resolution approving the general mandate;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Share Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with up to 20% the total number of Shares in issue as at the date of the passing of the relevant resolution approving the generate mandate;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary”	a subsidiary within the meaning of the Companies Ordinance for the time being of the Company whether incorporated in Hong Kong or elsewhere and “subsidiaries” shall be construed accordingly;
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs; and
“%”	per cent.



GOLDSTREAM INVESTMENT LIMITED

金涌投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1328)

Executive Directors:

Mr. Zhao John Huan (*Chairman*)
Dr. Lin Tun (*Chief Executive Officer*)
Mr. Yuan Bing
Ms. Li Yin

Registered office:

Maples Corporate Services Limited
PO Box 309, Umland House,
Grand Cayman, KY1-1104,
Cayman Islands

Independent non-executive Directors:

Mr. Jin Qingjun
Mr. Lee Kin Ping Christophe
Mr. Shu Wa Tung Laurence

*Head office and principal place of
business in Hong Kong:*

Suite 08, 70/F,
Two International Finance Centre,
No. 8 Finance Street,
Central, Hong Kong

30 April 2021

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM relating to (i) the granting of the Share Issue Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; and (iii) the re-election of retiring Directors, and to seek your approval of the resolutions in relation thereto to be proposed at the AGM.

This circular contains the explanatory statement as required under the Listing Rules and to give all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

A notice convening the AGM is set out on pages 13 to 17 of this circular.

Whether or not you intend to attend the AGM in person, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, 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 less than 48 hours before the time fixed for holding the AGM. Completion and return of the proxy form will not preclude you from attending and voting in person in the AGM or any adjourned meeting if you so wish.

GENERAL MANDATES TO ISSUE AND REPURCHASE OF SHARES

At the AGM, separate ordinary resolutions will be proposed to grant the general mandates to authorise the Directors (i) to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the resolution approving the Share Issue Mandate; (ii) to exercise all powers of the Company to repurchase issued and fully paid Shares up to a maximum of 10% of the approving the Share Buyback Mandate at the date of the passing of the resolution; and (iii) to extend the general mandate granted to the Directors to allot, issue and deal with additional Shares as mentioned in paragraph (i) above by the of Shares repurchased by the Company under the Repurchase Mandate.

As at the Latest Practicable Date, there were in issue an aggregate of 11,346,472,321 Shares. Subject to the passing of the proposed resolutions for the grant of the Share Issue Mandate and the Repurchase Mandate, and on the basis that no further Shares will be issued or repurchased prior to the date of the AGM, exercise in full of the Repurchase Mandate will result in up to 1,134,647,232 Shares being repurchased by the Company, and the Directors will be authorised to allot and issue under the Share Issue Mandate up to 2,269,294,464 Shares, and to the extent the Repurchase Mandate is exercised, plus the amount of Shares repurchased by the Company under the Repurchase Mandate.

The Share Issue Mandate and the Repurchase Mandate shall expire upon the earliest of (a) the conclusion of the next annual general meeting of the Company, (b) the expiry of the period within which the next annual general meeting of the Company is required to be held by law or by the Articles of Association; and (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company. The existing general mandates to issue and repurchase Shares granted to the Directors at the annual general meeting of the Company on 4 June 2020 will expire at the AGM.

EXPLANATORY STATEMENT

An explanatory statement as required under the Listing Rules in relation to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The information in the explanatory statement aims to provide information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. Zhao John Huan, Dr. Lin Tun, Mr. Yuan Bing and Ms. Li Yin; and the independent non-executive Directors are Mr. Jin Qingjun, Mr. Lee Kin Ping Christophe and Mr. Shu Wa Tung Laurence.

Pursuant to Article 84(1) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third), shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Ms. Li Yin, Dr. Lin Tun and Mr. Yuan Bing, each an executive Director, will retire by rotation at the AGM and being eligible, will offer themselves for re-election at the AGM.

Recommendation of the Nomination Committee and the Board

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of each of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and the Company's corporate strategy and the independence of all the independent non-executive Directors. The Nomination Committee and the Board therefore recommended the re-election of all the retiring Directors at the AGM. Details of the Directors proposed to be re-elected in the AGM are set out in Appendix II of this circular.

GENERAL INFORMATION

The notice of the AGM is set out on pages 13 to 17 of this circular. A form of proxy for use at the AGM is enclosed herewith.

To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event no less than 48 hours before the time fixed for holding the AGM. The completion and return of the form of proxy will not preclude you from attending and voting in person in the AGM and any adjourned meeting if you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

VOTING AT THE AGM

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The chairman of the AGM will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Article 66 of the Articles of Association.

LETTER FROM THE BOARD

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 Group. 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

RECOMMENDATION

The Directors consider that the granting of general mandates to Directors to issue and repurchase Shares and the re-election of retiring Directors are in the interest of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the forthcoming AGM.

Yours faithfully
By order of the Board
Goldstream Investment Limited
Mr. Zhao John Huan
Chairman

This Appendix serves as an explanatory statement given to all the Shareholders, as required by the Listing Rules, to provide all the requisite information in relation to the Repurchase Mandate.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to briefly repurchase their fully-paid shares subject to certain restrictions, some of which are summarised below:

(a) Shareholders' approval

All proposed repurchase of securities on the Stock Exchange by a company with 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.

(b) Share capital

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of the relevant resolutions. The Company's authority is restricted to purchase in accordance with the Listing Rules. As at the Latest Practicable Date, there were in issue an aggregate of 11,346,472,321 Shares. Exercise in full of the Repurchase Mandate, on the basis that no further Shares would be issued or repurchased prior to the date of the AGM, would accordingly result in up to 1,134,647,232 Shares being repurchased by the Company. The Shares repurchased by the Company shall, subject to applicable laws, be cancelled automatically upon such repurchase.

2. REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase as and when appropriate and is beneficial to the Company. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings per Share.

As compared with the position of the Company in its financial statements for the year ended 31 December 2020 (being the date of the most recent published audited consolidated accounts), the Directors consider that there would not be any material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be made in full during the proposed repurchase period. The Directors will not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

3. FUNDING OF REPURCHASES

Repurchase of the Shares will be funded out of funds legally available for such purpose in accordance with the Memorandum and Articles of Association and the applicable laws of the Cayman Islands.

The Company is empowered by its Memorandum and Articles of Association to repurchase its Shares. The Cayman Islands laws provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on redemption may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or out of the share premium of the Company. Under the Cayman Islands laws, the repurchased Shares will remain part of the authorised but unissued share capital.

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge of the Directors having made all reasonable enquiries, any of the close associates (within the meaning of the Listing Rules) of any of the Directors has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

As at the Latest Practicable Date, no core connected person (within the meaning of the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Repurchase Mandate is granted.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Memorandum and Articles of Association and any applicable laws of the Cayman Islands.

6. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 26 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the register of the Shareholders maintained by the Company pursuant to Section 336 under Part XV of the SFO showed that the Company has been notified of the following interests, being 5% or more of the Company's issued share capital:

Name	Capacity	Number of Shares	Approximate percentage of interest	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Hony Gold Holdings, L.P.	Beneficial owner	7,802,539,321 ^(Note 1)	68.76%	76.40%
Hony Gold GP Limited	Interest in controlled corporation	7,802,539,321 ^(Note 1)	68.76%	76.40%
Hony Group Management Limited	Interest in controlled corporation	7,802,539,321 ^(Note 1)	68.76%	76.40%
Hony Managing Partners Limited	Interest in controlled corporation	7,802,539,321 ^(Note 1)	68.76%	76.40%
Exponential Fortune Group Limited	Interest in controlled corporation	7,802,539,321 ^(Note 1)	68.76%	76.40%
Mr. Zhao John Huan	Interest in controlled corporation	7,802,539,321 ^(Note 1)	68.76%	76.40%
Glory Moment Investments Ltd.	Beneficial owner	840,000,000 ^(Note 2)	7.40%	8.23%
Mr. Fang Shin	Interest in controlled corporation	840,000,000 ^(Note 2)	7.40%	8.23%
Ms. Kwok King Wa	Beneficial owner	684,900,000 ^(Note 3)	6.04%	6.71%
Mr. Li Kin Shing	Interest of spouse	684,900,000 ^(Note 3)	6.04%	6.71%

Notes:

1. Hony Gold Holdings, L.P. is managed by Hony Gold GP Limited (as general partner). Hony Gold GP Limited is a wholly-owned subsidiary of Hony Group Management Limited, which is owned as to 80% by Hony Managing Partners Limited. Hony Managing Partners Limited is a wholly-owned subsidiary of Exponential Fortune Group Limited, which is owned by Mr. Zhao John Huan as to 49%. As such, Mr. Zhao John Huan, Exponential Fortune Group Limited, Hony Managing Partners Limited, Hony Group Management Limited and Hony Gold GP Limited are deemed to be interested in the shares in which Hony Gold Holdings, L.P. is interested under the SFO.
2. The 840,000,000 Shares are held by Glory Moment Investments Ltd., which is wholly owned by Mr. Fang Shin.
3. The 684,900,000 Shares are held by Ms. Kwok King Wa in person. Mr. Li Kin Shing is the spouse of Ms. Kwok King Wa and therefore deemed to have 684,900,000 Shares held by Ms. Kwok King Wa under the SFO.

In the event that the Directors shall exercise in full the Repurchase Mandate and assuming that there is no issue of Shares in the Company between the Latest Practicable Date and the date of a repurchase, the total interests of the above Shareholders would be increased to approximately the respective percentages shown in the last column above and such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming that there is no issue of Shares in the Company between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate whether in whole or in part may result in less than the relevant prescribed minimum percentage of the Shares of the Company being held by the public as required by the Stock Exchange. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed minimum percentage.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any of the Shares during the six months immediately preceding and up to the Latest Practicable Date.

8. SHARE PRICES

During each of the previous 12 months, the highest and lowest traded prices for Shares on the Main Board were as follows:

Month	Price Per Share	
	Highest HK\$	Lowest HK\$
2020		
April	0.110	0.076
May	0.087	0.052
June	0.077	0.057
July	0.095	0.074
August	0.082	0.060
September	0.086	0.061
October	0.080	0.060
November	0.095	0.068
December	0.135	0.079
2021		
January	0.125	0.090
February	0.120	0.083
March	0.120	0.086
April (up to the Latest Practicable Date)	0.099	0.091

The biographical details of the Directors proposed to be re-elected at the AGM are set out below:

EXECUTIVE DIRECTORS

Brief biographical and other details of Dr. Lin Tun, Mr. Yuan Bing and Ms. Li Yin who are proposed to be re-elected at the AGM, are set out as follows:

DR. LIN TUN (林暉), aged 46, is an executive Director and chief executive officer of the Company. Prior to Goldstream, he was a managing director of Hony Capital. Dr. Lin also worked at China International Capital Corporation, Asian Development Bank, the World Bank, the University of Cambridge and China Development Bank. Dr. Lin has about 20 years' experience in finance, project investment, market analysis and policy research. Dr. Lin obtained his doctoral degree and master of philosophy degree in economics from the University of Cambridge. He also received a master of science degree from the University of Vermont, and a bachelor degree from Renmin University of China.

MR. YUAN BING (袁兵), aged 52, is an executive Director of the Company. He is also a director of two subsidiaries of the Company. He is a managing director of Hony Capital, and a member of Hony Capital's Executive Committee, responsible for its equity investment operations. Mr. Yuan is currently a non-executive director of Haichang Ocean Park Holdings Ltd. (Stock Code: 2255). Mr. Yuan joined Hony Capital in April 2009 and has served as a managing director of private equity department since January 2010. Prior to joining Hony Capital, Mr. Yuan served as a managing director of the fixed income division of Morgan Stanley Asia Limited from October 2006 to 2009. Before that, Mr. Yuan worked at Morgan Stanley Asia Limited from April 2004 to June 2006. Mr. Yuan also served as a vice president of the investment banking division of Credit Suisse First Boston (Hong Kong) Limited from September 2001 to March 2004. During his investment banking time, Mr. Yuan has assisted numerous prominent Chinese state-owned enterprises and private sector companies in completing their IPO, corporate finance and M&A transactions. Mr. Yuan received a Bachelor of Arts degree in English from Nanjing University in July 1990. He also obtained a Master's degree in International Relations in June 1993 and a Juris Doctorate's degree in October 1998 from Yale University. Mr. Yuan was a non-executive director of Hydoo International Holding Limited (Stock Code: 1396) from July 2011 to October 2019.

MS. LI YIN (李燕), aged 46, is an executive Director of the Company. She is also the chairwoman and the general manager of China Elite, a subsidiary of the Company. She is responsible for the Group's overall management, corporate planning and business development. Ms. Li obtained a diploma in Finance from Guangzhou University in 1998. Ms. Li has over 21 years of experience in the telecommunications industry. She resigned as the chief operation officer of the Company in December 2018. She had been the assistant to the general manager of the Company from 2000 to 2018. She is the sister of Mr. Li Kin Shing, a former executive Director and former chief executive officer of the Company.

Each of Dr. Lin, Mr. Yuan and Ms. Li has entered into a service agreement with the Company for a term of three years. Their directorships will be subject to retirement by rotation and re-election pursuant to the Listing Rules and the Articles of Association. Each of Dr. Lin and Mr. Yuan will not receive any remuneration for serving as Directors. Ms. Li is entitled to remuneration of HK\$80,000 per annum, which is determined with reference to her duties and responsibility with the Company, and subject to adjustment as appropriate in the future as determined by the Company and the remuneration committee of the Company.

Save as disclosed above, the above Directors did not hold any directorships in other listed public companies in the last three years preceding the Latest Practicable Date nor did they have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, none of the above Directors had any interests in the securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the above Directors proposed for re-election that need to be brought to the attention of the Shareholders and there is no information relating to the Shareholders which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



GOLDSTREAM INVESTMENT LIMITED 金涌投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1328)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of GOLDSTREAM INVESTMENT LIMITED (the “**Company**”) will be held at Suite 08, 70/F, Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong on Thursday, 24 June 2021 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2020 and the reports of the directors and auditors of the Company for the year ended 31 December 2020.
2. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board of directors of the Company (the “**Board**”) to fix their remuneration.
3.
 - A. To re-elect Ms. Li Yin as director of the Company (“**Director(s)**”);
 - B. To re-elect Dr. Lin Tun as Director;
 - C. To re-elect Mr. Yuan Bing as Director; and
 - D. To authorise the board of Directors to fix the remuneration of the Directors.

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and if thought fit, pass the following resolutions, with or without amendments, as ordinary resolutions:

A. “THAT

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) to allot, issue and deal with the new shares in the share capital of the Company or securities convertible into shares, options, warrants or similar rights to subscribe for shares or such convertible securities of the Company, and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which would or 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 during the Relevant Period (as herein defined) pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the grant or exercise of any option under the option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and its subsidiaries and/or other eligible persons of shares or rights to acquire shares of the Company, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company (the “**Articles of Association**”), shall not exceed 20% of the total number of shares of the Company in issue as at the date of this Resolution and the said approval shall be limited accordingly;

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- (d) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest 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 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.”

“**Right Issue**” means an offer of shares or other securities of the Company or an offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company, 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 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, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China).”

B. “**THAT**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or of any other stock exchange, be and is hereby generally and unconditionally approved and authorised;
- (b) the total number of shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution 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 and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest 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 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 Resolutions 4A and 4B being passed, the general mandate to the Director pursuant to Resolution 4A be and is hereby extended by the addition thereto of such number of shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution 4B total number of Shares of the Company, provided that such number of additional shares shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution.”

By order of the Board
Goldstream Investment Limited
Mr. Zhao John Huan
Chairman

Hong Kong, 30 April 2021

As at the date of this notice, the Board comprises four executive Directors, namely Mr. Zhao John Huan, Dr. Lin Tun, Mr. Yuan Bing and Ms. Li Yin and three independent non-executive Directors, namely Mr. Jin Qingjun, Mr. Lee Kin Ping Christophe, and Mr. Shu Wa Tung Laurence.

Notes:

- (1) The instrument appointing a proxy shall be in writing under the hand of the appointor or 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.
- (2) A member of the Company entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint another person as his proxy to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Company but must attend the annual general meeting to represent the member.

NOTICE OF ANNUAL GENERAL MEETING

- (3) In order to be valid, the form of proxy must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong together with any power of attorney or other authority, under which it is signed, or a certified copy of that power of authority, no later than 10:30 a.m. on Tuesday, 22 June 2021, or not less than 48 hours before the time for holding any adjourned meeting. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the annual general meeting or any adjournment thereof, if he so wish and in such event, the instrument appointing a proxy shall be deemed revoked.
- (4) In the case of joint holders of any shares in the Company, any one of such joint holders may vote at the annual general meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holders.
- (5) For determining the entitlement of shareholders to attend and vote at the annual general meeting, the register of members of the Company will be closed from Monday, 21 June 2021 to Thursday, 24 June 2021, both days inclusive, during which period no transfer of shares of the Company shall be effected. To qualify for the attendance and voting at the annual general meeting of the Company, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 18 June 2021.