
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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Goldstone Investment Group Limited 金石投資集團有限公司, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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GOLDSTONE INVESTMENT GROUP LIMITED

金石投資集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 901)

**PROPOSALS INVOLVING (1) RENEWAL OF THE GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES,
(2) RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Goldstone Investment Group Limited 金石投資集團有限公司 to be held at Room 901, Sing Ho Finance Building, 166–168 Gloucester Road, Wanchai, Hong Kong on 30 June 2022, at 1:30 p.m. is set out on pages 15 to 19 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting. 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 meetings should you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Practical measures will be taken to try to avoid the spread of COVID-19 at the Annual General Meeting, including, without limitation:

- compulsory temperature checks and health declarations for all attendees
- compulsory wearing of surgical face masks throughout the Annual General Meeting
- maintaining proper distance between seats
- ***no beverage or refreshments will be served and no corporate gifts will be distributed at the Annual General Meeting***

Any person who does not comply with the precautionary measures will not be admitted to the venue of the Annual General Meeting. The Company reminds the shareholders, particularly those who are unwell or subject to quarantine in relation to COVID-19, that they may appoint any person or the chairman of the Annual General Meeting as a proxy to vote on the resolutions to be proposed at the Annual General Meeting, instead of attending the Annual General Meeting in person.

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Room 901, Sing Ho Finance Building, 166–168 Gloucester Road, Wanchai, Hong Kong on 30 June 2022, at 1:30 p.m., the notice of which is set out on pages 15 to 19 of this circular;
“Articles”	the articles of association of the Company as may be amended from time to time;
“associate(s)”	has the meaning as defined in the Listing Rules;
“Board”	the board of Directors;
“Companies Act”	the Companies Law (Cap. 22, Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Company”	Goldstone Investment Group Limited 金石投資集團有限公司, 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”	the directors of the Company;
“Existing General Mandate”	the general mandate approved by the Shareholders at the annual general meeting held on 10 June 2020 authorising the Directors to allot and issue Shares up to 20% of the issued share capital of the Company as at the date of passing of the relevant resolution;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Issue Mandate”	a general mandate to allot and issue Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereto;

DEFINITIONS

“Latest Practicable Date”	18 May 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for the purpose of inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Repurchase Mandate”	the general and unconditional mandate to repurchase fully paid up Shares of up to 10% of the nominal amount of the issued share capital of the Company as at the date of the Repurchase Resolution;
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution 12 of the notice of the Annual General Meeting;
“Shareholder(s)”	the holder(s) of the Shares;
“Share(s)”	the ordinary share(s) of nominal value of HK\$0.0125 each in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.

LETTER FROM THE BOARD



GOLDSTONE INVESTMENT GROUP LIMITED

金石投資集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 901)

Executive director:

Mr. Chan Cheong Yee

Non-executive directors:

Dr. Xiao Yanming (*Chairlady*)

Ms. Li Ye

Mr. Wong Tsz Wai

Independent non-executive directors:

Mr. Tung Shu Sun

Mr. Lai Kim Fung

Mr. Wong Yiu Kit, Ernest

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of Business
in Hong Kong:*

Room 901

Sing Ho Finance Building

Gloucester Road

Wan Chai

Hong Kong

25 May 2022

To: the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING (1) RENEWAL OF THE GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES,
(2) RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting relating to (i) the granting to the Directors of a general mandate to repurchase and issue Shares; (ii) the extension of the Issue Mandate to include shares repurchased pursuant to the Repurchase Mandate; (iii) the re-election of retiring Directors; and (iv) the notice of the Annual General Meeting.

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 7 June 2021, the Shareholders passed a resolution to grant a general mandate to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. It is therefore proposed that approval from the Shareholders be sought at the Annual General Meeting to grant a general mandate to the Directors to exercise the powers of the Company to repurchase Shares not exceeding 10% of the issued ordinary share capital of the Company, as at the date of the passing of such resolution. The repurchase mandate to be proposed in the Annual General Meeting will lapse on the earlier of (a) the conclusion of the next annual general meeting to be held in 2023; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held; and (c) the date on which the authority given to the Board set out in the Repurchase Resolution is revoked or varied by passing of an ordinary resolution of the Shareholders in a general meeting.

In accordance with the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with the information reasonably necessary for your consideration of the Repurchase Mandate.

GENERAL MANDATE TO ISSUE NEW SHARES

At the annual general meeting of the Company held on 7 June 2021, the Directors were granted the mandate to allot and issue Shares up to 20% of the then issued share capital of the Company. The Existing General Mandate is due to expire at the Annual General Meeting.

The Board proposes to seek an approval from the Shareholders at the Annual General Meeting for the grant to the Directors of a general mandate to issue new shares representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation thereto. The Issue Mandate will lapse on the earlier of (a) the conclusion of the next annual general meeting to be held in 2023; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held; and (c) the date on which the authority given to the Board is revoked or varied by passing in an ordinary resolution of the Shareholders in a general meeting.

The Directors believe that granting of the general mandate to issue new shares will provide the Group with flexibility to issue securities for cash or as consideration for acquisition of assets as and when the Directors think fit and appropriate. The Board thinks that the proposed granting of the general mandate to issue new shares is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Two ordinary resolutions will be proposed at the Annual General Meeting for (a) granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of the passing of the resolution and (b) the extension of the Issue Mandate to include shares repurchased pursuant to the Repurchase Mandate.

The Directors have no immediate plans to allot and issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or pursuant to any scrip dividend scheme or under similar arrangement which may be approved by the Shareholders from time to time.

Based on 2,164,218,784 Shares in issue as at the Latest Practicable Date and subject to the passing of the relevant ordinary resolution to approve the Issue Mandate at the Annual General Meeting, and assuming that there shall be no further issue of new Shares or repurchase of Shares between the Latest Practicable Date and the date of the Annual General Meeting, the Directors will be authorised to allot and issue up to a limit of 432,843,756 Shares under the Issue Mandate, representing 20% of the issued share capital of the Company on the date of the passing of the resolution to approve the Issue Mandate.

RE-ELECTION OF DIRECTORS

According to Article 87(3) of the Article of Association of the Company, Mr. Chan Cheong Yee who were appointed as director after the Company's last annual general meeting, shall hold office until the forthcoming annual general meeting of the Company, and being eligible, offer himself for re-election as Director of the Company.

Pursuant to Article 88(1) of the Articles of Association of the Company, Mr. Tung Shu Sun and Mr. Wong Tsz Wai shall retire from office by rotation at the forthcoming annual general meeting of the Company, and being eligible, offer themselves for re-election of Directors of the Company.

At the Annual General Meeting, ordinary resolutions will be proposed to re-elect the above Directors. The biographical details of such re-electing Directors as required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at Room 901, Sing Ho Finance Building, 166–168 Gloucester Road, Wan Chai, Hong Kong on 30 June 2022, at 1:30 p.m..

LETTER FROM THE BOARD

From 27 June 2022 to 30 June 2022, both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed. In order to be eligible for attending and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 24 June 2022.

A form of proxy for the Annual General Meeting is enclosed herewith. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting. 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 meetings should you so wish.

Pursuant to the requirements of the Listing Rules, all votes to be taken at the Annual General Meeting will be by poll.

SPECIAL ARRANGEMENTS AT THE ANNUAL GENERAL MEETING IN LIGHT OF COVID-19

Due to the recent development of the epidemic COVID-19, the Company will implement the following precautionary measures at the principal place of meeting of the Annual General Meeting against the epidemic to protect the Shareholders from the risk of infection:

- (i) compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius or having any flu-like or other common COVID-19 symptoms will not be admitted to the venue;
- (ii) no entry to the venue will be allowed for any attendee who is subject to quarantine order by the Government of the Hong Kong Special Administrative Region;
- (iii) every attendee is required to wear a surgical face mask at all times at the venue. No surgical face masks will be provided by the Company at the Annual General Meeting. Any person who does not wear a surgical face mask will not be permitted to enter into the venue;
- (iv) should any attendee decline any of the abovementioned measures, the Company reserves the right to refuse to admit such person to the venue;

LETTER FROM THE BOARD

- (v) no beverage or refreshment will be served and no corporate gifts will be distributed before, during or after the Annual General Meeting; and
- (vi) Shareholders or proxies may be directed to sit in different partitioned rooms or areas to ensure adequate physical distance among them and compliance with the relative regulation.

The Company would like to remind the Shareholders that they should carefully consider the risks of attending the Annual General Meeting, taking into account their own personal circumstances, especially that physical attendance in person at the Annual General Meeting is not necessary for the Shareholders to exercise their voting rights. The Company strongly recommends that Shareholders appoint the Chairman of the Annual General Meeting as their proxy to vote on their behalf and submit their form of proxy as early as possible.

The Company also encourages Shareholders to watch the Company's website and regulatory news services for any updates in relation to the Annual General Meeting that may need to be provided.

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 document 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 document misleading.

RECOMMENDATION

The Directors consider that the granting of the Repurchase Mandate and the Issue Mandate and the proposed re-election of retiring Directors are in the best interests of the Company and its Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the related resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By Order of the Board
Goldstone Investment Group Limited
金石投資集團有限公司
Mr. Chan Cheong Yee
Executive Director

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE RESOLUTION

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Repurchase Resolution. 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. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised of 2,164,218,784 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no Shares will be issued or repurchased prior to the Annual General Meeting, the Company is entitled under the Repurchase Mandate to repurchase a maximum of 432,843,756 Shares.

2. REASONS FOR SHARES REPURCHASE

The Directors believe that the Repurchase Mandate is in the interest of the Company and its Shareholders as a whole which enables the Company to repurchase Shares on the Stock Exchange as and when required. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands and Hong Kong. The law of the Cayman Islands provides 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 of the Company or the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account of the Company.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 December 2021 (being the latest published audited account) in the event that the power to repurchase Shares pursuant to the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE RESOLUTION

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
May	0.275	0.211
June	0.250	0.203
July	0.240	0.170
August	0.191	0.176
September	0.189	0.127
October	0.167	0.127
November	0.150	0.068
December	0.138	0.091
2022		
January	0.144	0.092
February	0.144	0.133
March	0.140	0.130
April	0.138	0.100
May (up to the Latest Practicable Date)	0.130	0.077

5. UNDERTAKINGS

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 repurchases of Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

6. CONNECTED PERSONS

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, nor have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. EFFECT OF TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, 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 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the substantial Shareholders of the Company are as follows:

Name of Substantial Shareholders	Number of Shares	Approximate Percentage
Eagle Ride Investments Limited (<i>note 1</i>)	690,638,573	31.91%
Harmony Rise International Limited (<i>note 2</i>)	276,000,000	12.75%
Dragon Synergy Holdings Limited (<i>note 3</i>)	270,520,000	12.50%

Notes:

1. Eagle Ride Investments Limited is a company incorporated in the British Virgin Islands with limited liability and wholly-owned by APAC Investment Holdings Limited (“APAC”), a company incorporated in Samoa and beneficially owned as to approximately 94.19% by Mr. HU Haisong (“Mr. Hu”) and approximately 5.81% by other investors (“Investors”) (whose interests are held on trust by Mr. Hu). The Investors, namely (i) Mr. WANG Haibin, a resident of the People’s Republic of China (the “PRC”) and engages in investment business in the PRC; and (ii) RB International Investments Asia Limited is principally engaged in financial services.
2. Harmony Rise International Limited is a company incorporated in the British Virgin Islands with limited liability and is wholly-owned by Dr. Xiao Yanming, executive director and chairman of the Company.
3. Dragon Synergy Holdings Limited is a company incorporated in the British Virgin Islands with limited liability and is wholly-owned by Ms. Liu Yutong, an independent third party.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE RESOLUTION

Save as disclosed above, the Company had not been notified by any other person (other than the Directors) who had an interest or a short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the Securities and Futures Ordinance (Chapter 571) as at 31 December 2021.

In the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate, the substantial shareholders' holding in the issued Shares of the Company would be increased from its existing attributable interest of 57.16% (assuming the present shareholdings remains the same). The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate.

8. SHARE REPURCHASES MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries had repurchased any Shares (whether on the Stock Exchange or otherwise) in the last six months preceding the Latest Practicable Date.

APPENDIX II DETAILS OF THE DIRECTORS TO BE RE-ELECTED

The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

Mr. CHAN Cheong Yee, aged 58, was appointed as an executive director of the Company on 19 November 2021. He obtained a Bachelor of Science degree from the College of Business Administration of The University of South Florida in the United States of America in 1988. Mr. Chan has extensive experience in dealing in securities, fund management, corporate management, corporate finance and managing investment companies listed under Chapter 21 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Currently, Mr. Chan is the managing director of asset management of Evergrande Securities (Hong Kong) Limited and a licensed person to carry out type 4 (advising on securities) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”). Mr. Chan is currently an executive director of several investment companies listed under Chapter 21 of the Listing Rules, namely, National Investments Fund Limited (stock code:1227), China New Economy Fund Limited (stock code: 80), Capital VC Limited (stock code: 2324), China Investment Development Limited (stock code: 204), China Investment and Finance Group Limited (stock code: 1226) and China Innovation Investment Limited (stock code: 1217). Since February 2016, Mr. Chan has been appointed as an executive director of China Trends Holdings Limited (“**CTH**”) (stock code: 8171), a company listed on GEM of the Stock Exchange and was re-designated as a non-executive director of CTH with effective from 1 December 2020.

Apart from the above, Mr. Chan was appointed as an independent nonexecutive director and an executive director of Bingo Group Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8220), from August 2007 to April 2009 and from April 2009 to September 2018 respectively. Mr. CHAN was executive director of an investment company listed under Chapter 21 of the Listing Rules, namely Core Economy Investment Limited (stock code: 339) from January 2021 to June 2021.

Mr. Chan has entered into a service agreement with the Company for a term of one year, subject to retirement by rotation and re-election pursuant to the Articles and his appointment can be terminated by three month’ notice in writing. Under the said agreement, Mr. Chan is entitled to a remuneration of HK\$30,000 per month by reference to his duties and responsibilities with the Company, the Company’s performance and the market situation. Apart from the director’s emoluments, Mr. Chan is also entitled to discretionary bonus.

Save as disclosed herein, Mr. Chan is not connected with any Directors, senior management, substantial shareholder or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Chan does not have any interests in the Shares which is required to be disclosed under Part XV of the SFO.

Save as disclosed herein, there is no information relating to Mr. Chan that is required to be disclosed pursuant to the requirement of Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders in relation to the re-election of Mr. Chan as an executive director.

Mr. WONG Tsz Wai, aged 36, was appointed as a Non-executive Director of the Company on 18 August 2020. He serves as a Director of Cornucopiae Asset Management Limited from October 2020 to now, responsible for the fund management and the asset management. He served as the Associate Director of the capital market department of Haotian International Securities Co., Ltd. from February 2018 to August 2020, responsible for institutional investment business, focusing on listed companies, asset management, capital markets, and equity investment business development. He served as the senior manager of the wealth management department of Chinalin Securities (Hong Kong) Co., Ltd from December 2016 to January 2018, responsible for private banking, asset management, private equity funds, and high-end client business development. He served as the investment manager of Fulbright Securities Co., Ltd from August 2013 to November 2016, responsible for client investment portfolio management and stock analysis. Mr. Wong graduated from Monash University, Australia with a degree in Commerce (Banking and Finance) in December 2007 and obtained an MBA in Finance from The Chinese University of Hong Kong in November 2015. Mr. Wong is the Type 1 and Type 9 License Holder of the Securities and Future Commission of Hong Kong.

Mr. Wong has entered into an appointment letter with the Company for a term of one year, subject to retirement by rotation and re-election pursuant to the Articles and his appointment can be terminated by one months' notice in writing. Under the said letter, Mr. Wong is entitled to a remuneration of HK\$60,000 per month by reference to his duties and responsibilities with the Company, the Company's performance and the market situation. Apart from the director's emoluments, Mr. Wong is also entitled to discretionary bonus.

Save as disclosed herein, Mr. Wong is not connected with any Directors, senior management, substantial shareholder or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Wong does not have any interests in the Shares which is required to be disclosed under Part XV of the SFO.

Save as disclosed herein, there is no information relating to Mr. Wong that is required to be disclosed pursuant to the requirement of Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders in relation to the reelection of Mr. Wong as an non-executive director.

Mr. TUNG Shu Sun, aged 74, was appointed a Non-executive Director of the Company on 1 November, 2013 and re-designated as an independent non-executive director on 1 January 2022. He used to be the chief executive officer of APAC. APAC is principally engaged in investment holding focusing on the energy sector and high growth private investments. Mr. Tung was the executive director and the executive deputy managing director of COSCO International Holdings Limited, a company listed on the Stock Exchange with stock code: 517, from December 1997 to July 2003 and has extensive experiences in corporate management, management of investment projects as well as management and mergers and acquisitions of listed companies. Mr. Tung joined China Ocean Shipping (Group) Company since 1968 and served in sea transportation, shipbuilding, container transportation, external affairs and administrative management as well as real estate and infrastructure. He is a Senior Economist.

APPENDIX II DETAILS OF THE DIRECTORS TO BE RE-ELECTED

Mr. Tung has entered into an appointment letter with the Company for a term of one year, subject to retirement by rotation and re-election pursuant to the Articles and his appointment can be terminated by one months' notice in writing. Under the said letter, Mr. Tung is entitled to a remuneration of HK\$10,000 per month by reference to his duties and responsibilities with the Company, the Company's performance and the market situation. Apart from the director's emoluments, Mr. Tung is also entitled to discretionary bonus.

Save as disclosed herein, Mr. Tung is not connected with any Directors, senior management, substantial shareholder or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Tung does not have any interests in the Shares which is required to be disclosed under Part XV of the SFO.

Save as disclosed herein, there is no information relating to Mr. Tung that is required to be disclosed pursuant to the requirement of Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders in relation to the reelection of Mr. Tung as a non-executive director.

NOTICE OF ANNUAL GENERAL MEETING



GOLDSTONE INVESTMENT GROUP LIMITED

金石投資集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 901)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Goldstone Investment Group Limited 金石投資集團有限公司 (“**Company**”) will be held at Room 901, Sing Ho Finance Building, 166–168 Gloucester Road, Wanchai, Hong Kong, on 30 June 2022 at 1:30 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions of the Company:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2021.
2. To re-elect Mr. Chan Cheong Yee as an executive director of the Company.
3. To re-elect Mr. Tung Shu Sun as an independent non-executive director of the Company.
4. To re-elect Wong Tsz Wai as a non-executive director of the Company.
5. To authorise the Board to fix the remuneration of the directors of the Company.
6. To re-appoint HLM CPA Limited as auditors and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

7. **“THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (**“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company (**“Shares”**) or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval given in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the Articles of Association (the **“Articles”**) of the Company from time to time,shall not in total exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose 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 the Company or any applicable laws of the Cayman Islands 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 (the “**Shareholders**”) in general meeting.

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares at that date (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 applicable to the Company).”

8. “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases, subject to and in accordance with all applicable laws and regulations and the Articles of the Company, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution, and the approval granted under paragraph (a) of this Resolution 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 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 the Company or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.”

9. “**THAT** conditional upon the passing of Resolutions 7 and 8, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to Resolution 7 as set out in the notice convening the Meeting of which this Resolution forms part be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 8 as set out in the notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of such securities of the Company in issue at the date of the passing of this Resolution.”

By Order of the Board
Goldstone Investment Group Limited
金石投資集團有限公司
Mr. Chan Cheong Yee
Executive Director

Hong Kong, 25 May 2022

Notes:

- (1) Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (2) From 27 June 2022 to 30 June 2022, both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed. In order to be eligible for attending and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 24 June 2022.
- (3) A form of proxy for use at the meeting is enclosed.

NOTICE OF ANNUAL GENERAL MEETING

- (4) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
- (5) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be lodged at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Annual General Meeting or at any adjourned meeting (as the case may be) should they so wish.
- (6) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, 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 be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the votes of the other joint holders.
- (7) Due to the recent development of the epidemic COVID-19, the Company will implement the following precautionary measures at the principal place of meeting of the Annual General Meeting against the epidemic to protect the Shareholders from the risk of infection:
- (i) compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius or having any flu-like or other common COVID-19 symptoms will not be admitted to the venue;
 - (ii) no entry to the venue will be allowed for any attendee who is subject to quarantine order by the Government of the Hong Kong Special Administrative Region;
 - (iii) every attendee is required to wear a surgical face mask at all times at the venue. No surgical face masks will be provided by the Company at the Annual General Meeting. Any person who does not wear a surgical face mask will not be permitted to enter into the venue;
 - (iv) should any attendee decline any of the abovementioned measures, the Company reserves the right to refuse to admit such person to the venue;
 - (v) **no beverage or refreshment will be served and no corporate gifts will be distributed before, during or after the Annual General Meeting; and**
 - (vi) Shareholders or proxies may be directed to sit in different partitioned rooms or areas to ensure adequate physical distance among them and compliance with the relative regulation.

The Company would like to remind the Shareholders that they should carefully consider the risks of attending the Annual General Meeting, taking into account their own personal circumstances, especially that physical attendance in person at the Annual General Meeting is not necessary for the Shareholders to exercise their voting rights. The Company strongly recommends that Shareholders appoint the Chairman of the Annual General Meeting as their proxy to vote on their behalf and submit their form of proxy as early as possible. The Company also encourages Shareholders to watch the Company's website and regulatory news services for any updates in relation to the Annual General Meeting that may need to be provided.