
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 you should take, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **GOLDEN RESOURCES DEVELOPMENT INTERNATIONAL LIMITED**, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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



GOLDEN RESOURCES DEVELOPMENT INTERNATIONAL LIMITED

金源米業國際有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 677)

PROPOSED ADOPTION OF CHINESE NAME AS SECONDARY NAME AND NOTICE OF SPECIAL GENERAL MEETING

A notice convening the special general meeting of GOLDEN RESOURCES DEVELOPMENT INTERNATIONAL LIMITED to be held at Conference Room, 31/F, Billion Plaza, 8 Cheung Yue Street, Cheung Sha Wan, Kowloon, Hong Kong on Tuesday, 31 January 2023 at 11:00 a.m. is set out on pages 6 to 7 of this circular. If you do not propose to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's Branch Share Registrar and Transfer Office in Hong Kong, Tricor Standard Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong as soon as possible and in any event not later than forty-eight hours before the time appointed for holding of the meeting or any adjournment thereof.

PRECAUTIONARY MEASURES FOR THE SGM

Please see page 1 of this circular for measures to be taken to prevent and control the spread of the Coronavirus Disease (COVID-19) at the SGM, including:

- **compulsory body temperature checks;**
- **compulsory wearing of surgical face masks for each attendee; and**
- **no distribution of gift and no refreshment will be served.**

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the venue of the SGM, but will be able to vote by submitting a voting slip to the scrutineer at the entrance of the venue. The Company also encourages its shareholders to consider appointing the chairman of the meeting as its/his/her proxy to vote on the relevant resolutions at the SGM as an alternative to attending the meeting in person. Physical attendance by a shareholder is not necessary for the purpose of exercising voting rights.

Hong Kong, 12 December 2022

CONTENTS

	<i>Page</i>
PRECAUTIONARY MEASURES FOR THE SGM	1
DEFINITION	2
LETTER FROM THE BOARD	
1 Adoption of Chinese Name as Secondary Name	3
2 SGM.....	5
3 Voting by way of poll.....	5
4 Responsibility Statement	5
5 Recommendation	5
NOTICE OF SPECIAL GENERAL MEETING	6

PRECAUTIONARY MEASURES FOR THE SGM

In view of the ongoing Coronavirus Disease (“COVID-19”) pandemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the SGM to protect the attending Shareholders, staffs and other stakeholders from the risk of infection:

- (i) Compulsory body temperature check will be conducted on every Shareholder, proxy and other attendee at the entrance of the SGM venue. Any person with a body temperature of over 37.4 degrees Celsius will not be admitted to the SGM venue.
- (ii) All Shareholders, proxies and other attendees are required to wear self-prepared surgical face masks at all time at the SGM venue (including queuing for registration outside the SGM venue and throughout the SGM), and to maintain a safe distance between seats.
- (iii) Every Shareholder, proxy and other attendee who has any flu-like symptoms or subject to any Hong Kong Government prescribed quarantine or has close contact with any person under quarantine will not be admitted to the SGM venue.
- (iv) No distribution of gift and no refreshment will be served at the SGM.

To the extent permitted under the laws of Hong Kong, the Company reserves the right to deny entry into the SGM venue or require any person to leave the SGM venue in order to ensure the safety of the attendees at the SGM. Nonetheless, any person who has been denied entry will be able to vote by submitting a voting slip to the scrutineer at the entrance of the venue.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the SGM arrangements at short notice. Shareholders should check the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at <http://www.grdil.com> for future announcements and updates on the SGM arrangements.

In the interest of all stakeholders’ health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the SGM is not necessary for the purpose of exercising voting rights. As an alternative, by using form of proxy with voting instructions inserted, Shareholders may appoint the chairman of the SGM as their proxy to vote on the relevant resolutions at the SGM instead of attending the SGM in person.

The form of proxy is attached to this circular. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

DEFINITIONS

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

“Adoption of Chinese Name as Secondary Name”	the adoption of the Chinese Secondary Name as the secondary name of the Company
“Board”	the board of Directors, including the Independent Non- executive Directors
“Chinese Secondary Name”	the Chinese name “金源發展國際實業有限公司” to be adopted and registered as the secondary name of the Company
“Company”	GOLDEN RESOURCES DEVELOPMENT INTERNATIONAL LIMITED, a company incorporated in Bermuda with limited liability, with its Shares listed on the Stock Exchange
“Directors”	the Directors of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Identified Name”	the Chinese name “金源米業國際有限公司” currently used by the Company for identification purposes only
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be held at Conference Room, 31/F, Billion Plaza, 8 Cheung Yue Street, Cheung Sha Wan, Kowloon, Hong Kong on Tuesday, 31 January 2023 at 11:00 a.m. or any adjournment thereof, notice of which is set out on pages 6 to 7 of this circular
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



GOLDEN RESOURCES DEVELOPMENT INTERNATIONAL LIMITED

金源米業國際有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 677)

Executive Directors:

Laurent LAM Kwing Chee (*Chairman*)

Anthony LAM Sai Ho

(Vice Chairman and Chief Executive Officer)

LAM Sai Mann

Morna YUEN Mai-tong

TSANG Siu Hung

Non-executive Director:

Dennis LAM Saihong

Independent Non-executive Directors:

Joseph LAM Yuen To

Michael YU Tat Chi

Ronald YAN Mou Keung

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Head Office and Principal Place of

Business in Hong Kong:

Golden Resources Centre

2-12 Cheung Tat Road

Tsing Yi Island

New Territories

Hong Kong

Hong Kong, 12 December 2022

To shareholders

Dear Sir or Madam,

PROPOSED ADOPTION OF CHINESE NAME AS SECONDARY NAME AND NOTICE OF SPECIAL GENERAL MEETING

1. ADOPTION OF CHINESE NAME AS SECONDARY NAME

The Company has been using the Identified Name for identification purposes only since September 2001. The Board proposes to put forward to the Shareholders a proposal to adopt and register the Chinese Secondary Name “金源發展國際實業有限公司” as the secondary name of the Company and in place of the Identified Name. The English name of the Company will remain unchanged.

LETTER FROM THE BOARD

Conditions for the Adoption of Chinese Name as Secondary Name

The proposed Adoption of Chinese Name as Secondary Name is subject to the following conditions:

- (a) the passing of a special resolution by the Shareholders at the SGM to approve the proposed Adoption of Chinese Name as Secondary Name; and
- (b) the Registrar of Companies in Bermuda having approved the proposed Adoption of Chinese Name as Secondary Name.

Subject to the satisfaction of the conditions set out above, the proposed Adoption of Chinese Name as Secondary Name will take effect from the date on which the Registrar of Companies in Bermuda registers the secondary name of the Company as set out in the certificate of secondary name to be issued by the Registrar of Companies in Bermuda. The Company will carry out all necessary registration and/or filing procedures with the Registrar of Companies in Bermuda and the Companies Registry in Hong Kong.

Reasons for the Adoption of Chinese Name as Secondary Name

The Board considers that the proposed Adoption of Chinese Name as Secondary Name will improve the Company's corporate image while facilitating the Company's future development and is therefore in the interests of the Company and the Shareholders as a whole.

Effect of the Adoption of Chinese Name as Secondary Name

The proposed Adoption of Chinese Name as Secondary Name will not, of itself, affect any of the rights of the Shareholders. All existing share certificates of the Company bearing the existing name of the Company will, after the proposed Adoption of Chinese Name as Secondary Name has become effective, continue to be evidence of legal title to the Shares and valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of existing share certificates of the Company for new share certificates bearing the primary and secondary names of the Company. Upon the proposed Adoption of Chinese Name as Secondary Name becoming effective, the Shares will be traded on the Stock Exchange under the existing English name and the Chinese Secondary Name and the Board will adopt a new Chinese stock short name for the Company correspondingly.

Further announcement(s) will be made by the Company to inform the Shareholders of, among other things, the effective date of the Chinese Secondary Name and the adoption of a corresponding Chinese stock short name for trading of the Shares on the Stock Exchange as and when appropriate.

LETTER FROM THE BOARD

2. SGM

The notice convening the SGM, which contains, inter alia, a special resolution to approve the Adoption of Chinese Name as Secondary Name, is set out on pages 6 to 7 of this circular. Shareholders are advised to read the notice and to complete and return the form of proxy for use at the SGM in accordance with the instructions printed thereon.

As no Shareholder has a material interest in the proposed Adoption of Chinese Name as Secondary Name, no Shareholder is required to abstain from voting on the resolution proposed to consider and approve the proposed Adoption of Chinese Name as Secondary Name at the SGM.

3. VOTING BY WAY OF POLL

Pursuant to rule 13.39(4) of the Listing Rules, all votes of Shareholders at the SGM must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the SGM pursuant to the bye-laws of the Company and the Company will announce the results of the poll in the manner prescribed under rule 13.39(5) of the Listing Rules.

4. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

5. RECOMMENDATION

The Directors believe that the Adoption of Chinese Name as Secondary Name is in the interests of the Company and its Shareholders. Accordingly, the Directors recommend that all Shareholders vote in favour of the resolution to be proposed at the SGM.

Yours faithfully,
Laurent LAM Kwing Chee
Chairman

NOTICE OF SPECIAL GENERAL MEETING



GOLDEN RESOURCES DEVELOPMENT INTERNATIONAL LIMITED

金源米業國際有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 677)

NOTICE IS HEREBY GIVEN that the Special General Meeting (the “SGM”) of Golden Resources Development International Limited (the “Company”) will be held at Conference Room, 31/F, Billion Plaza, 8 Cheung Yue Street, Cheung Sha Wan, Kowloon, Hong Kong on Tuesday, 31 January 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies in Bermuda being obtained, the Chinese name “金源發展國際實業有限公司” be adopted as the secondary name of Company with effect from the date on which the Registrar of Companies in Bermuda registers the secondary name of the Company as set out in the certificate of secondary name to be issued by the Registrar of Companies in Bermuda and the English name of the Company, “GOLDEN RESOURCES DEVELOPMENT INTERNATIONAL LIMITED”, to remain unchanged, and **THAT** the directors and/or the company secretary of the Company be and are hereby authorized to do all such acts and things and execute such further documents and take all steps which, in their opinion may be necessary, desirable or expedient to implement and give effect to the aforesaid adoption of the Chinese name as the secondary name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board

Golden Resources Development International Limited

Laurent LAM Kwing Chee

Chairman

Hong Kong, 12 December 2022

Head Office and Principal Place of Business in Hong Kong:

Golden Resources Centre

2-12 Cheung Tat Road

Tsing Yi Island

New Territories

Hong Kong

NOTICE OF SPECIAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's Branch Share Registrar in Hong Kong, Tricor Standard Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong not less than forty-eight hours before the time appointed for holding the SGM or any adjournment thereof.
3. The Register of Members of the Company will be closed from Friday, 20 January 2023 to Tuesday, 31 January 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. Members whose names appear on the Register of Members of the Company at the close of business on Thursday, 19 January 2023 will be entitled to attend and vote at the SGM. All transfers of shares accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's Branch Share Registrar and Transfer Office in Hong Kong, Tricor Standard Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Thursday, 19 January 2023.
4. The Company will implement the following precautionary measures at the SGM against the COVID-19 pandemic to protect the members from the risk of infection:
 - (i) compulsory body temperature check and hands sterilization will be conducted for every member or proxy at the entrance of the venue. Any person with a body temperature of over 37.4 degrees Celsius will not be admitted to the venue;
 - (ii) every member or proxy is required to wear a self-prepared surgical face mask throughout the meeting. Any person who refuses to follow the aforesaid will not be admitted to the venue;
 - (iii) every member or proxy who has any flu-like symptoms or subject to any Hong Kong Government prescribed quarantine or has close contact with any person under quarantine will not be admitted to the venue; and
 - (iv) no distribution of gift and no refreshment will be served at the SGM.

Furthermore, the Company wishes to strongly advise the members, particularly those who are unwell or subject to quarantine in relation to COVID-19, that they may appoint the chairman of the SGM as a proxy to vote on the resolutions, instead of attending the SGM in person, by completing and return the proxy form enclosed with this circular.