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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 Monday, 5 June 2023 at 11:00 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 2022 and the reports of the directors of the Company (the “**Director(s)**”) and auditors of the Company for the year ended 31 December 2022.
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. To re-elect Mr. Zhao John Huan as executive Director.
4. To re-elect Mr. Geng Tao as executive Director.
5. To re-elect Mr. Jin Qingjun as independent non-executive Director.
6. To authorise the Board to fix the remuneration of the Directors.

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

“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 of 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 passing this Resolution and the said approval shall be limited accordingly;

- (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).

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

“**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
- (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.”

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

“THAT

conditional upon Resolutions 7 and 8 being passed, the general mandate to the Director pursuant to Resolution 7 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 8 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.”

SPECIAL RESOLUTION

10. To consider and, if thought fit, pass with or without modification the following resolution as a special resolution:

“**THAT** the amendments to the memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) set out in Appendix III to the circular of the Company dated 28 April 2023 of which this notice forms part be and are hereby approved and the amended and restated Memorandum and Articles of Association (a copy of which having been produced before the meeting and signed by the chairman of the meeting for the purpose of identification) be and is hereby adopted as the new memorandum and articles of association of the Company.”

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

Hong Kong, 28 April 2023

As at the date of this notice, the Board comprises two executive Directors, namely Mr. Zhao John Huan (Chairman) and Mr. Geng Tao (Chief Executive Officer); one non-executive Director, namely Mr. Tam Terry Sze Ying; 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 head 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.
- (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 17/F, Far East Finance Centre, 16 Harcourt Road, 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, not less than 48 hours before the time appointed for holding of the annual general meeting (i.e. no later than 11:00 a.m. on Saturday, 3 June 2023) or any adjourned meeting (as the case may be). Completion and return of a form of proxy will not preclude a member from attending 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 to be 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 Tuesday, 30 May 2023 to Monday, 5 June 2023, 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 Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 29 May 2023.
- (6) References to time and dates in this circular are to Hong Kong time and dates.