
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 2023, at 1:30 p.m. is set out on pages 14 to 18 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.goldstoneinvest.com>).

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.

Hong Kong, 28 April 2023

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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 2023, at 1:30 p.m., the notice of which is set out on pages 14 to 18 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 30 June 2022 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”	21 April 2023, 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 8 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

166–168 Gloucester Road

Wan Chai

Hong Kong

28 April 2023

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 30 June 2022, 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 2024; (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 30 June 2022, 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 2024; (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

Pursuant to Article 88(1) of the Articles of Association of the Company, Ms. Li Ye, Mr. Lai Kim Fung and Mr. Wong Yiu Kit, Ernest 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 2023, at 1:30 p.m..

From 27 June 2023 to 30 June 2023, 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 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 26 June 2023.

LETTER FROM THE BOARD

A form of proxy for the Annual General Meeting is enclosed herewith. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.goldstoneinvest.com>). 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.

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 2022 (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.

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>
2022		
April	0.138	0.100
May	0.130	0.077
June	0.113	0.070
July	0.071	0.062
August	0.078	0.057
September	0.061	0.061
October	0.080	0.061
November	0.070	0.070
December	0.075	0.047
2023		
January	0.043	0.025
February	0.034	0.024
March	0.031	0.024
April (up to the Latest Practicable Date)	0.024	0.024

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.

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 2022.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE RESOLUTION

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 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:

Ms. LI Ye, aged 40, was appointed as a Non-executive Director of the Company on 7 October 2020. She was the co-founder of Vallyn Culture Group Co., Ltd. from July 2017 to August 2020, and was responsible for brand cooperation with companies in the TMT field. Previously, she worked in the Internet industry for seven years and joined sina.com in 2007. After that, she served as the deputy director of media Weibo operation, responsible for global media cooperation and media Weibo management. She served as the corporate development and strategy director of Mei Ah Entertainment Group Ltd. from July 2015, responsible for the group brand management, Internet platform cooperation and investment analysis of new media projects. Ms. Li graduated from Harbin Institute of Technology with a Master of Art in 2007.

Ms. Li 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 her appointment can be terminated by one month's notice in writing. Under the said agreement, Ms. Li is entitled to a remuneration of HK\$60,000 per month by reference to her duties and responsibilities with the Company, the Company's performance and the market situation. Apart from the director's emoluments, Ms. Li is also entitled to discretionary bonus.

Save as disclosed herein, Ms. Li is not connected with any Directors, senior management, substantial shareholder or controlling shareholder of the Company. As at the Latest Practicable Date, Ms. Li had personal interests in 1,000,000 Shares and family interests in 600,000 Shares, in aggregate representing approximately 0.074% of the total issued Shares. Save as disclosed herein, Ms. Li 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 Ms. Li 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 Ms. Li as a non-executive director.

Mr. LAI Kim Fung, aged 56, was appointed as an Independent Non-executive Director of the Company on 1 September 2020. He holds a postgraduate certificate in Professional Accounting from City University of Hong Kong and master of business administration from University of Exeter in the United Kingdom. Mr. Lai, previously worked in various international banks and investment banks, has over 28 years of professional experience with commercial and investment banking, corporate finance, treasury, merger and acquisition and investment management focusing on the Great China. Mr. Lai also worked for China Tourism Group Co., Ltd., a state-owned enterprise of the People's Republic of China, and its subsidiaries for 19 years. He served as the vice president of CTS Investment Inc. USA, and was one of the founding members of China Travel Financial Holdings Co., Ltd.

Mr. Lai is currently the chairman of Industry Development Committee of Hong Kong Society of Artificial Intelligence and Robotics and the founding member of China Mergers and Acquisitions Association (Hong Kong) Limited. He is also an independent non-executive director of the China Aviation Flying Shark Global Credit Fund, a fund under AVIC Capital International Holding Co., Ltd.

Mr. Lai also has positions in listed companies, he is currently (i) an independent non-executive director of Ocean Star Technology Group Limited (stock code: 8297), the share of which are listed on the GEM of the Stock Exchange; and (ii) an independent director of Metalpha Technology Holding Limited (NASDAQ: MATH) (formerly known as Dragon Victory International Limited (NASDAQ: LYL)), the shares of which are listed on The Nasdaq Capital Market. He was an executive director and a chief executive officer of the DTXS Silk Road Investment Holdings Company Limited (stock code: 620), the shares of which are listed on the main board of the Stock Exchange, since 7 August 2017 and re-designated to be an executive director and a co-chief executive officer on 16 June 2020 until 31 August 2020.

Mr. Lai 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. Lai 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. Lai is also entitled to discretionary bonus.

Save as disclosed herein, Mr. Lai is not connected with any Directors, senior management, substantial shareholder or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Lai 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. Lai 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. Lai as an non-executive director.

Mr. WONG Yiu Kit, Ernest, aged 55, was appointed as an Independent Non-executive Director of the Company on 1 December, 2020. He has over 30 years of experience in venture capital, corporate finance, business development and general management. He is the president and group chief financial officer of KVB Holdings Limited (“**KVB**”). Mr. Wong is an independent non-executive director of Progressive Path Group Holdings Limited (Stock Code: 1581) and Aidigong Maternal & Child Health Limited (Stock Code: 286), Kwong Luen Engineering Holdings Limited (Stock Code: 1413) and C&D Newin Paper & Pulp Corporation Limited (Stock Code: 731), the shares of such companies are listed on the Stock Exchange. During the past three years, an independent non-executive director of HongDa Financial Holding Limited (now known as China Wood International Holding Co., Limited) (Stock Code: 1822) until July 2020 and Renheng Enterprise Holdings Limited (Stock Code: 3628) until June 2022; and was an executive director, the chief financial officer and the company secretary of KVB

Kunlun Financial Group Limited (now known as CLSA Premium Limited) (Stock Code: 6877) until August 2019, the shares of which are listed on the Stock Exchange. Moreover, during the past three years, Mr. Wong was a non-executive director of Adamas Finance Asia Limited (LON Stock Code: JADE) until June 2019, this company is listed on the London Stock Exchange.

Mr. Wong obtained a master's degree in management from Saïd Business School of Oxford University, a bachelor's degree in business administration from The University of Hong Kong, a master's degree of science in investment management from The Hong Kong University of Science and Technology and a master's degree of science in electronic engineering from the Chinese University of Hong Kong. Mr. Wong was admitted as a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Accountants in England and Wales and the Hong Kong Securities and Investment Institute. He was admitted as a chartered financial analyst of the Institute of Chartered Financial Analysts. He is also the court member of The University of Hong Kong, and the global council member of the Association of Chartered Certified Accountants.

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\$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. 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 re-election of Mr. Wong as an 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 2023 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 2022.
2. To re-elect Ms. Li Ye as a non-executive director of the Company.
3. To re-elect Mr. Lai Kim Fung as an independent non-executive director of the Company.
4. To re-elect Mr. Wong Yiu Kit, Ernest as an independent 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.

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

NOTICE OF ANNUAL GENERAL MEETING

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
- (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

NOTICE OF ANNUAL GENERAL MEETING

- (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
- (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.”

NOTICE OF ANNUAL 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, 28 April 2023

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 2023 to 30 June 2023, 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 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 26 June 2023.
- (3) A form of proxy for use at the meeting is enclosed.
- (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.

NOTICE OF ANNUAL GENERAL MEETING

- (6) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either in personal 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) If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at or after 09:00 a.m. on Friday, 30 June 2023, the above meeting will not be held on Friday, 30 June 2023 but will be held on the first business day immediately after that date at the same time and place. The Company will post an announcement on the websites of the Company and The Stock Exchange of Hong Kong Limited to notify the Shareholders.