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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 advisers.

If you have sold or transferred all your shares in **Goldstone Capital Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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金石資本集團有限公司
GOLDSTONE CAPITAL GROUP LIMITED
(Incorporated in Bermuda with limited liability)
(Stock code: 1160)

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Units 1203B, 1204–1205, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Wednesday, 30 August 2023 at 11:00 a.m. is set out on pages 24 to 29 of this circular.

A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with this circular for despatch to the Shareholders. Whether or not you intend to attend and/or vote the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time for holding the Annual General Meeting or any adjournment thereof. 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 adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

24 July 2023

DEFINITIONS

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

| | |
|----------------------------|--|
| “2022 AGM” | the annual general meeting of the Company held on 30 August 2022 |
| “Annual General Meeting” | the annual general meeting of the Company to be convened and held at Units 1203B, 1204–1205, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong at 11:00 a.m. on Wednesday, 30 August 2023 and any adjournment thereof, the notice of which is set out on pages 24 to 29 of this circular |
| “Audit Committee” | the audit committee of the Board |
| “Board” | the board of Directors |
| “Bye-laws” | the bye-laws of the Company, as amended from time to time |
| “close associates” | has the meaning ascribed to it under the Listing Rules |
| “Companies Act” | the Companies Act 1981 of Bermuda, as amended, supplemented or modified from time to time |
| “Company” | Goldstone Capital Group Limited, an exempted company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1160) |
| “connected person” | has the meaning ascribed to it under the Listing Rules |
| “controlling shareholder” | has the meaning ascribed to it under the Listing Rules |
| “core connected person(s)” | has the meaning ascribed to it under the Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “Extension Mandate” | a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the General Mandate |

DEFINITIONS

| | |
|---------------------------|---|
| “General Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares up to a maximum of 20% of the aggregate number of Shares in issue as at the date of passing of the relevant ordinary resolution at the Annual General Meeting |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Latest Practicable Date” | 14 July 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Nomination Committee” | the nomination committee of the Board |
| “PRC” | the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of China and Taiwan |
| “Proposals” | the proposals regarding (i) the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the re-election of Directors; and (iii) the re-appointment of the auditors of the Company |
| “Remuneration Committee” | the remuneration committee of the Board |
| “Repurchase Mandate” | a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares, the aggregate number of which shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing the relevant ordinary resolution at the Annual General Meeting |
| “SFO” | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong |
| “Share(s)” | ordinary share(s) of HK\$0.10 each in the share capital of the Company |

DEFINITIONS

| | |
|-------------------|--|
| “Shareholder(s)” | holder(s) of Share(s) |
| “Share Registrar” | Union Registrars Limited, the branch share registrar and transfer office of the Company in Hong Kong |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | The Codes on Takeovers and Mergers and Share Buy-backs |
| “%” | per cent. |

LETTER FROM THE BOARD

金石資本集團有限公司
GOLDSTONE CAPITAL GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1160)

Non-executive Directors:

Mr. Huang Bin (*Chairman*)
Mr. Chen Huaiyuan
Mr. Lam King
Mr. Xu Lin

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-executive Directors:

Mr. Hung Hoi Ming Raymond
Mr. Ning Fong
Ms. Wan Yuk Ling

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

Room 1801A, 18/F
Bank of America Tower
12 Harcourt Road
Admiralty
Hong Kong

24 July 2023

To the Shareholders

Dear Sir or Madam

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; AND
(2) RE-ELECTION OF DIRECTORS;**

INTRODUCTION

The purpose of this circular is to provide you with information in connection with the Proposals and to give you notice of the Annual General Meeting.

Resolutions to be proposed at the Annual General Meeting, in addition to ordinary business, include the ordinary resolutions in relation to (a) the proposed grant of the General Mandate, the Repurchase Mandate and the Extension Mandate; (b) the proposed re-election of the Directors; and (c) the proposed re-appointment of the auditors of the Company.

LETTER FROM THE BOARD

GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

The following mandates, which were granted to the Directors pursuant to the ordinary resolutions passed by the Shareholders at the 2022 AGM, will expire at the conclusion of the Annual General Meeting:

- (A) a general unconditional mandate to allot, issue and deal with Shares with an aggregate number of not exceeding 20% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution;
- (B) a general unconditional mandate to exercise all the powers of the Company to repurchase Shares with an aggregate number of not exceeding 10% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution; and
- (C) the power to extend the general mandate mentioned in paragraph (A) immediately above by an amount representing the aggregate number of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares as referred to in paragraph (B) immediately above.

In view of the forthcoming expiration of the mandates granted to the Directors as mentioned above, the following ordinary resolutions, among other matters, will be proposed at the Annual General Meeting:

- (1) that the Directors be granted the General Mandate to exercise the powers of the Company to allot, issue and otherwise deal with Shares up to a maximum of 20% of the aggregate number of Shares in issue as at the date of passing of such resolution;
- (2) that the Directors be granted the Repurchase Mandate to enable them to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose up to a maximum of 10% of the aggregate number of Shares in issue as at the date of passing of such resolution; and
- (3) that the Directors be granted the Extension Mandate to increase the total number of Shares which may be allotted, issued and dealt with under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

The General Mandate, the Repurchase Mandate and the Extension Mandate will each expire (a) at the conclusion of the next annual general meeting of the Company following the Annual General Meeting; or (b) at the end of the period within which the next annual general meeting of the Company is required by the Companies Act or the Bye-laws to be held; or (c) when the authority given to the Directors thereunder is revoked or varied by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company, whichever is the earliest.

Based on 237,271,250 Shares in issue as at the Latest Practicable Date and on the basis that no new Shares will be issued and no Shares will be repurchased by the Company for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting:

- (1) subject to the passing of the proposed resolution granting the General Mandate to the Directors, the Company will be allowed under the General Mandate to allot and issue up to a maximum of 47,454,250 Shares, representing 20% of the Shares in issue as at the Latest Practicable Date; and
- (2) subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 23,727,125 Shares, representing 10% of the Shares in issue as at the Latest Practicable Date.

The Board has no immediate plans to allot and issue any new Shares other than Shares which may fall to be allotted and issued upon the exercise of any options granted under any share option scheme of the Company or any scrip dividend scheme of the Company which may be approved by the Shareholders.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable them to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of seven Directors, namely:

| Non-executive Directors | Date of appointment |
|-----------------------------------|--|
| Mr. Huang Bin (<i>Chairman</i>) | 11 October 2022 |
| Mr. Chen Huaiyuan | 1 April 2022 |
| Mr. Lam King | 1 April 2022 and re-designated on 1 August 2022 |
| Mr. Xu Lin | 1 December 2022 |

| Independent non-executive Directors | Date of appointment |
|--|----------------------------|
| Mr. Hung Hoi Ming Raymond | 1 August 2022 |
| Mr. Ning Fong | 11 October 2022 |
| Ms. Wan Yuk Ling | 31 December 2022 |

According to Bye-law 113(A) of the Bye-laws, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three (3), then the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

By virtue of Bye-law 113(A) of the Bye-laws, Mr. Chen Huaiyuan will retire and, being eligible, offer himself for re-election at the Annual General Meeting.

Pursuant to Bye-law 117 of the Bye-laws, a Director appointed either to fill a casual vacancy or as an additional Director shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

By virtue of Bye-law 117 of the Bye-laws, Mr. Huang Bin, Mr. Xu Lin, Mr. Ning Fong and Ms. Wan Yuk Ling will retire and, being eligible, offer themselves for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

The Nomination Committee, having reviewed the composition of the Board and in view of the diverse and different educational background, professional knowledge and experience in the respective fields of each of the Directors proposed to be re-elected, had nominated each of Mr. Huang Bin, Mr. Chen Huaiyuan, Mr. Xu Lin, Mr. Ning Fong and Ms. Wan Yuk Ling to the Board for it to recommend to the Shareholders for re-election at the Annual General Meeting.

Each of the Directors proposed to be re-elected at the Annual General Meeting abstained from the discussion and voting on their respective recommendations throughout the nomination processes.

The nominations were made by the Nomination Committee in accordance with the nomination policy of the Company and took into account a wide range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of services, with due regard of the benefits of diversity as set out under the board diversity policy of the Company. None of the Directors who is nominated for re-election at the Annual General Meeting holds seven or more directorship in any listed companies.

The Nomination Committee has assessed and satisfied with the independence of each of the independent non-executive Directors including Mr. Ning Fong and Ms. Wan Yuk Ling based on reviewing their annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that all of them remain independent.

The Board is of the view that the re-election of Mr. Huang Bin, Mr. Chen Huaiyuan, Mr. Xu Lin, Mr. Ning Fong and Ms. Wan Yuk Ling as Directors will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to fulfil the requirements of the Company's business.

Accordingly, the Board accepted the recommendations of the Nomination Committee and recommended each of the Directors, namely Mr. Huang Bin, Mr. Chen Huaiyuan, Mr. Xu Lin, Mr. Ning Fong and Ms. Wan Yuk Ling, to stand for re-election at the Annual General Meeting.

The particulars of these Directors which are required to be disclosed under the Listing Rules are set out in Appendix I to this circular.

ACTIONS TO BE TAKEN

Set out on pages 24 to 29 of this circular is a notice convening the Annual General Meeting at which ordinary resolutions will be proposed to the Shareholders to consider and approve, among other matters, the following:

- (a) the proposed grant of the General Mandate, the Repurchase Mandate and the Extension Mandate;

LETTER FROM THE BOARD

- (b) the proposed re-election of Directors; and
- (c) the proposed re-appointment of the auditors of the Company.

A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with this circular for despatch to the Shareholders. Whether or not you intend to attend and/or vote the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, the same with the Share Registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time for holding the Annual General Meeting or any adjournment thereof. 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 adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

RECOMMENDATIONS

The Directors consider that the Proposals to be proposed at the Annual General Meeting are in the best interest of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of such resolutions at the Annual General Meeting.

GENERAL

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.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
By Order of the Board
Goldstone Capital Group Limited
Huang Bin
Chairman

This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 237,271,250 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no new Shares are issued and no Shares are repurchased for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 23,727,125 Shares, representing 10% of the issued share capital of the Company as at the date of passing of the relevant ordinary resolution.

3. REASONS FOR THE REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. 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 earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Bye-laws, the Companies Act, other applicable laws of Bermuda and the Listing Rules. A listed company is prohibited from repurchasing its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Under the Companies Act, repurchases by the Company may only be made out of the capital paid up on the relevant Shares, out of the funds of the Company which would otherwise be available for dividend or distribution, or out of the proceeds of a fresh issue of Shares made for the purposes of the repurchase. Any premium payable on a repurchase over the par value of the relevant Shares may only be provided for out of funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account before the relevant Shares are repurchased.

5. MATERIAL ADVERSE IMPACT IN THE EVENT OF REPURCHASE IN FULL

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period, it might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 March 2023, being the date of its latest published audited financial statements were made up. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the twelve calendar months immediately preceding (and including) the Latest Practicable Date were as follows:

| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
|--|-------------------------------|------------------------------|
| 2022 | | |
| July | —* | —* |
| August | 1.200 | 0.780 |
| September | 1.480 | 0.830 |
| October | 1.130 | 0.800 |
| November | 1.120 | 0.820 |
| December | 0.980 | 0.780 |
| 2023 | | |
| January | 0.850 | 0.700 |
| February | 0.740 | 0.710 |
| March | 0.810 | 0.550 |
| April | 0.650 | 0.310 |
| May | 0.450 | 0.385 |
| June | 0.420 | 0.280 |
| July (up to the Latest Practicable Date) | —* | —* |

* *There was no trading of Shares during the month.*

7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda and in accordance with the regulations set out in the memorandum of association of the Company and the Bye-laws.

8. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the Annual General Meeting.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has any such connected person undertaken not to sell any Shares held by him/her/it to the Company, in the event that the grant of the Repurchase Mandate to the Directors is approved by the Shareholders at the Annual General Meeting.

9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a share repurchase a Shareholder's proportionate interest in the voting rights of the Company increases pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following entities/persons were directly or indirectly interested in 5% or more of the issued Shares:

| Name | Capacity | Number of Shares | Approximate percentage of shareholding existing (Note 3) | Approximate percentage of shareholding if the Repurchase Mandate is exercised in full (Note 4) |
|---------------------------------|------------------|------------------------|--|--|
| Renown Future Limited | Beneficial owner | 88,129,080 | 37.14% | 41.27% |
| Treasure Isle Global Limited | Beneficial owner | 25,954,878 (Note 1) | 10.94% | 12.15% |
| Gold Pond International Limited | Beneficial owner | 23,600,000 (Note 2) | 9.95% | 11.05% |
| DT Capital Limited | Beneficial owner | 21,500,000 | 9.06% | 10.07% |

Notes:

- (1) Treasure Isle Global Limited is a company incorporated in the British Virgin Islands and is beneficially owned as to 50% by Mr. Li Bohan ("Mr. Li") and 50% by Mr. Zhang Jianming ("Mr. Zhang"). Each of Mr. Li and Mr. Zhang is deemed to be interested in the 25,954,878 Shares held by Treasure Isle Global Limited by virtue of the SFO.

- (2) Gold Pond International Limited (“**GPIL**”) is a company incorporated in the British Virgin Islands and is beneficially owned as to 80% by Radiant Goldstone Holdings Limited (“**RGHL**”). RGHL is a company incorporated in Hong Kong and is beneficially owned as to 100% by Mr. Huang Bin (“**Mr. Huang**”). Mr. Huang is deemed to be interested in the 23,600,000 Shares held by GPIL by virtue of the SFO.
- (3) The percentage of shareholding is calculated on the basis of 237,271,250 Shares in issue as at the Latest Practicable Date.
- (4) The percentage of shareholding is calculated on the basis of 213,544,125 Shares on the assumption that the Repurchase Mandate was exercised in full.

On the basis of 237,271,250 Shares in issue as at the Latest Practicable Date and assuming there is no further issue or repurchase of Shares during the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, an exercise of the Repurchase Mandate in full will not result in any party becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code, or the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

10. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

The particulars of Mr. Huang Bin, Mr. Chen Huaiyuan, Mr. Xu Lin, Mr. Ning Fong and Ms. Wan Yuk Ling, who will, and being eligible, offer themselves for re-election at the AGM, required to be disclosed pursuant to Rule 13.74 of the Listing Rules are as follows:

Mr. Huang Bin (“Mr. Huang”)

Mr. Huang, aged 57, was appointed as a non-executive Director on 11 October 2022. He also serves as the chairman of the Board, the chairman of the Nomination Committee, and a member of the Remuneration Committee. He has extensive professional experience in fund and asset management as well as investment banking and direct investments. Mr. Huang previously joined CITIC Securities and established CITIC Merchant Enterprise through cooperation, which is driven by specific projects and supported by market-oriented operation to identify a unique business model that integrates investment businesses with comprehensive financing services, thereby providing international corporate clients with comprehensive solutions. After years of experience in working abroad and as a visiting scholar, such as Crédit Agricole Corporate and Investment Bank in France, Yaxin Finance in Hong Kong and subsidiaries of Scoita Capital in Canada, Mr. Huang joined the Chinese General Chamber of Commerce and served as director. Meanwhile he served as executive vice chairman of the GBA Entrepreneurs Union and in charge of technology and financial sector as well. In order to give further play to the regional advantage of “Leveraging Hong Kong’s Advantages, Meeting the Country’s Needs”, Mr. Huang organised Mainland government-owned enterprises and Mainland local state-owned enterprises in Hong Kong to cooperate and promote the development of “Guangdong-Hongkong-Macau Bay Area” based on Hong Kong. Besides implementing the transformation of technological innovation and achievement, these funds focus on introducing advanced technologies, and incubating industries.

From 19 March 2020 to 2 December 2021, Mr. Huang was the chairman and a non-executive director of Lamtex Holdings Limited (in liquidation) (“**Lamtex**”), a company previous listed on the Main Board of the Stock Exchange (delisted, previous stock code: 1041). From 3 September 2019 to 16 October 2020, Mr. Huang was an executive director of GTI Holdings Limited (in liquidation) (“**GTI**”), a company listed on the Main Board of the Stock Exchange (stock code: 3344). Since January 2022, Mr. Huang has held the position as the co-chairman (as chairman from January 2022 to February 2022) and a non-executive director of China New Economy Fund Limited, a company listed on the Main Board of the Stock Exchange (stock code: 80). Since February 2022, Mr. Huang has held the position as the co-chairman and a non-executive director of China United Venture Investment Limited, a company listed on GEM of the Stock Exchange (stock code: 8159). Since August 2022, he has also held the position as a non-executive director of Ban Loong Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 30). Mr. Huang was founder of CITIC Merchant Enterprise Management Limited and served as general manager, simultaneously, currently he is honored chairman of the company. Mr. Huang is currently a director of CITIC International Assets Management Limited. Mr. Huang is also a founder of Goldstone Investment Management Limited (formally known as Future Great Limited), a private company principally engaged in investment management.

Mr. Huang graduated from the Department of Naval Architecture and Marine Engineering of Harbin Engineering University, and subsequently received the training from the European Economic Community Visiting Scholars Program and the business management training from Northwestern University in the United States of America.

Lamtex

Lamtex is a company incorporated in Bermuda with limited liability principally engaged in securities trading and investment and property investment.

On 20 August 2020, Lamtex received a petition from Li Yiqing in the matter of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32, Laws of Hong Kong) filed in the High Court of The Hong Kong Special Administrative Region (the “**High Court**”) that Lamtex may be wound up by the High Court on the ground that Lamtex is insolvent and unable to pay its debt. The petition was filed against Lamtex for failure to settle the debt in sum of HK\$10,200,000.00.

Mr. Osman Mohammed Arab and Mr. Wong Kwok Keung, both of RSM Corporate Advisory (Hong Kong) Limited and Mr. Edward Alexander Niles Whittaker of R&H Services Limited were appointed as joint and several provisional liquidators of Lamtex on a “light touch” basis for restructuring purposes pursuant to an order made by the Supreme Court of Bermuda on 10 November 2020, and a recognition order was made by the High Court on 23 November 2020.

On 11 March 2021, Lamtex was ordered to be wound up by the High Court pursuant to the provisions of the Companies (Winding-up and Miscellaneous Provisions) Ordinance (Chapter 32, Laws of Hong Kong) and the Official Receiver by virtue of her office becomes the provisional liquidator of Lamtex. Pursuant to an order of the High Court dated 12 May 2021, Mr. Yuen Tsz Chun, Frank and Ms. Chan Hoi Yan, both of Messrs. Frank Forensic and Corporate Recovery Limited, were appointed as Joint and Several Liquidators of Lamtex. Pursuant to an announcement dated 20 April 2022 made by the Stock Exchange, the listing of the shares of Lamtex was cancelled with effect from 9:00 am on 22 April 2022.

GTI

GTI is a company incorporated in the Cayman Islands with limited liability principally engaged in in the trading of petroleum.

On 19 March 2020, GTI received a petition filed by a holder of the bonds of GTI against GTI in the High Court for an order that GTI be wound up on the basis that GTI had failed to pay the petitioner outstanding principal amount and accrued interest of the bonds in an aggregate amount of HK\$3,843,876.38 as at 21 April 2020.

Mr. Osman Mohammed Arab and Mr. Lai Wing Lun of RSM Corporate Advisory (Hong Kong) Limited, and Ms. Claire Marie Loebell of R&H Restructuring (Cayman) Ltd. were appointed as joint and several provisional liquidators of GTI on a “light touch” basis for restructuring purposes pursuant to an order made by the Grand Court of the Cayman Islands on 28 May 2020.

On 22 November 2021, GTI was ordered to be wound up by the High Court and the Official Receiver was appointed as the provisional liquidator of GTI.

Mr. Huang was appointed to the respective boards of directors of Lamtex and GTI at the time when both companies were already in financial difficulties and Mr. Huang was appointed to the respective boards with the aim to restructure and turn-around the companies. The Board therefore considers that despite both Lamtex and GTI were liquidated during Mr. Huang’s directorship or within 12 months of Mr. Huang ceasing to be director, Mr. Huang possesses the necessary character, experience, integrity and competence required by a director of a listed issuer.

Mr. Huang has entered into a letter of appointment with the Company for an initial term of three years with effect from 11 October 2022 subject to retirement by rotation and re-election in accordance with the Bye-laws. The appointment of Mr. Huang can be terminated by either party by serving not less than three month’s written notice to the other party. Mr. Huang is entitled to an annual remuneration of HK\$360,000 for his role as non-executive Director and committee members of the Company and may receive discretionary bonus or other form of remuneration as determined by the Board. The remuneration terms have been determined by arm’s length negotiation between Mr. Huang and the Company with reference to his past experience, duties and responsibilities in the Company, the prevailing market conditions and the Company’s remuneration policy.

As at the Latest Practicable Date, Mr. Huang was deemed to be interested in 23,600,000 Shares within the meaning of Part XV of the SFO, of which 23,600,000 Shares were held by Gold Pond International Limited.

Save as disclosed above, as at the Latest Practicable Date, Mr. Huang (i) did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO; (ii) did not have other relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (within the meaning of the Listing Rules); (iii) had not held any directorship in any listed public companies in the last three years preceding the Latest Practicable Date or any other position with the Company or other major appointments and professional qualifications; and (iv) had not held any directorship in the Company or any of its subsidiaries.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Chen Huaiyuan (“Mr. Chen”)

Mr. Chen, aged 42, was appointed as a non-executive Director on 1 April 2022. He graduated with a Bachelor of Science degree and a Master of Arts degree from Duke University. He is also candidacy for a Doctor of Philosophy (Ph.D.) program at the University of Pennsylvania. Mr. Chen served as an assistant researcher of the Center of Asian and Globalisation in National University of Singapore from 2012 to 2017, responsible for important international collaborative research projects, promoting research collaboration between the school and other national think tank institutions (including China, Japan and Russia). From 2018 to 2020, Mr. Chen served as an independent consultant of Shandai Ltd, providing strategic advice to small and medium sized companies and scientific research institutions. Mr. Chen served as a consultant and director of CITIC Merchant Enterprise Management Limited from 2020 to 2021, and started to serve as its chairman of the board of directors in 2022.

Mr. Chen has entered into a letter of appointment with the Company for an initial term of three years with effect from 1 April 2022 subject to retirement by rotation and re-election in accordance with the Bye-laws. The appointment of Mr. Chen can be terminated by either party by serving not less than three month’s written notice to the other party. Mr. Chen is entitled to an annual remuneration of HK\$120,000 for his role as the non-executive Director and may receive discretionary bonus or other form of remuneration as determined by the Board. The remuneration terms have been determined by arm’s length negotiation between Mr. Chen and the Company with reference to his past experience, duties and responsibilities in the Company, the prevailing market conditions and the Company’s remuneration policy.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen (i) did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO; (ii) did not have other relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (within the meaning of the Listing Rules); (iii) had not held any directorship in any listed public companies in the last three years preceding the Latest Practicable Date or any other position with the Company or other major appointments and professional qualifications; and (iv) had not held any directorship in the Company or any of its subsidiaries.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Xu Lin (“Mr. Xu”)

Mr. Xu, aged 62, was appointed as a non-executive Director on 1 December 2022. He graduated from Xian Political College, the PRC with a degree of Bachelor of Laws and held a Postgraduate Certificate in Business Administration from The Capital University of Economics and Business in the PRC. Mr. Xu is currently the chairman of Yunnan Jinggu Forestry Co., Ltd. (“**Yunnan Jinggu**”), a company listed on the Shanghai Stock Exchange (stock code: 600265). Mr. Xu has extensive working experience and experience in policy making. He worked as a director of business development of CITIC Limited, a company listed on the Main Board of the Stock Exchange (stock code: 267), the vice-president of Kaisa Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1638) and the chairman of Kaisa Financial Group Company Limited, the senior vice-president and the president of China of Chow Tai Fook Enterprises Limited, and a general manager of Chow Tai Fook Investment Limited* (周大福投資有限公司). With the exposure to various positions, Mr. Xu has solid foundation in economic theory and rich experience in management. Mr. Xu is also the vice-chairman of Enterprise Directors Association of Guangdong-Hong Kong-Macau Greater Bay Area and a member of the Social Development Expert Group of the Chief Executive’s Policy Unit Expert Group.

Since October 2020, Mr. Xu has held the position as a non-executive director of Hao Tian International Construction Investment Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1341). Since December 2020, Mr. Xu has held the position as the chairman of Yunnan Jinggu. Since December 2022, Mr. Xu has held the position as an independent non-executive director of Mei Ah Entertainment Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 391).

From April 2020 to February 2021, Mr. Xu was an executive director and the executive vice chairman of DTXS Silk Road Investment Holdings Company Limited, a company listed on the Main Board of the Stock Exchange (stock code: 620). From March 2020 to July 2020, he was an independent non-executive director of Lamtex. From October 2019 to March 2020, Mr. Xu was an executive director of Zhaobangji Properties Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1660). From March 2022 to December 2022, Mr. Xu was an independent non-executive director of China United Venture Investment Limited, a company listed on GEM of the Stock Exchange (stock code: 8159).

Lamtex

Lamtex is a company incorporated in Bermuda with limited liability principally engaged in securities trading and investment and property investment.

On 20 August 2020, Lamtex received a petition from Li Yiqing in the matter of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) filed in the High Court that Lamtex may be wound up by the High Court on the ground that Lamtex is insolvent and unable to pay its debt. The petition was filed against Lamtex for failure to settle the debt in the sum of HK\$10,200,000.00.

Mr. Osman Mohammed Arab and Mr. Wong Kwok Keung, both of RSM Corporate Advisory (Hong Kong) Limited, and Mr. Edward Alexander Niles Whittaker of R&H Services Limited were appointed as joint and several provisional liquidators of Lamtex on a “light touch” basis for restructuring purposes pursuant to an order made by the Supreme Court of Bermuda on 10 November 2020, and a recognition order was made by the High Court on 23 November 2020.

On 11 March 2021, Lamtex was ordered to be wound up by the High Court pursuant to the provisions of the Companies (Winding-up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) and the Official Receiver by virtue of her office becomes the provisional liquidator of Lamtex. Pursuant to an order of the High Court dated 12 May 2021, Mr. Yuen Tsz Chun, Frank and Ms. Chan Hoi Yan, both of Messrs. Frank Forensic and Corporate Recovery Limited, were appointed as joint and several liquidators of Lamtex. Pursuant to an announcement dated 20 April 2022 made by the Stock Exchange, the listing of the shares of Lamtex was cancelled with effect from 9:00 am on 22 April 2022.

Mr. Xu was appointed to the board of directors of Lamtex at the time when the company was already in financial difficulties and Mr. Xu was appointed to the board with the aim to restructure and turn-around the company. The Board therefore considers that despite Lamtex was liquidated during Mr. Xu’s directorship or within 12 months of Mr. Xu ceasing to be a director, Mr. Xu possesses the necessary character, experience, integrity and competence required of a director of a listed issuer.

Mr. Xu has entered into a letter of appointment with the Company for an initial term of three years with effect from 1 December 2022 subject to retirement by rotation and re-election in accordance with the Bye-laws. The appointment of Mr. Xu can be terminated by either party by serving not less than three month’s written notice to the other party. Mr. Xu is entitled to an annual remuneration of HK\$1,200,000 for his role as the non-executive Director and may receive discretionary bonus or other form of remuneration as determined by the Board. The remuneration terms have been determined by arm’s length negotiation between Mr. Xu and the Company with reference to his past experience, duties and responsibilities in the Company, the prevailing market conditions and the Company’s remuneration policy.

Save as disclosed above, as at the Latest Practicable Date, Mr. Xu (i) did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO; (ii) did not have other relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (within the meaning of the Listing Rules); (iii) had not held any directorship in any listed public companies in the last three

years preceding the Latest Practicable Date or any other position with the Company or other major appointments and professional qualifications; and (iv) had not held any directorship in the Company or any of its subsidiaries.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Ning Fong (“Mr. Ning”)

Mr. Ning, aged 55, was appointed as an independent non-executive Director on 11 October 2022. He also serves as the chairman of the Remuneration Committee, and a member of each of the Audit Committee and Nomination Committee. He graduated from the Guangzhou Institute of Foreign Languages, the PRC in 1990 with a degree of Bachelor of English Language and Literature. Mr. Ning obtained a Master Degree of Journalism from the School of Journalism and Communication from Jinan University in 2006 and a Master of Business Administration (MBA) from the School of Business, Sun Yat-sen University in 2011.

Mr. Ning has over 30 years of experience in the media industry in Hong Kong and the PRC, including being the chief reporter of Guangzhou Information Times from 1990 to 1996, a local news reporter and assistant to the president of Wen Wei Po in Hong Kong from 1997 to 2001, and a news commentator of Phoenix Infonews Channel from 2001 to 2002. From 2003 to 2007, Mr. Ning held various positions in the group of Asia Television Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 707), including the deputy head and the head of office of the chief executive officer of Asia Television Limited, and the deputy general manager of ATV CEPA Promotion Limited. From 2008 to 2011, Mr. Ning held various positions at the group of Xin Kuai Bao (新快報), including deputy general manager of Guangdong Xin Kuai Bao (廣東新快報) and deputy general manager of Australian New Express Daily. From 2012 to 2022, Mr. Ning was the executive vice president and vice president of Hong Kong Satellite TV International Media Group.

Mr. Ning has entered into a letter of appointment with the Company for an initial term of three years with effect from 11 October 2022 subject to retirement by rotation and re-election in accordance with the Bye-laws. The appointment of Mr. Ning can be terminated by either party by serving not less than three month’s written notice to the other party. Mr. Ning is entitled to an annual remuneration of HK\$240,000 for his role as independent non-executive Director and committee members of the Company and may receive discretionary bonus or other form of remuneration as determined by the Board. The remuneration terms have been determined by arm’s length negotiation between Mr. Ning and the Company with reference to his past experience, duties and responsibilities in the Company, the prevailing market conditions and the Company’s remuneration policy.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ning (i) did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO; (ii) did not have other relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (within the meaning of the Listing Rules); (iii) had not held any directorship in any listed public companies in the last three years preceding the Latest Practicable Date or any other position with the Company or other major appointments and professional qualifications; and (iv) had not held any directorship in the Company or any of its subsidiaries.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

Ms. Wan Yuk Ling (“Ms. Wan”)

Ms. Wan, aged 50, was appointed as an independent non-executive Director on 31 December 2022. She also serves as the chairman of the Audit Committee. She is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants. Ms. Wan has around 15 years of experience in investment banking, asset management and equity capital markets. From June 2020 to November 2022, Ms. Wan held the positions as the chief operating officer and a responsible officer at Theia Securities Limited (formerly known as GuanHong Securities Limited), a company incorporated in Hong Kong with limited liability and a corporation licensed to carry out Type 1 (dealing in securities), 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”); and was primarily responsible for overseeing the operations, settlement and finance department, credit risk management of margin financing business and managing securities portfolio workflow.

From October 2002 to May 2020, Ms. Wan worked at various corporations which are licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and/or Type 9 (asset management) regulated activities under the SFO.

Ms. Wan has entered into a letter of appointment with the Company for an initial term of three years with effect from 31 December 2022 subject to retirement by rotation and re-election in accordance with the Bye-laws. The appointment of Ms. Wan can be terminated by either party by serving not less than three month’s written notice to the other party. Ms. Wan is entitled to an annual remuneration of HK\$120,000 for her role as an independent non-executive Director and the chairman of the Audit Committee and may receive discretionary bonus or other form of remuneration as determined by the Board. The remuneration terms have been determined by arm’s length negotiation between Ms. Wan and the Company with reference to her past experience, duties and responsibilities in the Company, the prevailing market conditions and the Company’s remuneration policy.

Save as disclosed above, as at the Latest Practicable Date, Ms. Wan (i) did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO; (ii) did not have other relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (within the meaning of the Listing Rules); (iii) had not held any directorship in any listed public companies in the last three years preceding the Latest Practicable Date or any other position with the Company or other major appointments and professional qualifications; and (iv) had not held any directorship in the Company or any of its subsidiaries.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

金石資本集團有限公司
GOLDSTONE CAPITAL GROUP LIMITED
(Incorporated in Bermuda with limited liability)
(Stock code: 1160)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Goldstone Capital Group Limited (the “**Company**”) will be held at Units 1203B, 1204–1205, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Wednesday, 30 August 2023 at 11:00 a.m. to consider and, if thought fit, transact the following ordinary businesses:

1. to receive and approve the audited financial statements of the Company and the reports of the directors (the “**Directors**”) and the auditors (the “**Auditors**”) of the Company for the year ended 31 March 2023;
2.
 - (a) to re-elect Mr. Huang Bin as non-executive Director;
 - (b) to re-elect Mr. Chen Huaiyuan as non-executive Director;
 - (c) to re-elect Mr. Xu Lin as non-executive Director;
 - (d) to re-elect Mr. Ning Fong as independent non-executive Director;
 - (e) to re-elect Ms. Wan Yuk Ling as independent non-executive Director; and
 - (f) to authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. to re-appoint Crowe (HK) CPA Limited as the Auditors and to authorise the Board to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

and, as special businesses, to consider and, if thought fit, pass with or without modifications, each of the following resolutions as ordinary resolution:

ORDINARY RESOLUTIONS

4. “**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and all other applicable laws, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares of HK\$0.10 each in the share capital of the Company (the “**Shares**”), and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined in paragraph (d) below);
 - (ii) the exercise of options granted under the share option scheme or similar arrangement for the time being adopted by the Company from time to time;
 - (iii) any scrip dividend or similar arrangements providing for allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws (the “**Bye-laws**”) of the Company and other relevant regulations in force from time to time; or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

NOTICE OF ANNUAL GENERAL MEETING

shall not exceed 20% of the aggregate number of Shares in issue as 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, the “**Relevant Period**” means the period from the date of 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 Bye-laws or any applicable law of Bermuda to be held; and
 - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions 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, or the expenses or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act 1981 of Bermuda (as amended, supplemented or modified from time to time) and all other applicable laws as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of Shares in issue as at the date of the passing of 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 date of 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 Bye-laws or any other applicable law of Bermuda to be held; and
 - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with the unissued Shares of the Company pursuant to resolution numbered 4 above be and it is hereby extended by the addition to the aggregate number of the Shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate number of Shares of the Company repurchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.”

Yours faithfully
By Order of the Board
Goldstone Capital Group Limited
Huang Bin
Chairman

Hong Kong, 24 July 2023

NOTICE OF ANNUAL GENERAL MEETING

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Room 1801A, 18/F
Bank of America Tower
12 Harcourt Road
Admiralty
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy needs not be a member of the Company.
2. In the case of joint registered holders of any Share, any one of such joint holders may vote at the Meeting (or any adjournment thereof), either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting (or any adjournment thereof) personally or by proxy, that one of the said joint holders so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
3. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time for holding the Meeting (or any adjournment thereof).
4. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) if you so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. In relation to the proposed resolution numbered 2, the details of the Directors proposed to be re-elected are set out in Appendix II to the circular dated 24 July 2023.
6. In relation to the proposed resolutions numbered 4 and 6 above, approval is being sought from the shareholders of the Company for the grant to the Directors of the Company of a general mandate to authorise the allotment and issue of Shares under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued upon the exercise of options granted under any share option scheme of the Company or otherwise or any scrip dividend scheme of the Company which may be approved by the shareholders of the Company.
7. In relation to the proposed resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase the Company's Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular dated 24 July 2023 of which this notice of Meeting forms part.
8. The above resolutions will be put to vote at the Meeting by way of poll.

NOTICE OF ANNUAL GENERAL MEETING

9. Members whose names appear on the register of members of the Company on Wednesday, 23 August 2023 will be entitled to attend and vote at the Meeting. In order to qualify for attending and voting at the Meeting or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration by no later than 4:00 p.m. on Wednesday, 23 August 2023.
10. If Typhoon Signal No. 8 or above, "extreme conditions" caused by super typhoons, or a "black" rainstorm warning is in effect in Hong Kong any time after 7:30 a.m. on the date of the Meeting, the Meeting will be re-scheduled. The Company will post an announcement on the website of the Company at <https://www.irasia.com/listco/hk/goldstone> and on the HKEXnews website of the Stock Exchange at <https://www.hkexnews.hk> to notify the shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this notice, the Board comprises Mr. Huang Bin (Chairman), Mr. Chen Huaiyuan, Mr. Lam King and Mr. Xu Lin as non-executive Directors; and Mr. Hung Hoi Ming Raymond, Mr. Ning Fong and Ms. Wan Yuk Ling as independent non-executive Directors.