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**If you have sold or transferred** all your shares in Goldstream Investment Limited (the “**Company**”), you should at once hand this circular and accompanying proxy form to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).



## **GOLDSTREAM INVESTMENT LIMITED**

### **金涌投資有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1328)**

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

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A notice convening an annual general meeting of the Company (“**AGM**”) to be held at Suite 7008, 70/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Wednesday, 5 June 2024 at 11:00 a.m. is set out on pages 15 to 19 of this circular. Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed form of proxy to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in accordance with the instructions printed thereon as soon as practicable and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e. no later than 11:00 a.m. on Monday, 3 June 2024) or any adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in the AGM and any adjourned meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<https://www.goldstreaminvestment.com>).

References to time and dates in this circular are to Hong Kong time and dates.

26 April 2024

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened on Wednesday, 5 June 2024 at 11:00 a.m. at Suite 7008, 70/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong;
“Articles of Association”	the articles of association adopted by the Company and as amended from time to time;
“Board”	the board of Directors;
“Chairman”	chairman of the Board;
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the laws of Hong Kong;
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited;
“Company”	Goldstream Investment Limited(金涌投資有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“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”	19 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time;

## DEFINITIONS

“Memorandum”	the memorandum of association adopted by the Company and as amended from time to time;
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the total number of Shares in issue (excluding treasury shares) as at the date of the passing of the relevant resolution approving the general mandate;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Share Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with additional Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) of up to 20% the total number of Shares in issue (excluding treasury shares) as at the date of the passing of the relevant resolution approving the generate mandate;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary”	a subsidiary within the meaning of the Companies Ordinance for the time being of the Company whether incorporated in Hong Kong or elsewhere and “subsidiaries” shall be construed accordingly;
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time;
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules (as applicable); and
“%”	per cent.



**GOLDSTREAM INVESTMENT LIMITED**

**金涌投資有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1328)**

*Executive Directors:*

Mr. Zhao John Huan (*Chairman*)  
Mr. Gao Ziqi (*Chief Executive Officer*)

*Non-executive Director:*

Mr. Tam Terry Sze Ying

*Independent non-executive Directors:*

Mr. Jin Qingjun  
Mr. Lee Kin Ping Christophe  
Mr. Shu Wa Tung Laurence

*Registered office:*

Maples Corporate Services Limited  
PO Box 309, Umland House,  
Grand Cayman, KY1-1104,  
Cayman Islands

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

Suite 7008, 70/F,  
Two International Finance Centre,  
8 Finance Street,  
Central, Hong Kong

26 April 2024

*To the Shareholders*

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE 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 in respect of the resolutions to be proposed at the AGM relating to (i) the granting of the Share Issue Mandate to the Directors; (ii) the granting of the Repurchase Mandate of the Directors; and (iii) the re-election of retiring Directors, and to seek your approval of the resolutions in relation thereto to be proposed at the AGM.

This circular contains the explanatory statement as required under the Listing Rules and to give all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM.

## LETTER FROM THE BOARD

### GENERAL MANDATES TO ISSUE AND REPURCHASE OF SHARES

At the AGM, separate ordinary resolutions will be proposed to grant the general mandates to authorise the Directors (i) to allot, issue and otherwise deal with Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) of not exceeding 20% of the total number of Shares in issue (excluding treasury shares) as at the date of passing of the resolution approving the Share Issue Mandate; (ii) to exercise all powers of the Company to repurchase issued and fully paid Shares not exceeding 10% of the total number of Shares in issue (excluding treasury shares) as at the date of passing of the resolution approving the Repurchase Mandate; and (iii) to extend the general mandate granted to the Directors to allot, issue and deal with additional Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) as mentioned in paragraph (i) above by the of Shares repurchased by the Company under the Repurchase Mandate.

As at the Latest Practicable Date, there were in issue an aggregate of 11,495,494,321 Shares and the Company did not have any treasury shares. Subject to the passing of the proposed resolutions for the grant of the Share Issue Mandate and the Repurchase Mandate, and on the basis that no further Shares will be issued or repurchased and the Company does not have any treasury shares prior to the date of the AGM, exercise in full of the Repurchase Mandate will result in up to 1,149,549,432 Shares being repurchased by the Company, and the Directors will be authorised to allot and issue new Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) under the Share Issue Mandate involving a maximum of 2,299,098,864 Shares, and to the extent the Repurchase Mandate is exercised, plus the amount of Shares repurchased by the Company under the Repurchase Mandate.

The Share Issue Mandate and the Repurchase Mandate shall expire upon the earliest of (a) the conclusion of the next annual general meeting of the Company, (b) the expiry of the period within which the next annual general meeting of the Company is required to be held by law or by the Articles of Association; and (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company. The existing general mandates to issue and repurchase Shares granted to the Directors at the annual general meeting of the Company on 5 June 2023 will expire at the AGM.

### EXPLANATORY STATEMENT

An explanatory statement as required under the Listing Rules in relation to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The information in the explanatory statement aims to provide information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate.

## LETTER FROM THE BOARD

### RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. Zhao John Huan and Mr. Gao Ziqi, the non-executive Director is Mr. Tam Terry Sze Ying; and the independent non-executive Directors are Mr. Jin Qingjun, Mr. Lee Kin Ping Christophe and Mr. Shu Wa Tung Laurence.

Pursuant to Article 84(1) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third), shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Tam Terry Sze Ying, and Mr. Lee Kin Ping Christophe, will retire by rotation at the AGM and being eligible, will offer themselves for re-election at the AGM.

In addition, Mr. Gao Ziqi has been appointed by the Board as an executive Director on 22 January 2024 and pursuant to Article 83(3) of the Articles of Association, Mr. Gao Ziqi shall hold office only until the first annual general meeting of the Company after his appointment and shall be eligible for re-election. Accordingly, Mr. Gao Ziqi will retire and being eligible, offer himself for re-election at the AGM.

### RECOMMENDATION OF THE NOMINATION COMMITTEE AND THE BOARD

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of each of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and the Company's corporate strategy and the independence of all the independent non-executive Directors. The Nomination Committee and the Board therefore recommended the re-election of all the retiring Directors at the AGM. The Company considers that the retiring independent non-executive Director is independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. Details of the Directors proposed to be re-elected in the AGM are set out in Appendix II of this circular.

### GENERAL INFORMATION

The notice of the AGM is set out on pages 15 to 19 of this circular. A form of proxy for use at the AGM is enclosed herewith.

## LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<https://www.goldstreaminvestment.com>). To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not less than 48 hours before the time fixed for holding the AGM (i.e. no later than 11:00 a.m. on Monday, 3 June 2024) or any adjourned meeting (as the case maybe). The completion and return of the form of proxy will not preclude you from attending and voting in the AGM and any adjourned meeting if you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

### VOTING AT THE AGM

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. For the avoidance of doubt, holders of treasury shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings. The chairman of the AGM will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Article 66 of the Articles of Association. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

### 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 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.

### RECOMMENDATION

The Directors consider that the granting of the Share Issue Mandate and the Repurchase Mandate, and the re-election of retiring Directors are in the interest of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the forthcoming AGM.

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



*This Appendix serves as an explanatory statement given to all the Shareholders, as required by the Listing Rules, to provide all the requisite information in relation to the Repurchase Mandate.*

## **1. LISTING RULES FOR REPURCHASES OF SHARES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to briefly repurchase their fully-paid shares subject to certain restrictions, some of which are summarised below:

### **(a) Shareholders' approval**

All proposed repurchase of securities on the Stock Exchange by a company with primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by special approval of a particular transaction.

### **(b) Share capital**

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the total number of Shares in issue (excluding treasury shares) at the date of the passing of the relevant resolutions. The Company's authority is restricted to purchase in accordance with the Listing Rules. As at the Latest Practicable Date, there were in issue an aggregate of 11,495,494,321 Shares and the Company did not have any treasury shares. Exercise in full of the Repurchase Mandate, on the basis that no further Shares would be issued or repurchased prior to the date of the AGM, would accordingly result in up to 1,149,549,432 Shares being repurchased by the Company. The Shares repurchased by the Company shall, subject to applicable laws, be (i) treated by the Company as cancelled; or (ii) held by the Company as treasury shares upon such repurchase.

## **2. REASONS FOR REPURCHASE**

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase as and when appropriate and is beneficial to the Company. When exercising the Repurchase Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchases, resolve to cancel the Shares repurchased following settlement of any such repurchase or hold them as treasury shares. Shares repurchased for cancellation may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings per Share. On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Memorandum and Articles of Association, and the laws of the Cayman Islands. Share repurchases will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

As compared with the position of the Company in its financial statements for the year ended 31 December 2023 (being the most recent published audited consolidated accounts), the Directors consider that there would not be any material adverse impact on the working capital or on the gearing position of the Company in the event that the proposed repurchases were to be made in full during the proposed repurchase period. The Directors will not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

### **3.      FUNDING OF REPURCHASES**

Repurchase of the Shares will be funded out of funds legally available for such purpose in accordance with the Memorandum and Articles of Association and the applicable laws of the Cayman Islands.

The Company is empowered by its Memorandum and Articles of Association to repurchase its Shares. The Cayman Islands laws provide 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 that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on repurchase of Shares may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or out of the share premium of the Company.

### **4.      DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of the knowledge of the Directors having made all reasonable enquiries, any of the close associates (within the meaning of the Listing Rules) of any of the Directors has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

As at the Latest Practicable Date, no core connected person (within the meaning of the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Repurchase Mandate is granted.

### **5.      GENERAL**

The Directors will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Memorandum and Articles of Association and any applicable laws of the Cayman Islands.

<b>APPENDIX I      EXPLANATORY STATEMENT ON REPURCHASE MANDATE</b>
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For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury shares deposited with CCASS, and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions; or the Company shall take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

The Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

#### **6. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of Rule 26 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Company, the following shareholders were interested in 5% or more of the Company's issued share capital:

Name	Capacity	Number of Shares	Approximate percentage of interest	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Hony Gold Holdings, L.P.	Beneficial owner	7,802,539,321 <sup>(Note 1)</sup>	67.87%	75.42%
Hony Gold GP Limited	Interest in controlled corporation	7,802,539,321 <sup>(Note 1)</sup>	67.87%	75.42%
Hony Group Management Limited	Interest in controlled corporation	7,802,539,321 <sup>(Note 1)</sup>	67.87%	75.42%
Hony Managing Partners Limited	Interest in controlled corporation	7,802,539,321 <sup>(Note 1)</sup>	67.87%	75.42%
Exponential Fortune Group Limited	Interest in controlled corporation	7,802,539,321 <sup>(Note 1)</sup>	67.87%	75.42%

APPENDIX I	EXPLANATORY STATEMENT ON REPURCHASE MANDATE
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Name	Capacity	Number of Shares	Approximate percentage of interest	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Mr. Zhao John Huan	Interest in controlled corporation	7,802,539,321 <sup>(Note 1)</sup>	67.87%	75.42%
Glory Moment Investments Limited	Beneficial owner	840,000,000 <sup>(Note 2)</sup>	7.31%	8.12%
Advanced Summit Ventures Limited	Interest in controlled corporation	840,000,000 <sup>(Note 2)</sup>	7.31%	8.12%
Mr. Zhao Wen	Interest in controlled corporation	840,000,000 <sup>(Note 2)</sup>	7.31%	8.12%
Ms. Kwok King Wa	Beneficial owner	684,900,000 <sup>(Note 3)</sup>	5.96%	6.62%
Mr. Li Kin Shing	Interest of spouse	684,900,000 <sup>(Note 3)</sup>	5.96%	6.62%

*Notes:*

1. Hony Gold Holdings, L.P. is managed by Hony Gold GP Limited (as general partner). Hony Gold GP Limited is a wholly-owned subsidiary of Hony Group Management Limited, which is owned as to 80% by Hony Managing Partners Limited. Hony Managing Partners Limited is a wholly-owned subsidiary of Exponential Fortune Group Limited, which is owned by Mr. Zhao John Huan as to 49%. As such, Mr. Zhao John Huan, Exponential Fortune Group Limited, Hony Managing Partners Limited, Hony Group Management Limited and Hony Gold GP Limited are deemed to be interested in the shares in which Hony Gold Holdings, L.P. is interested under the SFO.
  
2. Glory Moment Investments Limited is a wholly-owned subsidiary of Advanced Summit Ventures Limited, of which is wholly owned by Mr. Zhao Wen. As such, Mr. Zhao Wen and Advanced Summit Ventures Limited are deemed to be interested in the shares in which Glory Moment Investments Limited is interested under the SFO.
  
3. The 684,900,000 shares are held by Ms. Kwok King Wa in person. Mr. Li Kin Shing is the spouse of Ms. Kwok King Wa and therefore deemed to be interested in the shares held by Ms. Kwok King Wa under the SFO.

<b>APPENDIX I      EXPLANATORY STATEMENT ON REPURCHASE MANDATE</b>
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In the event that the Directors shall exercise in full the Repurchase Mandate and assuming that there is no issue of Shares in the Company and the Company does not have any treasury shares, between the Latest Practicable Date and the date of a repurchase, the total interests of the above Shareholders would be increased to approximately the respective percentages shown in the last column above and such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming that there is no issue of Shares in the Company and the Company does not have any treasury shares, between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate whether in whole or in part may result in less than the relevant prescribed minimum percentage of the Shares of the Company being held by the public as required by the Stock Exchange. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed minimum percentage.

**7. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not repurchased any of the Shares during the six months immediately preceding and up to the Latest Practicable Date.

**8. SHARE PRICES**

During each of the previous 12 months and up to the Latest Practicable Date, the highest and lowest traded prices for Shares on the Main Board were as follows:

<b>Month</b>	<b>Price Per Share</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
April	0.052	0.036
May	0.045	0.037
June	0.045	0.039
July	0.042	0.042
August	0.043	0.027
September	0.036	0.028
October	0.036	0.027
November	0.034	0.028
December	0.038	0.029
<b>2024</b>		
January	0.035	0.028
February	0.032	0.028
March	0.038	0.029
April (up to the Latest Practicable Date)	0.034	0.026

*The biographical details of the Directors proposed to be re-elected at the AGM are set out below:*

Brief biographical and other details of Mr. Gao Ziqi, Mr. Tam Terry Sze Ying and Mr. Lee Kin Ping Christophe who are proposed to be re-elected at the AGM are set out as follows:

**MR. GAO ZIQI (高子奇)**, aged 36, has been appointed as an executive Director and the Chief Executive Officer of the Company, as well as the chief executive officer of Goldstream Capital Management Limited (“GCML”), a wholly owned subsidiary of the Company, with effect from 22 January 2024. Mr. Gao has been appointed as the director of GCML and Goldstream Securities Limited (“GSL”), a wholly owned subsidiary of the Company, with effect from 22 February 2024. Mr. Gao was previously a managing director at Greater Bay Area Development Fund Management Limited (“GBADFM Limited”) from June 2019 until he joined the Company in January 2024. He joined GBADFM Limited in June 2019 and was responsible for leading investments in the consumer and retail sectors in China. He was also a responsible officer for their Type 1, 4 and 9 regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”). Prior to joining GBADFM Limited, Mr. Gao worked for 8 years at Goldman Sachs (Asia) in the investment banking division as an executive director, where he led various capital market transactions in Asia.

Mr. Gao obtained a bachelor’s degree in Mathematics with First Class Honors from Imperial College, London and a master’s degree in Mathematics from Columbia University, New York City. With his strong educational foundation and extensive experience in the finance industry, Mr. Gao will bring valuable expertise to his role as an executive Director and the Chief Executive Officer.

**MR. TAM TERRY SZE YING (譚仕英)**, Mr. Tam, aged 62, was appointed as a non-executive Director in April 2022. He is a managing director and chief financial officer of Hony Capital. Mr. Tam has over 20 years’ experience in providing accounting and tax consulting services for multinational corporations and private equity institutions. Prior to joining Hony Capital, he was a partner of PricewaterhouseCoopers. He also holds a Bachelor Degree in tax accounting from Golden Gate University.

**MR. LEE KIN PING CHRISTOPHE (李建平)**, aged 54, was appointed an independent non-executive Director in December 2019. He is currently the Interim CEO of Sun Hung Kai Capital Partners Limited, as well as its responsible officer for Type 1, 4 and Type 9 regulated activities under the SFO. He has over 18 years of experience in asset management. He had been appointed as an Independent Non-Executive Director of Gracell Biotechnologies Inc. (a company listed on NASDAQ, stock code: GRCL) since July 2021 to March 2024. From January 2023 to April 2023, he was a responsible officer of IDEG Asset Management (Hong Kong) Limited for Type 1, 4 and Type 9 regulated activities under the SFO. From November 2019 to August 2022, he was a responsible officer of Lotus Asset Management Limited for Type 1, 4 and Type 9 regulated activities under the SFO. From June 2019 to September 2019, he was a licensed representative of Zheng He Capital Management Limited for Type 4 and Type 9 regulated activities under the SFO. From January 2019 to May 2019, he was a responsible officer of Lotus Asset Management Limited for Type 4 and Type 9 regulated activities under the SFO. From July 2015 to July 2018, he was a responsible officer of MZ Asset Management Limited for Type 9 regulated activities under the SFO. From May 2014 to August 2014, he was a responsible officer of Fenex Capital Management Limited for Type 9 regulated activities under the SFO. He was a licensed representative for Type 9 regulated activities under the SFO from September 2010 to November 2011 and a responsible officer for Type 9 regulated activities under the SFO from November 2010 to March 2011 of FrontPoint Management (Hong Kong), Ltd. He was the chief financial officer of OrbusNeich Medical Company Ltd. from March 2012 to March 2017, and its senior advisor from March 2017 to June 2018. He worked in Sun Hung Kai & Co. group companies from August 2000 to August 2010 with his last position as Head of Corporate Development. He worked in Goldman Sachs (Asia) LLC from February 1997 to July 2000 with his last position as executive director of the Investment Management Division. Mr. Lee was appointed as a committee member of the New Business Committee of the Financial Services Development Council of Hong Kong by the Hong Kong SAR government from March 2013 to March 2019. He was the chairman of the Hong Kong Branch of the Alternative Investment Management Association from September 2004 to August 2012. Mr. Lee was appointed as a member of the Securities and Futures Commission Advisory Committee by the Hong Kong SAR government from June 2007 to May 2009. He obtained a Bachelor of Applied Science Degree from the University of Pennsylvania in 1991.

Mr. Gao entered into a service agreement with the Company with respect to his appointments as an executive Director and the Chief Executive Officer for an initial term of three years, commencing on 22 January 2024, and will continue thereafter for successive three-year terms, and such service agreement may be terminated by either party thereto giving the other not less than one month's prior notice in writing. Mr. Gao does not receive any remuneration for serving as an executive Director and the Chief Executive Officer. Further, Mr. Gao is entitled to a remuneration of approximately HK\$2,220,000 per annum, with bonus payable at the discretion of the Board for his role as the chief executive officer of GCML. The remuneration package for Mr. Gao was determined by reference to his duties and responsibilities, experience, performance and market conditions, has been approved by the Board and the remuneration committee of the Company (the "**Remuneration Committee**") and will be reviewed by the Board and the Remuneration Committee on an annual basis. Mr. Gao is subject to retirement from office and re-election in accordance with the Listing Rules and the Articles of Association.

Mr. Tam has entered into a service agreement with the Company for an initial term of one year commencing on 22 April 2022 and will continue thereafter for successive one-year terms, and such service agreement may be terminated by either party thereto giving to the other not less than one month's prior notice in writing. He is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association. Mr. Tam does not receive any remuneration for serving as Director.

Mr. Lee has entered into an appointment letter with the Company for an initial term of one year commencing from 1 December 2019 and will continue thereafter for successive one-year terms which may be terminated by either party thereto by giving to the other one month's prior notice in writing and is subject to retirement and re-election in accordance with the Listing Rules and the Articles of Association. Mr. Lee is entitled to remuneration of HK\$220,000 per annum, which was determined with reference to his duties and responsibility with the Company, and subject to adjustment as appropriate in the future as determined by the Company.

Save as disclosed above, the above Directors did not hold any directorships in other listed public companies in the last three years preceding the Latest Practicable Date nor did they have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, none of the above Directors had any interests in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the above Directors proposed for re-election that need to be brought to the attention of the Shareholders and there is no information relating to the Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.



# NOTICE OF ANNUAL GENERAL MEETING



## GOLDSTREAM INVESTMENT LIMITED

### 金涌投資有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1328)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of GOLDSTREAM INVESTMENT LIMITED (the “**Company**”) will be held at Suite 7008, 70/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Wednesday, 5 June 2024 at 11:00 a.m. for the following purposes:–

### ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2023 and the reports of the directors of the Company (the “**Director(s)**”) and auditors of the Company for the year ended 31 December 2023.
2. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board of directors of the Company (the “**Board**”) to fix their remuneration.
3. To re-elect Mr. Gao Ziqi as executive Director.
4. To re-elect Mr. Tam Terry Sze Ying as non-executive Director.
5. To re-elect Mr. Lee Kin Ping Christophe as independent non-executive Director.
6. To authorise the Board to fix the remuneration of the Directors.

## NOTICE OF ANNUAL GENERAL MEETING

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

**“THAT**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) to allot, issue and deal with the new shares in the share capital of the Company or securities convertible into shares, options, warrants or similar rights to subscribe for shares or such convertible securities of the Company, and/or to resell treasury shares of the Company (if permitted under the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) together with the treasury shares of the Company resold by the Directors during the Relevant Period (as herein defined) pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the grant of exercise of any option under the option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and its subsidiaries and/or other eligible persons of shares or rights to acquire shares of the Company, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company (the “**Articles of Association**”), shall not exceed 20% of the total number of shares of the Company in issue (excluding treasury shares) as at the date of passing this Resolution and the said approval shall be limited accordingly;

## NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; and
  - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

“**Right Issue**” means an offer of shares or other securities of the Company or an offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China).

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

“**THAT**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange, be and is hereby generally and unconditionally approved and authorised;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the total number of shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue (excluding treasury shares) as at the date of passing this Resolution and the said approval shall be limited accordingly; and
  - (c) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; and
    - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
9. To consider and if thought fit, pass the following resolutions, with or without amendments, as ordinary resolution:

“**THAT**

conditional upon Resolutions 7 and 8 being passed, the general mandate to the Director pursuant to Resolution 7 be and is hereby extended by the addition thereto of such number of shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution 8, provided that such number of additional shares shall not exceed 10% of the total number of shares of the Company in issue (excluding treasury shares) as at the date of passing this resolution.”

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

Hong Kong, 26 April 2024

*As at the date of this notice, the Board comprises two executive Directors, namely Mr. Zhao John Huan (Chairman) and Mr. Gao Ziqi (Chief Executive Officer); one non-executive Director, namely Mr. Tam Terry Sze Ying; and three independent non-executive Directors, namely Mr. Jin Qingjun, Mr. Lee Kin Ping Christophe, and Mr. Shu Wa Tung Laurence.*

## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

- (1) The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
- (2) A member of the Company entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint another person as his proxy to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Company but must attend the annual general meeting to represent the member.
- (3) In order to be valid, the form of proxy must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with any power of attorney or other authority, under which it is signed, or a certified copy of that power of authority, not less than 48 hours before the time appointed for holding of the annual general meeting (i.e. no later than 11:00 a.m. on Monday, 3 June 2024) or any adjourned meeting (as the case may be). Completion and return of a form of proxy will not preclude a member from attending and voting at the annual general meeting or any adjournment thereof, if he so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) In the case of joint holders of any shares in the Company, any one of such joint holders may vote at the annual general meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holders.
- (5) For determining the entitlement of shareholders to attend and vote at the annual general meeting, the register of members of the Company will be closed from Friday, 31 May 2024 to Wednesday, 5 June 2024, both days inclusive, during which period no transfer of shares of the Company shall be effected. To qualify for the attendance and voting at the annual general meeting of the Company, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Thursday, 30 May 2024.
- (6) References to time and dates in this circular are to Hong Kong time and dates.

This circular (in both English and Chinese versions) has been posted on the Company's website (<https://www.goldstreaminvestment.com>).

Shareholders may request for printed copy of the circular free of charge or change their choice of means of receipt and language of the Company's corporate communications by sending reasonable notice in writing to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or by sending an email to [1328-ecom@hk.tricorglobal.com](mailto:1328-ecom@hk.tricorglobal.com).

Shareholders who have chosen to receive the Company's corporate communications in either English or Chinese version will receive both English and Chinese versions of this circular since both languages are bound together into one booklet.