THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional 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 Thursday, 14 August 2025 at 11:00 a.m. is set out on pages 22 to 26 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 at 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 appointed 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.

22 July 2025

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

"2024 AGM"	the annual general meeting of the Company held on 16 August 2024
"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 Thursday, 14 August 2025 and any adjournment thereof, the notice of which is set out on pages 22 to 26 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
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"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
"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 (including any sale and transfer of Treasury Shares) up to a maximum of 20% of the aggregate number of Shares in issue (excluding Treasury Shares) as at the date of passing of the relevant ordinary resolution at the Annual General Meeting
"HKSCC"	Hong Kong Securities Clearing Company Limited
"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"	15 July 2025, 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 as amended, supplemented or modified from time to time
"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 (excluding Treasury Shares) 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, as amended, supplemented or modified from time to time
"Share(s)"	ordinary share(s) of HK$0.10 each in the share capital of the Company which include Treasury Share(s), if any, and the holders of Treasury Shares have no voting rights at the general meeting(s) of the Company
"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 as amended, supplemented or modified from time to time
"Treasury Shares"	treasury shares of the Company and shall have the meaning ascribed to this term under the Listing Rules
"%"	per cent.

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

(Incorporated in Bermuda with limited liability)

(Stock code: 1160)

Executive Director:
Mr. Chan Cheong Yee

Non-executive Directors:
Mr. Chen Huaiyuan
Mr. Lam King
Mr. Wang Guozhen

Independent Non-executive Directors:
Mr. Hung Hoi Ming Raymond
Ms. Wan Yuk Ling
Mr. Lu Zhicheng

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

22 July 2025

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 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.

GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

The existing general mandates to issue and repurchase Shares, which were granted to the Directors pursuant to the ordinary resolutions passed by the Shareholders at the 2024 AGM, will expire at the conclusion of the Annual General Meeting. Accordingly, 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 (including any sale and transfer of Treasury Shares) up to a maximum of 20% of the aggregate number of Shares in issue (excluding Treasury Shares) 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 (excluding Treasury Shares) 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.

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.

RE-ELECTION OF DIRECTORS

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

Executive Director	**Date of appointment**
Mr. Chan Cheong Yee	1 February 2025
Non-executive Directors	**Date of appointment**
Mr. Chen Huaiyuan	1 April 2022
Mr. Lam King	1 April 2022 and re-designated on 1 August 2022
Mr. Wang Guozhen	16 October 2024
Independent non-executive Directors	**Date of appointment**
Mr. Hung Hoi Ming Raymond	1 August 2022
Ms. Wan Yuk Ling	31 December 2022
Mr. Lu Zhicheng	16 October 2024

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 and Mr. Hung Hoi Ming Raymond will retire and, being eligible, offer themselves 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. Chan Cheong Yee, Mr. Wang Guozhen and Mr. Lu Zhicheng will retire and, being eligible, offer themselves for re-election at the Annual General Meeting.

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. Chen Huaiyuan, Mr. Hung Hoi Ming Raymond, Mr. Chan Cheong Yee, Mr. Wang Guozhen and Mr. Lu Zhicheng 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 to 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 is satisfied with the independence of each of the independent non-executive Directors including Mr. Hung Hoi Ming Raymond and Mr. Lu Zhicheng 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. Chen Huaiyuan, Mr. Hung Hoi Ming Raymond, Mr. Chan Cheong Yee, Mr. Wang Guozhen and Mr. Lu Zhicheng 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 appropriately to fulfil the requirements of the Company's business.

Accordingly, the Board accepted the recommendations of the Nomination Committee and recommended each of Mr. Chen Huaiyuan, Mr. Hung Hoi Ming Raymond, Mr. Chan Cheong Yee, Mr. Wang Guozhen and Mr. Lu Zhicheng, 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 II to this circular.

ACTIONS TO BE TAKEN

Set out on pages 22 to 26 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;

(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 at 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 appointed 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.

Members whose names appear on the register of members of the Company on Thursday, 7 August 2025 (being the record date of the Annual General Meeting) will be entitled to attend and vote at the Annual General Meeting. In order to qualify for attending and voting at the Annual General Meeting or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificate(s) must be lodged 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 for registration by no later than 4:00 p.m. on Thursday, 7 August 2025.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all the resolutions proposed at the Annual General Meeting will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every Share held which is fully paid or credited as fully paid.

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

Your attention is also drawn to the additional information set out in the appendices to this circular. 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
Chan Cheong Yee
Executive Director

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 (excluding Treasury Shares) as at the date of passing of the relevant ordinary resolution.

The Board notes that the Listing Rules were amended to remove the requirement to cancel repurchased shares, allow repurchased shares to be held in treasury, and to adopt a framework to govern the resale of treasury shares. In view of the changes to the Listing Rules, if the Company purchases any Shares pursuant to the Repurchase Mandate, the Company may cancel such repurchased Shares or hold them as Treasury Shares for subsequent sale or transfer subject to market conditions and the Company's capital management needs at the relevant time of the repurchases.

To the extent that any Treasury Shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as Treasury Shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to HKSCC to vote at general meetings for Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw 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.

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. 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 repurchase, 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 market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or 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 Bye-laws and the applicable laws of Bermuda. Repurchases under the Repurchase Mandate 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 2025, 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	**Lowest**
	HK$	*HK$*
2024		
July	–*	–*
August	0.248	0.248
September	0.229	0.228
October	0.219	0.219
November	0.212	0.212
December	0.150	0.140
2025		
January	–*	–*
February	–*	–*
March	–*	–*
April	0.140	0.140
May	–*	–*
June	0.139	0.139
July (up to the Latest Practicable Date)	0.140	0.134

* *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.

The Company confirms that the explanatory statement set out in this Appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the Repurchase Mandate has unusual features.

8. DISCLOSURE OF INTERESTS

None of the Directors or, 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 existing shareholding** *(Note 3)*	**Approximate percentage of shareholding if the Repurchase Mandate is exercised in full** *(Note 4)*
Evergreen Goldstone International Group Limited (formerly known as "Everbright Goldstone International Group 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 is a company incorporated in the British Virgin Islands and is beneficially owned as to 100% by Sunwah Tongfang Limited. Sunwah Tongfang Limited is beneficially owned as to 100% by Ms. Luo Yan.

(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 cause Evergreen Goldstone International Group Limited becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code but would not reduce the number of Shares held by the public to less than 25%.

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. Chan Cheong Yee, Mr. Chen Huaiyuan, Mr. Wang Guozhen, Mr. Hung Hoi Ming Raymond and Mr. Lu Zhicheng 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. Chan Cheong Yee ("Mr. Chan")

Mr. Chan, aged 61, was appointed as an executive Director on 1 February 2025. He also serves as the chairman of the investment committee of the Company. He holds a Bachelor of Science degree from the College of Business Administration of The University of South Florida in the United States of America. He is currently a licensed person to carry out type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO.

Mr. Chan is experienced in dealing in securities, fund management, corporate management, corporate finance and managing listed investment companies under Chapter 21 of the Listing Rules. Mr. Chan is currently an executive director of China Innovation Investment Limited (stock code: 1217), China Investment and Finance Group Limited (stock code: 1226), Capital Realm Financial Holdings Group Limited (stock code: 204), Capital VC Limited (stock code: 2324) and China New Economy Fund Limited (stock code: 80), the shares of which are listed on the Main Board of the Stock Exchange. He is also currently the director for investment services and representative of Sinolink Securities (Hong Kong) Company Limited. He was the managing director of Evergrande Securities (Hong Kong) Limited from December 2020 to October 2024.

Since 19 November 2021, Mr. Chan was as an executive director of Goldstone Investment Group Limited ("**GIGL**"), a company incorporated in the Cayman Islands and previously listed on the Main Board of the Stock Exchange (delisted, previous stock code: 901). GIGL was principally engaged in the investments in the securities of listed and unlisted companies and other related financial assets. GIGL was ordered to be wound up in connection with a winding-up petition filed against GIGL in respect of its default in payment for an aggregate amount of approximately HK$43.20 million owing under the overdue convertible bonds issued by GIGL, and the Official Receiver was appointed as the provisional liquidator of GIGL on 18 May 2023. The listing of GIGL's shares has been cancelled with effect from 4 November 2024. Mr. Chan confirmed that he is not one of the respondents of the winding-up order nor a party to such winding-up proceedings and is not aware of any actual or potential claim that has been or will be made against him because of the above. He also confirmed that he has no knowledge at the present time of the possible outcome of such winding-up order.

Since November 2018, Mr. Chan was as an executive director of National Investments Fund Limited ("**NIFL**"), a company incorporated in the Cayman Islands and previously listed on the Main Board of the Stock Exchange (delisted, previous stock code: 1227). NIFL was an investment company principally engaged in investments in listed and unlisted companies. A winding up order was granted against NIFL on 8 February 2021 in connection with a winding-up petition filed against NIFL in March 2020 in respect of its failure to settle the sum of HK$10,500,000 under a promissory note issued by NIFL. The listing of NIFL's shares has been

cancelled with effect from 20 September 2022. Mr. Chan confirmed that (i) the winding up of NIFL had not resulted in any liability or obligation imposed against him; (ii) there was no wrongful act on his part leading to the winding up process of NIFL; and (iii) he was not aware of any actual or potential claim that had been or would be made against him as a result of the winding up of NIFL.

Mr. Chan has entered into a service agreement with the Company for a term of one year with effect from 1 February 2025 subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Bye-laws. The appointment of Mr. Chan will continue thereafter until terminated by either party by serving not less than one month's written notice to the other party.

Mr. Chan is entitled to an annual emolument of HK$360,000 for his role as the executive Director and may receive discretionary bonus as determined by the Board. The remuneration terms have been determined by arm's length negotiation between Mr. Chan and the Company after considering the recommendation of the Remuneration Committee with reference to Mr. Chan's relevant experience and qualifications, his duties and responsibilities with the Company, the prevailing market conditions and the Company's remuneration policy.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chan (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 Huaiyuan, aged 44, 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 Huaiyuan 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 Huaiyuan served as an independent consultant of Shandai Ltd, providing strategic advice to small and medium sized companies and scientific research institutions. Mr.

Chen Huaiyuan 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 Huaiyuan 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 Huaiyuan can be terminated by either party by serving not less than three month's written notice to the other party. Mr. Chen Huaiyuan 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 Huaiyuan and the Company after considering the recommendation of the Remuneration Committee with reference to Mr. Chen Huaiyuan's relevant experience and qualifications, his duties and responsibilities with the Company, the prevailing market conditions and the Company's remuneration policy.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen Huaiyuan (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. Wang Guozhen ("Mr. Wang")

Mr. Wang, aged 66, was appointed as a non-executive Director on 16 October 2024. He holds an executive master's degree in business administration with Cheung Kong Graduate School of Business. He joined the Ministry of Finance of the People's Republic of China ("**MOF**") in 1982 and served as heads of various departments. He held various positions such as the general manager of Debao Hotel (德寶飯店) of the MOF, the deputy general manager of Debao Industrial Corporation (德寶實業總公司) and the deputy officer of the bureaucratic service center at the MOF (财政部機關服務中心). He was also officer of General Office and Bureaucratic Service Center of National Council for Social Security Fund, the standing member of council of Beijing Charity Association (北京市慈善總會) and member of the 11th and 12th Beijing Municipal Committee of the Chinese People's Political Consultative Conference.

From September 2018 to November 2019, Mr. Wang was the executive director and vice chairman of Hsin Chong Group Holdings Limited ("**Hsin Chong**"), a company incorporated in Bermuda and previously listed on the Main Board of the Stock Exchange (delisted, previous stock code: 404). Hsin Chong was principally engaged in engineering and property businesses. Hsin Chong was wound up by an order of the Supreme Court of Bermuda dated 20 January 2020, following a winding-up petition being filed by a creditor and shareholder of Hsin Chong in January 2019. Mr. Wang confirmed that (i) the winding up had not resulted in any liability or obligation imposed against him; (ii) there was no wrongful act on his part leading to the winding up process of Hsin Chong; and (iii) he was not aware of any actual or potential claim that had been or would be made against him as a result of the winding up.

From November 2019 to April 2020, Mr. Wang was an independent non-executive director of China Energy Storage Technology Development Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1143) and was an executive director from April 2020 to April 2023. From December 2023 to November 2024, Mr. Wang held the position as an independent non-executive director of Shinsun Holdings (Group) Co., Ltd., a company previously listed on the Main Board of the Stock Exchange (delisted, previous stock code: 2599).

Since November 2022, Mr. Wang has also held the position as an independent non-executive director of CA Cultural Technology Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1566).

Mr. Wang has entered into a letter of appointment with the Company for an initial term of three years with effect from 16 October 2024 subject to retirement by rotation and re-election in accordance with the Bye-laws. The appointment of Mr. Wang can be terminated by either party by serving not less than three-month's written notice to the other party. Mr. Wang 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. Wang and the Company after considering the recommendation of the Remuneration Committee with reference to Mr. Wang's relevant experience and qualifications, his duties and responsibilities with the Company, the prevailing market conditions and the Company's remuneration policy.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang (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. Hung Hoi Ming Raymond ("Mr. Hung")

Mr. Hung, aged 44, was appointed as an independent non-executive Director on 1 August 2022. He also serves as the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee. He has about 20 years of experience in corporate finance, listings, restructurings, mergers and acquisitions and investment. He graduated from York University in Toronto, Canada with a bachelor degree in information technology in 2005. Mr. Hung also obtained a master degree in global finance from the Hong Kong University of Science and Technology and the New York University Stern School of Business in 2011.

Mr. Hung worked at various private and listed companies. He started off as an analyst at Joy Silver Limited in November 2005 and advised on a range of matters such as mergers and acquisitions. He served as the vice president of finance in Alpine Summit Energy Partners, Inc. (stock code: ALPSU), whose shares have been listed on the TSX Venture Exchange since 2014, for the period from April 2013 to February 2016, during which he worked on matters such as restructurings. Mr. Hung joined China Success Finance Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 3623) as an executive director from September 2017 to September 2018. Mr. Hung has been an executive director of First Seafront International Capital Limited since August 2019, where he is responsible for a number of duties, including facilitating overseas mergers for PRC enterprises. Mr. Hung was an independent non-executive director of Wai Chun Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1013), from 16 June 2022 to 22 August 2022. Mr. Hung was an independent non-executive director of Wai Chun Bio-Technology Limited, a company listed on the Main Board of the Stock Exchange (stock code: 660), from 9 January 2023 to 9 August 2023.

Mr. Hung has confirmed his independence in accordance with Rule 3.13(1) to (8) and Rule 3.13(a) to (c) of the Listing Rules. Mr. Hung has entered into a letter of appointment with the Company for an initial term of three years with effect from 1 August 2022 subject to retirement by rotation and re-election in accordance with the Bye-laws. The appointment of Mr. Hung can be terminated by either party by serving not less than three-month's written notice to the other party. Mr. Hung is entitled to an annual remuneration of HK$120,000 for his role as the independent 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. Hung and the Company after considering the recommendation of the Remuneration Committee with reference to Mr. Hung's relevant experience and qualifications, his duties and responsibilities with the Company, the prevailing market conditions and the Company's remuneration policy.

Save as disclosed above, as at the Latest Practicable Date, Mr. Hung (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. Lu Zhicheng ("Mr. Lu")

Mr. Lu, aged 76, was appointed as an independent non-executive Director on 16 October 2024. He also serves as the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee. He holds a Bachelor's and a Master's degree in Thermal Engineering from Tsinghua University and was a professor of Tsinghua University.

From 1997 to 2013, Mr. Lu was the president of Tongfang Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 600100) ("**Tongfang**") and was the chairman of the board of directors of Tongfang from 2013 to 2015.

From December 2005, Mr. Lu was a director of Technovator International Limited ("**Technovator**"), a company listed on the Main Board of the Stock Exchange (stock code: 1206). From April 2011, he was re-designated as non-executive director of Technovator. From October 2011 to November 2015, he was the chairman of the board of directors of Technovator.

He was also an executive director and chairman of the board of Neo-Neon Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1868) between August 2014 and October 2015, and a non-executive director of CIAM Group Limited between July 2009 and March 2015, a company previously listed on the Main Board of the Stock Exchange (delisted, previous stock code: 378).

Mr. Lu has confirmed his independence in accordance with Rule 3.13(1) to (8) and Rule 3.13(a) to (c) of the Listing Rules. Mr. Lu has entered into a letter of appointment with the Company for an initial term of three years with effect from 16 October 2024 subject to retirement by rotation and re-election in accordance with the Bye-laws. The appointment of Mr. Lu can be terminated by either party by serving not less than three-month's written notice to the other party. Mr. Lu is entitled to an annual remuneration of HK$120,000 for his role as the independent 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. Lu and the Company after considering the recommendation of the Remuneration Committee with reference to Mr. Lu's relevant experience and qualifications, his duties and responsibilities with the Company, the prevailing market conditions and the Company's remuneration policy.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lu (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.

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 Thursday, 14 August 2025 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 2025;

2. (a) to re-elect Mr. Chan Cheong Yee as executive Director;

   (b) to re-elect Mr. Chen Huaiyuan as non-executive Director;

   (c) to re-elect Mr. Wang Guozhen as non-executive Director;

   (d) to re-elect Mr. Hung Hoi Ming Raymond as independent non-executive Director;

   (e) to re-elect Mr. Lu Zhicheng 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;

   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**") or to resell treasury shares (which shall have the meaning ascribed to it under the Listing Rules) of the Company ("**Treasury 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 and Treasury Shares sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred 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;

shall not exceed 20% of the aggregate number of Shares in issue (excluding Treasury Shares) 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;

(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 (excluding Treasury Shares) 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 Shares of the Company (including any sale and transfer of Treasury Shares) 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
Chan Cheong Yee
Executive Director

Hong Kong, 22 July 2025

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 appointed 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 22 July 2025.

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 (including any sale and transfer of Treasury 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 22 July 2025 of which this notice of Meeting forms part.

8. The above resolutions will be put to vote at the Meeting by way of poll.

9. Members whose names appear on the register of members of the Company on Thursday, 7 August 2025 (being the record date of the Meeting) 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 Thursday, 7 August 2025.

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. Chan Cheong Yee as executive Director; Mr. Chen Huaiyuan, Mr. Lam King and Mr. Wang Guozhen as non-executive Directors; and Mr. Hung Hoi Ming Raymond, Ms. Wan Yuk Ling and Mr. Lu Zhicheng as independent non-executive Directors.