
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 or other registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Gold-Finance Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



GOLD-FINANCE HOLDINGS LIMITED
金誠控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1462)

**PROPOSED GENERAL MANDATES
TO ISSUE AND TO REPURCHASE SHARES;
PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT;
PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at 2806-2807, 28/F., Champion Tower, 3 Garden Road, Central, Hong Kong on Friday, 22 September 2017 at 10:00 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the AGM (or any adjournment thereof) is enclosed herewith. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.gold-finance-gp.com.hk>).

Whether or not you are able to attend and vote at the AGM (or any adjournment thereof), you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

24 July 2017

CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
1. INTRODUCTION	3
2. PROPOSED GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES	4
3. PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT	4
4. PROPOSED RE-ELECTION OF RETIRING DIRECTORS	6
5. ANNUAL GENERAL MEETING, PROXY ARRANGEMENT AND CLOSURE OF REGISTER OF MEMBERS	6
6. VOTING BY POLL	7
7. RESPONSIBILITY OF THE DIRECTORS	7
8. RECOMMENDATION	7
9. MISCELLANEOUS	7
 APPENDIX I – EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE . .	 8
 APPENDIX II – DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED	 12
 NOTICE OF ANNUAL GENERAL MEETING	 15

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 2806-2807, 28/F., Champion Tower, 3 Garden Road, Central, Hong Kong on Friday, 22 September 2017 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the AGM Notice, or any adjournment thereof
“AGM Notice”	the notice convening the AGM as set out on pages 15 to 19 of this circular
“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors of the Company
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Gold-Finance Holdings Limited 金誠控股有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1462)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“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
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	21 July 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time

DEFINITIONS

“Memorandum and Articles of Association”	the Memorandum and Articles of Association of the Company as amended, modified or otherwise supplemented from time to time
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules
“Options”	the options granted under the Share Option Scheme to subscribe for Shares in accordance with the Share Option Scheme
“Refreshment of Scheme Mandate Limit”	the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Share Subdivision”	the subdivision of the ordinary shares of the Company (both issued and unissued) of par value of HK\$0.01 each into ten ordinary shares of the Company of par value of HK\$0.001 each, which become effective on 21 December 2016
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all Options which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to an ordinary resolution passed on 22 September 2014
“Shareholder(s)” or “Member(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong
“%”	per cent

LETTER FROM THE BOARD



GOLD-FINANCE HOLDINGS LIMITED **金誠控股有限公司**

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1462)

Executive Directors:

Mr. Wei Jie (*Chairman and Chief Executive Officer*)

Ms. Xu Li Yun

Mr. Wong Kam Ting

Independent Non-Executive Directors:

Mr. Niu Zhongjie

Mr. Cheung Ying Kwan

Mr. Chen Zhao

Registered office:

Estera Trust (Cayman) Ltd.

Clifton House

75 Fort Street, P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

Head Office and Principal Place of

Business in Hong Kong:

2806-2807, 28/F.

Champion Tower

3 Garden Road

Central, Hong Kong

24 July 2017

To the Shareholders

Dear Sir/Madam,

**PROPOSED GENERAL MANDATES
TO ISSUE AND TO REPURCHASE SHARES;
PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT;
PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the resolutions to be proposed at the AGM to be held at 2806-2807, 28/F., Champion Tower, 3 Garden Road, Central, Hong Kong on Friday, 22 September 2017 at 10:00 a.m., including (i) the granting of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate by adding to it the aggregate number of the issued Shares purchased by the Company under the Repurchase Mandate; (iii) the Refreshment of Scheme Mandate Limit and (iv) the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. PROPOSED GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 19 September 2016, general mandates were granted to the Directors to issue and repurchase Shares. Such mandates will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to seek the approval from the Shareholders for:

- (i) the granting of the Issue Mandate to the Directors to allot, issue or deal with additional Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate (i.e. an aggregate nominal amount of new Shares up to HK\$800,000.00 (equivalent to 800,000,000 new Shares) on the basis that the existing issued share capital of the Company of 4,000,000,000 Shares remains unchanged as at the date of the AGM);
- (ii) the granting of the Repurchase Mandate to the Directors to purchase Shares on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate (i.e. an aggregate nominal amount of new Shares up to HK\$400,000.00 (equivalent to 400,000,000 new Shares) on the basis that the existing issued share capital of the Company of 4,000,000,000 Shares remains unchanged as at the date of the AGM); and
- (iii) the extension of the Issue Mandate by adding the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate, if granted, will remain effective until 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 any applicable laws of the Cayman Islands or the Memorandum and Articles of Association to be held; or (iii) the revocation or variation by an ordinary resolution of the Shareholders in general meeting.

With reference to the Issue Mandate and Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue any new Shares or repurchase any Shares pursuant thereto.

In accordance with the requirements of the Listing Rules, the Company shall send to the Shareholders an explanatory statement containing all requisite information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement in connection with the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

3. PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Company adopted the Share Option Scheme on 22 September 2014.

LETTER FROM THE BOARD

Pursuant to the Share Option Scheme and the Listing Rules, the maximum number of Shares which may be issued upon exercise of Options to be granted under the Share Option Scheme must not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme. The Company may refresh the Scheme Mandate Limit with Shareholders' approval provided that such refreshment may not exceed 10% of the Shares in issue as at the date of the Shareholders' approval. Outstanding options, options lapsed, cancelled or exercised in accordance with the terms of the Share Option Scheme shall not be counted for the purpose of calculating the 10% limit. The total number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme must not exceed 30% of the total number of Shares in issue from time to time (as at the Latest Practicable Date, such 30% was the equivalent of 1,200,000,000 Shares).

If the Company conducts a share consolidation or subdivision after the Scheme Mandate Limit has been approved in the general meeting, the maximum number of Shares that may be issued upon exercise of all Options to be granted under the Share Option Scheme under the 10% limit as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same.

As at 22 September 2014 (being the date of adoption of the Share Option Scheme), the total number of Shares in issue was 400,000,000. On 21 December 2016, the Share Subdivision become effective. Accordingly, the Scheme Mandate Limit before and after completion of the Share Subdivision was 40,000,000 Shares and 400,000,000 Shares respectively. On 17 February 2017, the Company granted an aggregate of 5,000,000 Options (adjusted for Share Subdivision) under the Share Option Scheme.

Therefore, since the date of adoption of the Share Option Scheme up to the Latest Practicable Date, an aggregate of 5,000,000 Options were granted, and no Options were exercised. None of the grantee has been granted with Options which exceed the limit of 1% of the issued share capital of the Company in the 12 months period up and including the respective dates of grant. As such, the Company has complied with Rule 17.03(4) of the Listing Rules for the aforesaid Options granted.

In order to provide the Company with greater flexibility in granting Options to eligible persons under the Share Option Scheme as incentives or rewards for their contributions to the Group, an ordinary resolution will be proposed to seek Shareholders' approval at the AGM for the Refreshment of Scheme Mandate Limit.

As at the Latest Practicable Date, there were 4,000,000,000 Shares in issue. Assuming there is no further issue or repurchase of Shares prior to the AGM, upon the approval of the Refreshment of Scheme Mandate Limit by the Shareholders at the AGM, the Company may grant Options entitling holders thereof to subscribe for up to 400,000,000 Shares, representing 10% of the Shares in issue as at the date of passing the resolution for the Refreshment of Scheme Mandate Limit.

The Refreshment of Scheme Mandate Limit is conditional upon:

- (a) the Shareholders' approval at the AGM; and

LETTER FROM THE BOARD

- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares (representing 10% of the total Shares in issue at the date of the AGM approving the Refreshment of Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of any Options to be granted under the refreshed Scheme Mandate Limit.

An application will be made to the Listing Committee of the Stock Exchange for the granting of, and the permission to deal in, the Shares to be issued pursuant to the exercise of the Options to be granted under the refreshed Scheme Mandate Limit.

4. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 112 of the Articles of Association, Mr. Wong Kam Ting, who was appointed by the Board as addition to the then existing Board, shall hold office until the date of the AGM.

In accordance with article 108 of the Articles of Association, Mr. Wong Kam Ting, Mr. Niu Zhongjie and Mr. Chen Zhao shall retire by rotation and, being eligible, offer themselves for re-election at the AGM.

The Nomination Committee of the Company has reviewed the re-election of such Directors and recommended to the Board that the re-election be proposed for Shareholders' approval at the AGM. The Nomination Committee of the Company has also assessed the independence of all independent non-executive Directors. All the independent non-executive Directors satisfy the criteria set out in Rule 3.13 of the Listing Rules.

Pursuant to Rule 13.74 of the Listing Rules, brief biographical and other details of the above retiring Directors offering themselves for re-election are set out in Appendix II to this circular.

5. ANNUAL GENERAL MEETING, PROXY ARRANGEMENT AND CLOSURE OF REGISTER OF MEMBERS

The AGM Notice, which contains, among others, the ordinary resolutions to approve the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the Refreshment of Scheme Mandate Limit and the re-election of the retiring Directors is set out on pages 15 to 19 to this circular.

As at the Latest Practicable Date, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

A form of proxy for use at the AGM (or any adjournment thereof) is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.gold-finance-gp.com.hk>). Whether or not you are able to attend and vote at the AGM (or any adjournment thereof), you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and deliver it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so desire and in such event, the instrument appointing a proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

As stated in the announcement dated 23 June 2017 of the Company, the register of members of the Company will be closed for the purpose of determining the identity of the Shareholders who are entitled to attend and vote at the AGM, from Monday, 18 September 2017 to Friday, 22 September 2017, both days inclusive, during which period no transfer of Shares will be effected.

6. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

7. RESPONSIBILITY OF THE DIRECTORS

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.

8. RECOMMENDATION

The Board believes that the resolutions proposed in the AGM Notice are in the interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of all the resolutions to be proposed at the AGM (or any adjournment thereof).

9. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text in case of discrepancy.

Yours faithfully,
By Order of the Board
Gold-Finance Holdings Limited
WEI Jie
Chairman and Chief Executive Officer

This explanatory statement contains the information required by the Listing Rules. Its purpose is to provide the Shareholders with requisite information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,000,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the AGM Notice in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, i.e. being 4,000,000,000 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, an aggregate nominal amount of Shares up to HK\$400,000.00 (equivalent to 400,000,000 Shares), representing 10% of the aggregate nominal amount of Shares in issue as at the date of the AGM.

2. REASONS FOR REPURCHASE OF SHARES

The Directors have no present intention for any repurchase of Shares but are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The Directors believe that it is in the interests of the Company, the Group and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market.

Such repurchases of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made if the Directors believe that such a repurchase will benefit the Company, the Group and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles of Association, the Listing Rules and the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

Pursuant to the Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilized in this connection, including profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or out of share premium account or, if authorized by the Articles of Association and subject to the Companies Law, out of capital of the Company and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2017) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing levels of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), have any present intention, if the granting of the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to do so, in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

6. SHARE PRICES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

Year & Month	Highest HK\$	Lowest HK\$
2016		
July	0.647	0.52
August	0.796	0.552
September	1.3	0.745
October	1.904	1.198
November	2.01	1.4
December	2.2	1.2
2017		
January	1.79	1.24
February	1.6	0.82
March	1.02	0.56
April	1.37	0.93
May	1.35	1.14
June	1.94	1.19
July (up to Latest Practicable Date)	1.75	1.45

7. SHARE REPURCHASES MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

8. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

9. EFFECT OF TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholders' interest, 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 for all the Shares not already owned by such Shareholder or group of Shareholders.

Assuming that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, on exercise in full of the Repurchase Mandate, the number of issued Shares will decrease from 4,000,000,000 to 3,600,000,000. As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Gold-Finance (Hong Kong) Asset Management Limited, a controlling shareholder of the Company (as defined in the Listing Rules), was directly interested in 2,200,000,000 Shares (representing 55% of the total issued share capital of the Company) and Gold-Finance (Holdings) Group Co. Limited was directly interested in 800,000,000 Shares (representing 20% of the total issue share capital of the Company). Gold-Finance (Hong Kong) Asset Management Limited is a wholly-owned subsidiary of Zhejiang Jin Cheng Asset Management Company Limited (浙江金誠資產管理有限公司) (“**Zhejiang Jin Cheng**”), which in turn is wholly-owned by Ningbo He Ze Run Industrial Investment Limited (寧波和澤潤實業投資有限公司) (“**Ningbo He Ze Run**”). Ningbo He Ze Run is beneficially owned as to 90% by Mr. Wei Jie, the Chairman and executive Director of the Company. Gold-Finance (Holdings) Group Co. Limited is owned as to 45.51% by Hengyuan Holdings Group Co. Ltd., which in turn, is wholly-owned by Mr. Wei. In the event that the Directors exercised in full the power to repurchase Shares, which is proposed to be granted pursuant to the Repurchase Mandate, the aggregate shareholding of Gold-Finance (Hong Kong) Asset Management Limited, Gold-Finance (Holdings) Group Co. Limited, Zhejiang Jin Cheng, Ningbo He Ze Run, and Hengyuan Holdings Group Co. Ltd. and Mr. Wei would be increased to approximately 83.33% of the issued share capital of the Company (if Gold-Finance (Hong Kong) Asset Management Limited and Gold-Finance (Holdings) Group Co., Ltd do not participate in such repurchase).

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required under the Listing Rules.

(1) MR. WONG KAM TING (黃金定)

Mr. Wong Kam Ting (“**Mr. Wong**”), aged 32, is the Company’s company secretary, the financial controller, an authorised representative of the Company under Rule 3.05 of the Listing Rules and an authorised representative of the Company for accepting service of process or notice in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) since 4 March 2016. Mr. Wong has seven years of experience in the field of auditing, equity research and investment. Mr. Wong began his career in PricewaterhouseCoopers as an auditor. Prior to joining the Company, Mr. Wong served as a research analyst in various investment banks. Mr. Wong received his bachelor’s degree in business administration with a major in professional accountancy from The Chinese University of Hong Kong in 2008. He is also a member of the Hong Kong Institute of Certified Public Accountants.

As at the Latest Practicable Date, Mr. Wong has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

If approved by the Shareholders, Mr. Wong will be re-elected as an executive Director for an initial term of three years commencing from the date of the AGM. If elected, he will be subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Listing Rules and the Articles of Association. Mr. Wong will be entitled to an annual Director’s fee of HK\$360,000. The remuneration of Mr. Wong is determined and recommended by the Remuneration Committee and approved by the Board with reference to his background, qualifications, experience and level of responsibilities undertaken with the Company and prevailing market conditions and is subject to annual review by the Remuneration Committee and the Board. His annual Director’s fee will be covered by the letter of appointment to be issued by the Company and any subsequent revision approved by the Board.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wong (i) does not hold any other positions in the Company or its subsidiaries; (ii) does not have any other relationship with any other Directors, senior management, or substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iii) does not have other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Wong does not have any interest in the Shares or underlying Shares of the Company or any of its associated corporation within the meaning of Part XV of SFO as recorded in the register required to be kept under section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Save for the information disclosed above, there is no information of Mr. Wong that is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning the election of Mr. Wong as executive Director that need to be brought to the attention of the Shareholders.

(2) MR. NIU ZHONGJIE (牛鍾潔)

Mr. Niu Zhongjie (“**Mr. Niu**”), aged 49, is our independent non-executive Director, Chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee of the Company since February 2016. Mr. Niu obtained a bachelor degree in business administration from Northeast Missouri State University in May 1994. He also obtained a master degree in business administration from the University of Hong Kong in December 1999. Mr. Niu has over 10 years of experience in corporate finance industry. He is currently an executive director of Vision Finance International Company Limited. Mr. Niu has also been an executive director of Beijing Sports and Entertainment Industry Group Limited (formerly known as “ASR Logistics Holdings Limited”) (stock code: 1803), a company listed on the Main Board of the Stock Exchange since 23 April 2015.

Save as disclosed above, as at the Latest Practicable Date, Mr. Niu has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Niu is appointed as an independent non-executive Director for a term of three years commencing from 3 February 2016. He is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. Niu is entitled to an annual Director’s fee of HK\$216,000, in accordance with the appointment letter entered into between Mr. Niu and the Company. The remuneration of Mr. Niu is determined and recommended by the Remuneration Committee and approved by the Board with reference to his background, qualifications, experience and level of responsibilities undertaken with the Company and prevailing market conditions and is subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above, as at the Latest Practicable Date, Mr. Niu (i) does not hold any other positions in the Company or its subsidiaries; (ii) does not have any other relationship with any other Directors, senior management, or substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iii) does not have other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Niu does not have any interest in the Shares or underlying Shares of the Company or any of its associated corporation within the meaning of Part XV of SFO as recorded in the register required to be kept under section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Save for the information disclosed above, there is no information of Mr. Niu that is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Niu that need to be brought to the attention of the Shareholders.

(3) MR. CHEN ZHAO (陳鈞)

Mr. Chen Zhao (“**Mr. Chen**”), aged 44, is our independent non-executive Director and a member of the Audit Committee and Nomination Committee of the Company since February 2016. Mr. Chen obtained his bachelor of arts degree in economics and doctor of philosophy degree in economics, both from Fudan University in 1996 and 2001 respectively. Since November 2007, Mr. Chen has been a professor in Fudan University and he is also the deputy director of China Center for Economic Studies in Fudan University.

As at the Latest Practicable Date, Mr. Chen has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Chen is appointed as an independent non-executive Director for a term of three years commencing from 3 February 2016. He is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. Chen is entitled to an annual Director’s fee of HK\$216,000, in accordance with the appointment letter entered into between Mr. Chen and the Company. The remuneration of Mr. Chen is determined and recommended by the Remuneration Committee and approved by the Board with reference to his background, qualifications, experience and level of responsibilities undertaken with the Company and prevailing market conditions and is subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen (i) does not hold any other positions in the Company or its subsidiaries; (ii) does not have any other relationship with any other Directors, senior management, or substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iii) does not have other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Chen does not have any interest in the Shares or underlying Shares of the Company or any of its associated corporation within the meaning of Part XV of SFO as recorded in the register required to be kept under section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Save for the information disclosed above, there is no information of Mr. Chen that is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



GOLD-FINANCE HOLDINGS LIMITED **金誠控股有限公司**

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1462)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of Gold-Finance Holdings Limited (the “**Company**”) will be held at 2806-2807, 28/F., Champion Tower, 3 Garden Road, Central, Hong Kong on Friday, 22 September 2017 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company and the independent auditors of the Company (the “**Auditors**”) for the year ended 31 March 2017.
2.
 - (a) To re-elect Mr. Wong Kam Ting (黃金定) as an executive director of the Company.
 - (b) To re-elect Mr. Niu Zhongjie (牛鍾潔) as an independent non-executive director of the Company.
 - (c) To re-elect Mr. Chen Zhao (陳釗) as an independent non-executive director of the Company.
 - (d) To authorize the board of directors of the Company to fix the respective directors’ remuneration.
3. To re-appoint Ernst & Young as the Auditors and to authorize the board of directors of the Company to fix their remuneration.

To consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions of the Company:

4. “**THAT:**
 - (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into shares of the Company; (iii) the exercise of option under a share option scheme of the Company; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed twenty per cent (20%) of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the 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 of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company 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 of the Company or any class thereof (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong).

NOTICE OF ANNUAL GENERAL MEETING

5. **“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws, rules and regulations;
- (b) the aggregate nominal amount of shares of the Company which might be repurchased by the Company pursuant to the mandate in paragraph (a) above during the Relevant Period shall not exceed ten per cent (10%) of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said mandate 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 of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting.”

As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

6. **“THAT,** subject to the passing of resolutions numbered 4 and 5 set out in the notice convening this meeting (the “**Notice**”), the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares pursuant to resolution numbered 4 set out in the Notice be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the share capital of the Company which has been purchased by the Company since the granting of such general mandate pursuant to resolution numbered 5 set out in the Notice, provided that such amount of shares of the Company shall not exceed ten per cent (10%) of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

7. **“THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the options granted under the Refreshed Scheme Mandate Limit (as defined below), the refreshment of the existing scheme mandate limit in respect of granting of options to subscribe for shares of the Company under the share option scheme adopted by the Company on 22 September 2014 (the **“Share Option Scheme”**) be and is hereby approved provided that:
- (a) the total number of Shares in respect of which options may be granted under the Share Option Scheme shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution (the **“Refreshed Scheme Mandate Limit”**);
 - (b) options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme) will not be counted for the purpose of calculating the Refreshed Scheme Mandate Limit;
 - (c) the directors of the Company be and are hereby unconditionally authorized to offer or grant options pursuant to the Share Option Scheme to subscribe for Shares up to the Refreshed Scheme Mandate Limit and to exercise all the powers of the Company to allot, issue and deal with the Shares upon the exercise of such options; and
 - (d) such increase in the Refreshed Scheme Mandate Limit shall in no event result in the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company exceed 30% of the Shares in issue from time to time; and

“THAT the directors of the Company be and are hereby authorized to do all such acts, deeds and things as they shall, at their absolute discretion, deem fit in order to effect the foregoing.”

By Order of the Board
Gold-Finance Holdings Limited
WEI Jie
Chairman and Chief Executive Officer

Hong Kong, 24 July 2017

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A form of proxy for use at the AGM (or any adjournment thereof) is enclosed herewith. Any shareholder of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a shareholder of the Company but must be present in person at the meeting to represent the shareholder.
2. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the meeting, that one of the said persons 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. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be delivered to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM (or any adjournment thereof).
4. Completion and delivery of the proxy form in respect of the proposed resolutions for the AGM will not preclude a shareholder of the Company from attending and voting in person at the AGM (or any adjournment thereof) should he/she/it so wishes and in such event, the proxy form for the AGM (or any adjournment thereof) will be deemed to have been revoked.
5. All resolutions at the AGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") (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) and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
6. The register of members of the Company will be closed from Monday, 18 September 2017 to Friday, 22 September 2017, both days inclusive, for the purpose of determining the right to attend and vote at the AGM, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all duly completed and signed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4: 30 p.m. on Friday, 15 September 2017.
7. In relation to resolutions numbered 2(a) to 2(d) above, particulars of the proposed re-election of the retiring directors of the Company were set out in the circular of the Company dated 24 July 2017.

As at the date of this announcement, the Board comprises Mr. Wei Jie, Ms. Xu Li Yun, and Mr. Wong Kam Ting as executive Directors; and Mr. Niu Zhongjie, Mr. Cheung Ying Kwan and Mr. Chen Zhao as independent non-executive Directors.