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GOLDIN FINANCIAL HOLDINGS LIMITED

高銀金融(集團)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 530)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of Goldin Financial Holdings Limited (the “Company”) will be held at 23/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Monday, 31 October 2011 at 3:00 p.m. to transact the following ordinary business:

1. To consider and adopt the audited consolidated financial statements and the reports of the directors and independent auditors of the Company for the year ended 30 June 2011;
2.
 - (a) To re-elect Mr. Wong Hau Yan, Helvin as an executive director;
 - (b) To re-elect Mr. Lee Chi Chung, Harvey as an executive director;
 - (c) To re-elect Professor Huang Xiaojian as a non-executive director; and
 - (d) To authorise the board of directors to fix the directors’ remuneration;
3. To re-appoint Ernst & Young as independent auditors and to authorise the board of directors to fix their remuneration;

By way of special business, to consider and, if thought fit, to pass with or without modification, the following as ordinary resolution:

ORDINARY RESOLUTION

4. (A) **“THAT:**
 - (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the

* *for identification purpose only*

Company and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of the shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) any Share Option Scheme (as hereinafter defined) of the Company; or (iii) any scrip dividend or other similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the Bye-laws of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the shares of the Company in issue at the date of passing this resolution; 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws of Bermuda to be held.

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares (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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong); and

“Share Option Scheme” means a share option scheme or similar arrangement for the time being, as varied from time to time, adopted for the grant or issue to eligible grantees of rights to acquire shares of the Company.”

(B) **“THAT:**

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in sub-paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the shares of the Company in issue at the date of passing this resolution; 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws of Bermuda to be held.”

- (C) **“THAT** conditional upon the ordinary resolutions 4(A) and 4(B) above being passed, the general mandate granted to the Directors to issue and otherwise deal with additional shares in the capital of the Company pursuant to ordinary resolution 4(A) above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution 4(B) above provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the shares of the Company in issue at the date of passing this resolution.”

By order of the Board
Goldin Financial Holdings Limited
Pan Sutong
Chairman

Hong Kong, 29 September 2011

Head office and principal place of business in Hong Kong:
23/F., Two International Finance Centre
8 Finance Street
Central
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the AGM convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company. A form of proxy for use at the AGM is enclosed herewith.
2. Where there are joint registered holders of any share, any one of such persons may vote at the AGM, 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 be present at the AGM personally or by proxy, 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. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
4. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the AGM or any adjournment thereof.
5. Delivery of the form of proxy will not preclude a shareholders from attending and voting in person at the AGM or any adjourned meeting, in such event, the instrument appointing a proxy will be deemed to be revoked.
6. With regard to the proposed resolutions under agenda item (4) of this notice of AGM, the Directors wish to state that they have no immediate plans to issue any new shares or repurchase any shares of the Company pursuant to the general mandates referred thereunder.
7. A circular containing, among others things, an explanatory statement relating to the proposed resolution no. 4(B) of this notice of AGM has been despatched to the shareholders of the Company.
8. As at the date of this notice, Mr. Pan Sutong is a non-executive director and the chairman of the board of directors; Mr. Wong Hau Yan, Helvin, Mr. Lee Chi Chung, Harvey, Mr. Zhou Dengchao and Ms. Hou Qin are the executive directors; Professor Huang Xiaojian is the non-executive director; and Mr. Tso Hon Sai, Bosco, Ms. Hui Wai Man, Shirley and Mr. Tang Yiu Wing are the independent non-executive directors.