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GOOD RESOURCES

## **Good Resources Holdings Limited**

**天成國際集團控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 109)**

### **NOTICE OF THE SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a Special General Meeting of Good Resources Holdings Limited (the “**Company**”) will be held at 38th Floor, Bank of China Tower, No. 1 Garden Road, Hong Kong on 17 May 2016 at 11:00 a.m. for the purposes of considering and, if thought fit, passing, with or without amendments as an ordinary resolution, the following resolutions, and unless otherwise defined herein, the terms herein shall have the same meanings as defined in the circular to the shareholders of the Company dated 29 April 2016:

#### **AS ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the First Shanghai Renhe Ocean Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the Directors be and are hereby authorized to do all such acts and things as they consider necessary, desirable or expedient for the implementation of and giving effect to the First Shanghai Renhe Ocean Agreement and the transactions contemplated thereunder and all such acts and things the Directors have done are hereby approved, confirmed and ratified.”

\* *for identification purposes only*

2. **“THAT:**

- (a) the Second Shanghai Renhe Ocean Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the Directors be and are hereby authorized to do all such acts and things as they consider necessary, desirable or expedient for the implementation of and giving effect to the Second Shanghai Renhe Ocean Agreement and the transactions contemplated thereunder and all such acts and things the Directors have done are hereby approved, confirmed and ratified.”

3. **“THAT:**

- (a) the Zhejiang Wenhua Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the Directors be and are hereby authorized to do all such acts and things as they consider necessary, desirable or expedient for the implementation of and giving effect to the Zhejiang Wenhua Agreement and the transactions contemplated thereunder and all such acts and things the Directors have done are hereby approved, confirmed and ratified.”

4. **“THAT:**

- (a) the Sanya Luhuitou Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the Directors be and are hereby authorized to do all such acts and things as they consider necessary, desirable or expedient for the implementation of and giving effect to the Sanya Luhuitou Agreement and the transactions contemplated thereunder and all such acts and things the Directors have done are hereby approved, confirmed and ratified.”

5. **“THAT:**

- (a) the Liyang Qingfeng Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the Directors be and are hereby authorized to do all such acts and things as they consider necessary, desirable or expedient for the implementation of and giving effect to the Liyang Qingfeng Agreement and the transactions contemplated thereunder and all such acts and things the Directors have done are hereby approved, confirmed and ratified.”

6. **“THAT:**
  - (a) the Shanghai Shihao Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
  - (b) the Directors be and are hereby authorized to do all such acts and things as they consider necessary, desirable or expedient for the implementation of and giving effect to the Shanghai Shihao Agreement and the transactions contemplated thereunder and all such acts and things the Directors have done are hereby approved, confirmed and ratified.”
  
7. **“THAT:**
  - (a) the First Shanghai Wealth Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
  - (b) the Directors be and are hereby authorized to do all such acts and things as they consider necessary, desirable or expedient for the implementation of and giving effect to the First Shanghai Wealth Agreement and the transactions contemplated thereunder and all such acts and things the Directors have done are hereby approved, confirmed and ratified.”
  
8. **“THAT:**
  - (a) the Second Shanghai Wealth Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
  - (b) the Directors be and are hereby authorized to do all such acts and things as they consider necessary, desirable or expedient for the implementation of and giving effect to the Second Shanghai Wealth Agreement and the transactions contemplated thereunder and all such acts and things the Directors have done are hereby approved, confirmed and ratified.”
  
9. **“THAT:**
  - (a) the Shanghai Renhe Investment Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) the Directors be and are hereby authorized to do all such acts and things as they consider necessary, desirable or expedient for the implementation of and giving effect to the Shanghai Renhe Investment Agreement and the transactions contemplated thereunder and all such acts and things the Directors have done are hereby approved, confirmed and ratified.”

By Order of the Board  
**Good Resources Holdings Limited**  
**Chan Chi Ming, Tony**  
*Company Secretary*

Hong Kong, 29 April 2016

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Head Office and Principal Place of Business in Hong Kong:*

38th Floor,  
Bank of China Tower,  
No. 1 Garden Road, Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, on a poll, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's Hong Kong branch registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.

*As at the date of this notice, (i) the executive directors of the Company are Mr. Sonny Wu and Mr. Lu Sheng; (ii) the non-executive directors of the Company are Mr. Liu Hai, Mr. Chen Chuanjin and Mr. Lo Wan Sing, Vincent; and (iii) the independent non-executive directors of the Company are Mr. Ford Fraker, Mr. Chau On Ta Yuen, Mr. Francisco Sánchez and Ms. Kwan Shan.*