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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **GOLDEN RESOURCES DEVELOPMENT INTERNATIONAL LIMITED**, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**GOLDEN RESOURCES DEVELOPMENT INTERNATIONAL LIMITED**

**金源米業國際有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 677)**

**PROPOSED RE-ELECTION OF DIRECTOR  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

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A supplemental notice of the annual general meeting of GOLDEN RESOURCES DEVELOPMENT INTERNATIONAL LIMITED (the “AGM”) is set out on pages 6 to 7 of this circular. The AGM will be held as scheduled at Conference Room, 11/F., Golden Resources Centre, 2-12 Cheung Tat Road, Tsing Yi Island, New Territories, Hong Kong on Friday, 26 August 2016 at 11:30 a.m.

Hong Kong, 5 August 2016

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held as scheduled at Conference Room, 11/F., Golden Resources Centre, 2-12 Cheung Tat Road, Tsing Yi Island, New Territories, Hong Kong on Friday, 26 August 2016 at 11:30 a.m. or any adjournment thereof
“Announcement”	the announcement of the Company dated 1 August 2016 in relation to the passing away of Mr. Alvin Leslie LAM Kwing Wai, the Chairman and an executive director of the Company
“Board”	the board of Directors, including the Independent Non-executive Directors
“Bye-Laws”	the existing Bye-Laws of the Company
“Company”	GOLDEN RESOURCES DEVELOPMENT INTERNATIONAL LIMITED, a company incorporated in Bermuda with limited liability, with its Shares listed on the Stock Exchange
“Directors”	the Directors of the Company
“Group”	the Company and its Subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	4 August 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Notice”	the supplemental notice of the AGM set out on pages 6 to 7 of this circular
“%”	per cent.

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**LETTER FROM THE BOARD**

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**GOLDEN RESOURCES DEVELOPMENT INTERNATIONAL LIMITED**  
**金源米業國際有限公司**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 677)**

*Executive Directors:*

Laurent LAM Kwing Chee (*Vice Chairman*)  
Anthony LAM Sai Ho (*Managing Director*)  
LAM Kit Woo  
LAM Sai Mann  
TSANG Siu Hung

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Independent Non-executive Directors:*

Joseph LAM Yuen To  
Michael YU Tat Chi  
Ronald YAN Mou Keung

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

Golden Resources Centre  
2-12 Cheung Tat Road  
Tsing Yi Island  
New Territories  
Hong Kong

Hong Kong, 5 August 2016

*To shareholders*

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTOR  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

References are made to (i) the circular of the Company (“Original Circular”) and the notice of AGM (“Original Notice”) dated 26 July 2016, which set out the time and venue of the AGM and contain the resolutions to be tabled before the AGM for Shareholders’ approval; and (ii) the Announcement. This circular should be read together with the Original Circular. In the Original Circular, it is mentioned, among others, Mr. Alvin Leslie LAM Kwing Wai will retire from office by rotation at the AGM in accordance with the Company’s Bye-Laws.

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## LETTER FROM THE BOARD

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### PROPOSED RE-ELECTION OF DIRECTOR

As announced on 1 August 2016, the Company had been informed that Mr. Alvin Leslie LAM Kwing Wai passed away on 31 July 2016. Due to the death of Mr. Alvin Leslie LAM Kwing Wai, the Board will withdraw the ordinary resolution numbered 3(a) “To re-elect Mr. Alvin Leslie LAM Kwing Wai as director.” from voting at the AGM. Pursuant to bye-law 99(A) of the Company’s Bye-Laws, at each AGM of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) who have been longest in office since their last election by Shareholders in a general meeting shall retire from office by rotation. Mr. Ronald YAN Mou Keung, independent non-executive director of the Company, will be required to retire from office by rotation and, being eligible, offer himself for re-election at the AGM. Hence, an additional resolution in relation to the re-election of Mr. Ronald YAN Mou Keung as director will be proposed to the Shareholders for approval at the AGM. Save for the above, other resolutions as set out in the Original Notice will remain unchanged and will be voted at the AGM as usual.

The purpose of this circular is to set out the supplemental notice of AGM as set out on pages 6 to 7 to this circular (“Supplemental Notice”), and to provide you with information regarding the abovementioned proposal to be considered at the AGM. Save as set out in this circular, no changes have been made to matters in relation to the AGM as set out in the Original Circular and Original Notice.

Details of Mr. Ronald YAN Mou Keung proposed for re-election are set out as follows:

**Mr. Ronald YAN Mou Keung**, aged 61, has more than 27 years of experience in running retail fashions and had been an executive director and an operations director of a men’s fashion retail chain. He had extensive experience in developing and promoting of brands, marketing and apparel distribution in fashion business. Mr. Yan is the Convenor of Yau Tsim Mong District Fight Crime Committee (Working Group On Stopping Quick Cash Crime and Cyber Crime). He has been redesignated as the Convenor and the Chairman of Yau Tsim Mong “No-drug” Alliance Steering Committee. Save as disclosed above, Mr. Yan does not hold any position with the Company or other members of the Group. Mr. Yan did not act as director in any other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Mr. Yan does not have any relationship with any other Directors, senior management, substantial shareholders, or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Yan was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the Securities and Futures Ordinance.

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## LETTER FROM THE BOARD

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There is no service contract between the Company and Mr. Yan. Mr. Yan's term of appointment is renewable automatically for each year commencing from the next day after the expiry of the current term of appointment to the next AGM subsequently held, unless terminated by not less than one month's notice in writing served by either party or the other. Mr. Yan is subject to retirement by rotation and re-election at least once every three years in accordance with the provisions of the Bye-Laws. Mr. Yan's emoluments for the year ended 31 March 2016 is approximately HK\$100,000 which is determined by reference to his duties and responsibilities, the Company's performance, industry norm and general market conditions.

Save as disclosed above, the Board is not aware of any other matters in relation to the proposed re-election of Mr. Yan that need to be brought to the attention of Shareholders of the Company and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

### THE AGM

A supplemental proxy form in respect of the ordinary resolution to consider and approve the aforementioned re-election of Director is enclosed with this circular. The proxy form issued by the Company along with the Original Circular ("Original Proxy Form") will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Standard Limited.

Shareholders are entitled to appoint one or more proxies to attend the AGM. For the avoidance of doubt, should the proxies being appointed to attend the AGM under each of the Original Proxy Form and/or the supplemental proxy form are different and more than one of the proxies attended the AGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the AGM.

Please refer to the Original Notice for details in respect of eligibility for attending the AGM, other resolutions to be passed at the AGM, proxy, registration procedures and other relevant matters respectively.

By Order of the Board  
**Golden Resources Development International Limited**  
**Laurent LAM Kwing Chee**  
*Vice Chairman*

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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**GOLDEN RESOURCES DEVELOPMENT INTERNATIONAL LIMITED**  
**金源米業國際有限公司**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 677)**

### SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

References are made to the circular of Golden Resources Development International Limited (the “Company”) and the notice of annual general meeting (the “AGM”) of the Company dated 26 July 2016 (the “Original Notice”), which set out the time and venue of the AGM and contain the resolutions to be tabled before the AGM for shareholders’ consideration and approval.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the 2016 AGM of the Company will be held as scheduled at Conference Room, 11/F., Golden Resources Centre, 2-12 Cheung Tat Road, Tsing Yi Island, New Territories, Hong Kong on Friday, 26 August 2016 at 11:30 a.m. to consider and, if thought fit, pass the following resolution as ordinary resolution in addition to the resolutions set out in the Original Notice (except that the ordinary resolution numbered 3(a) will be withdrawn):

3(f) To re-elect Mr. Ronald YAN Mou Keung as director.

By Order of the Board  
**Golden Resources Development International Limited**  
**Laurent LAM Kwing Chee**  
*Vice Chairman*

Hong Kong, 5 August 2016

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

Golden Resources Centre  
2-12 Cheung Tat Road  
Tsing Yi Island  
New Territories  
Hong Kong

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Details of the resolution are set out in the circular of the Company dated 5 August 2016 (the “Supplemental Circular”). Unless otherwise defined, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the Supplemental Circular.
2. At the AGM, the chairman of the meeting will put the above resolution to the vote by way of a poll. On a poll, every shareholder of the Company (“Shareholders”) who is present in person or by proxy shall have one vote for every share of which he is the holder.
3. A supplemental proxy form (the “Supplemental Proxy Form”) containing resolution numbered 3(f) mentioned above is enclosed with the Supplemental Circular. The proxy form issued by the Company along with the circular of the Company dated 26 July 2016 (the “Original Proxy Form”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the Company’s Branch Share Registrar in Hong Kong.
4. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company. Shareholders are hereby reminded to complete both the Original Proxy Form and Supplemental Proxy Form in accordance with the instructions set out respectively therein for the appointment of their proxy(ies) to attend and vote for ALL resolutions to be considered in the AGM in their stead if they so wish. For the avoidance of doubt, should the proxies being appointed to attend the AGM under each of the Original Proxy Form and/or the Supplemental Proxy Form are different and more than one of the proxies attended the AGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the AGM. Completion and return of the Supplemental Proxy Form will not preclude a member from attending and voting in person at the meeting or any adjourned meeting should he so wish.
5. To be valid, the supplemental proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company’s Branch Share Registrar in Hong Kong, Tricor Standard Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than forty-eight hours before the time appointed for holding the AGM or any adjournment thereof.
6. The Register of Members of the Company will be closed from Monday, 22 August 2016 to Friday, 26 August 2016, both days inclusive, during which period no transfer of shares of the Company will be registered. Shareholders whose names appear on the Register of Members of the Company at the close of business on Friday, 19 August 2016 will be entitled to attend and vote at the AGM. All transfers of shares accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company’s Branch Share Registrar in Hong Kong, Tricor Standard Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 19 August 2016.
7. Please refer to the Original Notice for details in respect of eligibility for attending the AGM, other resolutions to be considered at the AGM, proxy, registration procedures and other relevant matters respectively.