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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)

**PROPOSALS INVOLVING
GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES
RE-ELECTION OF RETIRING DIRECTORS
ADOPTION OF NEW SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY**

A notice convening the annual general meeting of GOLDEN RESOURCES DEVELOPMENT INTERNATIONAL LIMITED to be held at Conference Room, 11/F., Golden Resources Centre, 2-12 Cheung Tat Road, Tsing Yi Island, New Territories, Hong Kong on Wednesday, 29 August 2018 at 11:30 a.m. is set out on pages 27 to 31 of this circular. If you do not propose to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's Branch Share Registrar in Hong Kong, Tricor Standard Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than forty-eight hours before the time appointed for holding of the meeting or any adjournment thereof.

Hong Kong, 27 July 2018

DEFINITIONS

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

“Adoption Date”	the date on which the New Share Option Scheme to be adopted by resolution of the Company in a general meeting
“Annual General Meeting”	the annual general meeting of the Company to be held at Conference Room, 11/F., Golden Resources Centre, 2-12 Cheung Tat Road, Tsing Yi Island, New Territories, Hong Kong on Wednesday, 29 August 2018 at 11:30 a.m. or any adjournment thereof, notice of which is set out on pages 27 to 31 of this circular
“Board”	the board of Directors, including the Independent Non-executive Directors
“Bye-Laws”	the existing Bye-Laws of the Company
“Camalot”	CAMALOT EQUITIES LIMITED, a company incorporated in the British Virgin Islands with limited liability
“Chelsey”	CHELSEY DEVELOPMENTS LTD., a company incorporated in the British Virgin Islands with limited liability
“close associate(s)”	has the same meaning ascribed thereto in the Listing Rules
“Company”	GOLDEN RESOURCES DEVELOPMENT INTERNATIONAL LIMITED, a company incorporated in Bermuda with limited liability, with its Shares listed on the Stock Exchange
“controlling shareholder(s)”	has the same meaning ascribed thereto in the Listing Rules
“core connected person(s)”	has the same meaning ascribed thereto in the Listing Rules
“Directors”	the Directors of the Company

DEFINITIONS

“Elite Solution”	ELITE SOLUTION INVESTMENTS LIMITED, a company incorporated in the British Virgin Islands with limited liability
“Grantees”	any Eligible Participant who accepts the offer of the grant of an Option in accordance with the terms of the New Share Option Scheme or where the context so permits, his legal personal representative entitled to such Option in consequence of the death of the original grantee
“Existing Share Option Scheme”	the existing share option scheme of the Company adopted by the Shareholders at the annual general meeting of the Company held on 26 August 2008 which will expire and terminate on 25 August 2018
“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”	23 July 2018, 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
“New Share Option Scheme”	the 2018 share option scheme to be adopted by an ordinary resolution to be passed by the Shareholders at the Annual General Meeting
“Option”	an option to subscribe for Shares granted pursuant to this Scheme and for the time being subsisting

DEFINITIONS

“Repurchase Proposal”	the proposal to give a general mandate to the directors to exercise the powers of the Company to repurchase during the period as set out in the Repurchase Resolution Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution No. 5(A) of the notice of the Annual General Meeting
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed thereto in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Yuen Loong”	YUEN LOONG INTERNATIONAL LIMITED, a company incorporated in the British Virgin Islands with limited liability
“%”	per cent.

LETTER FROM THE BOARD



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 (*Chairman*)

Anthony LAM Sai Ho

(Vice Chairman and Chief Executive Officer)

LAM Sai Mann

Morna YUEN Mai-tong

TSANG Siu Hung

Non-executive Director:

Dennis LAM Saihong

Independent Non-executive Directors:

Joseph LAM Yuen To

Michael YU Tat Chi

Ronald YAN Mou Keung

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

*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, 27 July 2018

To shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING
GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES
RE-ELECTION OF RETIRING DIRECTORS
ADOPTION OF NEW SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY**

1. GENERAL MANDATE TO REPURCHASE SHARES

At the last year's annual general meeting of the Company held on 30 August 2017, a general mandate was given to the Directors to exercise the powers of the Company

LETTER FROM THE BOARD

to repurchase Shares of the Company. Such mandate will lapse at the conclusion of the Annual General Meeting. It is therefore proposed to seek your approval of an ordinary resolution to be proposed at the Annual General Meeting to give a fresh general mandate to the Directors to exercise the powers of the Company to repurchase Shares.

This is the explanatory statement, as required by the relevant rules set out in the Listing Rules to regulate the repurchase by the Company under the Share Repurchase Rules, to provide requisite information to you for your consideration of the Repurchase Proposal.

Share Capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,697,406,458 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Proposal to repurchase a maximum of 169,740,645 Shares during the course of the period from Wednesday, 29 August 2018 to the earliest of (i) the date of the annual general meeting for the year ending 31 March 2019, (ii) the date by which the next annual general meeting of the Company is required to be held by law and (iii) the date upon which such authority is revoked or varied.

Reason for Repurchase

The Directors believe that the Repurchase Proposal is in the best interests of the Company and its Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made when the Directors believe that such repurchase will benefit the Company and its Shareholders.

Funding of Repurchase

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Bye-Laws and the laws of Bermuda. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or out of the funds of the Company otherwise available for dividend or distribution or the proceeds of a fresh issue of shares made for the

LETTER FROM THE BOARD

purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium of the Company before the shares are repurchased.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2018 in the event that the power to repurchase Shares pursuant to the Repurchase Proposal were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

Share Price

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

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
July	0.520	0.490
August	0.510	0.480
September	0.510	0.480
October	0.510	0.490
November	0.510	0.480
December	0.500	0.475
2018		
January	0.495	0.480
February	0.490	0.460
March	0.480	0.465
April	0.510	0.460
May	0.480	0.460
June	0.480	0.440
July until the Latest Practicable Date	0.470	0.440

LETTER FROM THE BOARD

Undertaking

The Directors have provided a separate undertaking to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Resolution and in accordance with the Listing Rules and the applicable laws of Bermuda.

General Information

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Proposal if such is approved by the Shareholders.

No core connected persons have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the Shareholders.

Takeovers Code

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Proposal, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of rule 32 of the Takeovers Code. As a result, a shareholder or group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Yuen Loong, Chelsey, Camalot and Elite Solution beneficially held 548,052,026 Shares, 252,240,000 Shares, 74,346,188 Shares and 14,700,000 Shares respectively in aggregate, representing approximately 52.39% of the issued share capital of the Company. Based on such shareholdings and in the event that the Repurchase Proposal is exercised in full, the shareholdings of Yuen Loong, Chelsey, Camalot and Elite Solution in aggregate would be increased to approximately 58.21% of the issued share capital of the Company. Mr. Laurent LAM Kwing Chee, a Director of the Company, is interested in approximately 18% of the issued share capital of each of Yuen Loong, Chelsey and Camalot. Mr. Anthony LAM Sai Ho, a Director of the Company, is interested in 40% of the issued share capital of Marvel City Holdings Limited which in turn is interested in approximately 24% of the issued share capital of each of Yuen Loong, Chelsey and Camalot. Madam LAM Sai Mann, a Director of the Company, is interested in

LETTER FROM THE BOARD

30% of the issued share capital of Elegant Investments Holdings Limited which in turn is interested in approximately 24% of the issued share capital of each of Yuen Loong, Chelsey and Camalot. Mr. Dennis LAM Saihong, a Director of the Company, is interested in 30% of the issued share capital of Elegant Investments Holdings Limited which in turn is interested in approximately 24% of the issued share capital of each of Yuen Loong, Chelsey and Camalot. Mr. Laurent LAM Kwing Chee and Mr. Anthony LAM Sai Ho, the Directors of the Company, are interested in 50% and 50% of the issued share capital of Elite Solution respectively.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Proposal. In the event that the Repurchase Proposal is exercised in full, the number of Shares held by the public would not fall below 25%.

As at the Latest Practicable Date, the Directors have no intention to repurchase any Shares.

Shares Repurchase made by the Company

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

2. GENERAL MANDATE TO ISSUE NEW SHARES

It will also be proposed at the Annual General Meeting two ordinary resolutions for granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the resolution and adding to such general mandate so granted to the Directors any Shares representing the aggregate nominal amount of the Shares repurchased by the Company after the granting of the general mandate to repurchase Shares up to 10% of the issued share capital of the Company as at the date of the Repurchase Resolution.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,697,406,458 Shares. Subject to the passing of the proposed resolution for the grant of the general mandate to issue Shares at the Annual General Meeting and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the Annual General Meeting, the Company would be allowed to issue a maximum of 339,481,291 Shares. The Directors have no present intention to issue any new Shares pursuant to the mandate to issue new Shares proposed to be granted to them at the Annual General Meeting.

LETTER FROM THE BOARD

The general mandate to issue Shares will expire at the earliest of (i) the date of the annual general meeting for the year ending 31 March 2019, (ii) the date by which the next annual general meeting of the Company is required to be held by law and (iii) the date upon which such authority is revoked or varied.

3. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of nine Directors. The Executive Directors of the Company are Mr. Laurent LAM Kwing Chee (Chairman), Mr. Anthony LAM Sai Ho (Vice Chairman and Chief Executive Officer), Madam LAM Sai Mann, Ms. Morna YUEN Mai-tong and Mr. TSANG Siu Hung. The Non-executive Director of the Company is Mr. Dennis LAM Saihong. The Independent Non-executive Directors of the Company are Mr. Joseph LAM Yuen To, Mr. Michael YU Tat Chi and Mr. Ronald YAN Mou Keung.

In accordance with bye-law 99(A) of the Company's Bye-Laws, Madam LAM Sai Mann, Mr. TSANG Siu Hung and Mr. Ronald YAN Mou Keung, will retire from office by rotation and, being eligible, offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors proposed for re-election at the Annual General Meeting are set out in the Appendix I of this circular.

4. PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME TO REPLACE THE EXISTING SHARE OPTION SCHEME

(i) Termination of the Existing Share Option Scheme

The Existing Share Option Scheme was adopted by the Company on 26 August 2008. Under the terms of the Existing Share Option Scheme, unless otherwise cancelled or amended, the Existing Share Option Scheme would remain in force for a period of 10 years from the date of its adoption. Accordingly, the Existing Share Option Scheme will expire and terminate on 25 August 2018, and no further Option could thereafter be offered under the Existing Share Option Scheme.

However, the rules of the Existing Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of any Option granted prior to its termination, or otherwise to the extent as may be required in accordance with the rules of the Existing Share Option Scheme.

LETTER FROM THE BOARD

All Options granted under the Existing Share Option Scheme prior to its termination will continue to be valid and exercisable in accordance with the rules of the Existing Share Option Scheme. As at the Latest Practicable Date, there were a total of 6,500,000 Options (being 2,500,000 Options held by Mr. TSANG Siu Hung (Director) and 4,000,000 Options held by other Grantees) remained outstanding under the Existing Share Option Scheme.

Apart from the Existing Share Option Scheme, the Company had no other subsisting share option scheme as at the Latest Practicable Date.

(ii) Adoption of the New Share Option Scheme

In view of the expiry and termination of the Existing Share Option Scheme, the Board proposes to adopt the New Share Option Scheme to replace the Existing Share Option Scheme.

The purpose of the New Share Option Scheme is for the Company to provide the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to the Participants and for such other purposes as the Board may approve from time to time.

As at the Latest Practicable Date, there were a total of 1,697,406,458 Shares in issue. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date up to the Adoption Date, the maximum number of Shares which may be issued pursuant to the New Share Option Scheme and any other schemes (if any) will be 169,740,645 Shares, representing 10% of the total number of Shares in issue as at the Adoption Date, unless the Company obtains a fresh approval from its Shareholders to renew the 10% limit on the basis that the maximum number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company shall not exceed 30% of the total number of Shares in issue from time to time.

Principal terms of the New Share Option Scheme

A summary of the principal terms of the New Share Option Scheme is set out in Appendix II to this circular. The terms of the New Share Option Scheme are in accordance with the provisions of Chapter 17 of the Listing Rules.

There is no trustee appointed for the purpose of the New Share Option Scheme.

LETTER FROM THE BOARD

Value of the Options

The Directors consider that it is not appropriate to disclose the value of all Options that can be granted under the New Share Option Scheme as if they had been granted on the Latest Practicable Date as a number of variables which are crucial for the calculation of the value of all Options have not been determined. Such variables include but are not limited to the exercise price, exercise period and any performance targets to be set. The Directors believe that any calculation of the value of all Options as at the Latest Practicable Date based on a great number of speculative assumptions would not be meaningful and would be misleading to the Shareholders.

Conditions precedent of the New Share Option Scheme

The New Share Option Scheme is conditional upon:

- (a) the passing of an ordinary resolution approving the adoption of the New Share Option Scheme by the Shareholders and authorising the Directors or persons authorised by it to grant Options to subscribe for Shares thereunder and to allot and issue Shares pursuant to the exercise of any Options granted under the New Share Option Scheme; and
- (b) the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, any new Shares to be issued pursuant to the exercise of Options granted under the New Share Option Scheme.

An application will be made to the Stock Exchange for the approval for the listing of, and permission to deal in, any new Shares which may fall to be issued and allotted pursuant to the exercise of the Options granted under the New Share Option Scheme.

Once the New Share Option Scheme is adopted, any alterations to the terms and conditions thereof, which are of a material nature, must be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the New Share Option Scheme.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the ordinary resolution to be proposed at the Annual General Meeting approving the adoption of the New Share Option Scheme.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting, which contains, inter alia, ordinary resolutions to approve the Repurchase Proposal and the general mandate for directors to issue new Shares, is set out on pages 27 to 31 of this circular. Shareholders are advised to read the notice and to complete and return the form of proxy for use at the Annual General Meeting enclosed with the 2018 annual report of the Company in accordance with the instructions printed thereon.

6. VOTING BY WAY OF POLL

Pursuant to rule 13.39(4) of the Listing Rules, all votes of Shareholders at the Annual General Meeting must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to the Bye-laws of the Company and the Company will announce the results of the poll in the manner prescribed under rule 13.39(5) of the Listing Rules.

7. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

8. RECOMMENDATION

The Directors believe that the Repurchase Proposal, the general mandate for directors to issue new Shares, the re-election of the retiring directors and the adoption of New Share Option Scheme are all in the best interest of the Company and its Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

9. DOCUMENTS FOR INSPECTION

Copies of the Memorandum of Association and New Bye-Laws of the Company and a New Share Option Scheme will be available for inspection during normal business hours on any weekdays (except public holidays) at the principal place of business address of the Company at 11th Floor, Golden Resources Centre, 2-12 Cheung Tat Road, Tsing Yi Island, New Territories, Hong Kong up to and including 29 August 2018 and will also be available for inspection at the Annual General Meeting.

Yours faithfully,
Laurent LAM Kwing Chee
Chairman

The following are the particulars of the Directors to be retired and proposed for re-election at the Annual General Meeting:

- (1) **Madam LAM Sai Mann**, aged 43, Executive Director of the Company. She graduated from Macquarie University in Australia with a Bachelor of Commerce degree and holds a Master of Commerce degree from the University of Sydney in Australia. Madam Lam has extensive professional experience in operation and management of catering business. She is also a Director of various subsidiaries of the Company. Save as disclosed above, Madam Lam does not hold any position with the Company or other members of the Group. Madam Lam 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.

Madam Lam is the niece of Mr. Laurent LAM Kwing Chee (Chairman), the cousin of Mr. Anthony LAM Sai Ho (Vice Chairman and Chief Executive Officer) and Ms. Morna YUEN Mai-tong, the Executive Directors of the Company, and the sister of Mr. Dennis LAM Saihong, the Non-executive Director of the Company. She is the director and shareholder of both Yuen Loong and Chelsey, being the controlling shareholder and substantial shareholder of the Company respectively. Madam Lam is interested in 30% of the issued share capital of Elegant Investments Holdings Limited which in turn is interested in approximately 24% of the issued share capital of each of Yuen Loong and Chelsey. Save as disclosed above, Madam Lam has no relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Madam Lam is interested in 89,021,000 Shares as beneficial owner in respect of 6,250,000 Shares and as corporate interest in respect of 82,771,000 Shares held by Joint Success Limited, a company which is wholly-owned by Madam LAM Sai Mann, representing approximately 5.24% of the total issued share capital of the Company. Save as disclosed above, Madam Lam does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract between the Company and Madam Lam. Madam Lam's term of appointment is subject to retirement by rotation and re-election at least once every three years in accordance with the provisions of the Bye-Laws. Madam Lam's emoluments for the year ended 31 March 2018 is approximately HK\$478,000 which is determined by reference to her duties and responsibilities, the Company's performance, industry norm and general market conditions.

- (2) **Mr. TSANG Siu Hung**, aged 63, Executive Director of the Company and Finance Director of the Group. He holds a bachelor degree in Accountancy and is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He joined the Group in 1985. Mr. Tsang has extensive professional experience in finance, accounting and auditing fields. He is also a Director of various subsidiaries of the Company. Save as disclosed above, Mr. Tsang does not hold any position with the Company or other members of the Group. Mr. Tsang 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. Tsang 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. Tsang has personal interest in 2,500,000 Shares and share option to subscribe for 2,500,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract between the Company and Mr. Tsang. Mr. Tsang's term of appointment 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. Tsang's emoluments for the year ended 31 March 2018 is approximately HK\$2,298,000 which is determined by reference to his duties and responsibilities, the Company's performance, industry norm and general market conditions.

- (3) **Mr. Ronald YAN Mou Keung**, aged 63, Independent Non-executive Director of the Company. He 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 Vice Chairman of Yau Tsim Mong "No-drug" Alliance Steering Committee, Chairman of Yau Tsim Mong South Area Committee and Observer of Independent Police Complaints Council. Mr. Yan was awarded the Chief Executive's Commendation for Community Service on 1 July 2016. 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.

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 2018 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 the above Directors 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.

This Appendix set out further information of the New Share Option Scheme and also summarises the rules of the New Share Option Scheme but does not form part of nor is it intended to be, part of the New Share Option Scheme nor should it be taken as affecting the interpretation of the rules of the New Share Option Scheme.

NEW SHARE OPTION SCHEME

The following is a summary of the principal terms of the New Share Option Scheme proposed to be approved by a resolution of the Shareholders at the Annual General Meeting, notice of which is set out on pages 27 to 31 of this circular:

(a) Purpose

The purpose of the New Share Option Scheme is for the Company to provide the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to the Participants and for such other purposes as the Board may approve from time to time.

(b) Grantees

The directors of the Company may, at its discretion, offer employees (including directors) of the Company and/or any of its subsidiaries and other persons who, in the sole discretion of the board of directors of the Company have contributed to the Group, Options to subscribe for such number of Shares as the directors of the Company may determine at the subscription price determined in accordance with paragraph (c) below. An Option shall be deemed to have been granted and accepted by the Grantee and to have taken effect when the duplicate offer document constituting acceptance of the Option duly signed by the Grantee, together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof is received by the Company not later than 21 days after the Option is offered to the Grantee.

(c) Maximum number of Shares

- (i) The total number of Shares which may be issued upon exercise of all Options to be granted under the New Share Option Scheme and any other scheme adopted by the Company and any Subsidiary must not, in aggregate, exceed 10% of the Shares in issue (the “Scheme Mandate Limit”) on the Adoption Date, unless approval has been obtained from Shareholders in general meeting pursuant to sub-paragraphs (c)(ii) and (c)(iii) below. Options lapsed in accordance with the terms of the New Share Option Scheme and any other share option scheme will not be counted for the purpose of calculating the Scheme Mandate Limit.

- (ii) The Company may refresh the Scheme Mandate Limit at any time subject to Shareholders' approval in general meeting with the issue of a circular to Shareholders in a manner complying with, and containing the matters specified in, Chapter 17 of the Listing Rules, provided that the Scheme Mandate Limit as refreshed must not exceed 10% of the Shares in issue (the "Refreshed Limit") as the date of approval of the Refreshed Limit. Options previously granted under the New Share Option Scheme and any other share option scheme of the Company (including those outstanding, cancelled, lapsed in accordance with such schemes or exercised Options) will not be counted for the purpose of calculating the Refreshed Limit.

- (iii) The Company may also seek separate approval by the Shareholders in general meeting for granting Options beyond the Scheme Mandate Limit provided that the Options in excess of the Scheme Mandate Limit are granted only to Participants specifically identified by the Company before such approval is sought. The Company must send a circular to Shareholders containing the matters specified in, the relevant provisions of Chapter 17 of the Listing Rules and any other applicable laws and rules.

- (iv) Notwithstanding anything to the contrary herein, the maximum number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the New Share Option Scheme and any other share option scheme of the Company must not, in aggregate, exceed 30% (or such other percentage as may be allowed under the Listing Rules) of the Shares in issue from time to time. No Options shall be granted under any share option schemes of the Company or any Subsidiary (including this New Share Option Scheme) if this will result in the said 30% limit being exceeded.

On the basis of 1,697,406,458 Shares in issue as at the Latest Practicable Date, and assuming no further Shares will be issued or repurchased by the Company prior to the date of the passing of the resolution to adopt the New Share Option Scheme, the Company may initially grant Options in respect of 169,740,645 Shares under the New Share Option Scheme.

(d) Maximum number of Options to any one individual

The total number of Shares issued and which may fall to be issued upon exercise of the Options granted under the New Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding Options) to each eligible participant in any 12-month period up to the date of grant shall not exceed 1 per cent. of Shares in issue as at the date of grant.

Any further grant of Options in excess of this 1 per cent. limit shall be subject to the issue of a circular by the Company and the approval of the shareholders of the Company in general meeting and/or other requirements prescribed under the Listing Rules from time to time with such eligible participant and his associates (as defined in the Listing Rules) abstaining from voting.

(e) Price of Shares

The subscription price of a Share in respect of any particular Option granted under the New Share Option Scheme shall be such price as the directors of the Company in their absolute discretion shall determine, save that such price will not be less than the highest of (a) the closing prices of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day; (b) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of grant; and (c) the nominal value of a Share.

(f) Granting Options to connected persons

Any grant of Options to a director, chief executive or substantial shareholder of the Company or any of its associates (as defined in the Listing Rules) is required to be approved by the independent non-executive directors of the Company (excluding any independent non-executive director who is the grantee of the Options).

If the Company proposes to grant Options to a substantial shareholder or any independent non-executive director of the Company or their respective associates which will result in the number of Shares issued and to be issued upon exercise of Options granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (a) representing in aggregate over 0.1 per cent. of the Shares in issue; and
- (b) having an aggregate value in excess of HK\$5 million, based on the closing price of the Shares at the date of each grant,

such further grant of Options will be subject to the issue of a circular by the Company and the approval of the shareholders of the Company in general meeting on a poll at which all connected persons (as defined in the Listing Rules) of the Company shall abstain from voting, and/or such other requirements prescribed under the Listing Rules from time to time. A connected person (as defined in the Listing Rules) of the Company will be permitted to vote against the grant only if his intention to do so has been stated in the circular.

(g) Restrictions on the time of grant of Options

A grant of Options may not be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been announced pursuant to the requirements of the Listing Rules. In particular, no Options may be granted during the period commencing one month immediately preceding the earlier of (a) the date of board meeting for the approval of the Company's annual or interim results; and (b) the deadline for the Company to publish its interim or annual results announcement under the listing agreement and ending on the date of actual publication of the results announcement.

(h) Rights are personal to grantee

An Option may not be transferred or assigned and is personal to the grantee.

(i) Time of exercise of Option

All Option may be exercised in accordance with the terms of the Share at any time during the period commencing from the date on which the Option is accepted or such later date as the Board may decide (the "Commencement Date") and expiring on an expiry date determined by the Board which shall not be later than the 10th anniversary of the Commencement Date in respect of the relevant Option. No Option may be granted more than 10 years after the date of adoption of the New Share Option Scheme. Subject to earlier termination by the Company in general meeting or by the directors of the Company, the New Share Option Scheme shall be valid and effective for a period of 10 years after the date of adoption of the New Share Option Scheme by shareholders by resolution at a general meeting.

(j) Performance target

The exercise of an Option may be subject to the achievement of performance targets as determined by the Board in its absolute direction when the relevant Option is granted.

(k) Rights on ceasing employment

- (i) If the grantee of an Option ceases to be an employee of the Company or its subsidiaries by reason of death, his personal representative(s) may exercise the Option (to the extent not already exercised) within a period of 12 months thereafter, or such longer period as the directors of the Company may determine, failing which it will lapse.
- (ii) If the grantee of an Option ceases to be an employee of the Company or its subsidiaries on the grounds that he has been guilty of serious misconduct, or has committed any act of bankruptcy or has become insolvent or has made any arrangements or composition with his creditors generally, or has been convicted of any criminal offence involving his integrity or honesty, his Option will thereupon lapse forthwith.
- (iii) If the grantee of an Option ceases to be an employee of the Company or its subsidiaries for any other reason, the grantee may exercise the Option up to his entitlement at the date of cessation of employment (to the extent not already exercised) within the period of 1 month following the date of such cessation, which date shall be the last actual working day with the Company or the relevant subsidiary whether salary is paid in lieu of notice or not, failing which it will lapse.

(l) Rights on winding-up

In the event a notice is given by the Company to its shareholders to convene a shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall forthwith give notice thereof to the grantee. The grantee (or his or her legal personal representatives) may by notice in writing to the Company accompanied by a remittance of the full amount of the aggregate subscription price for the Shares in respect of which the notice is given (such notice to be received by the Company not later than two business days prior to the proposed shareholders' meeting) exercise the Option (to the extent not already exercised) either to its full extent or to the extent specified in such notice and the Company shall as soon as possible and in any event no later than the day immediately prior to the date of the proposed shareholders' meeting, allot and issue such number of Shares to the grantee which falls to be issued on such exercise of the Option.

(m) Ranking of Shares

The Shares to be allotted upon the exercise of an Option will not carry voting rights until completion of the registration of the grantee (or any other person) as the holder thereof. Subject to the aforesaid, Shares allotted and issued on the exercise of Options will rank pari passu with the other fully-paid Shares in issue on the date of exercise of the Option, save that they will not rank for any dividend or other distribution declared or recommended or resolved to be paid or made by reference to a record date falling on or before the date of exercise of the Option.

Unless the context otherwise requires, references to “Shares” in this section headed “New Share Option Scheme” include Shares of HK\$0.1 each of the Company or if there has been, a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company.

(n) Effects of alterations to capital

In the event of any alteration in the capital structure of the Company whilst any Option may become or remains exercisable, such corresponding alterations (if any) shall be made in the aggregate number of Shares in respect of which Options may be granted subject to outstanding Options so far as unexercised and/or the subscription price per Share of each outstanding Option and/or the method of exercise of the Option as the auditors of the Company or an independent financial adviser shall certify in writing to the Board to be in their opinion fair and reasonable and in compliance with Rule 17.03(13) of the Listing Rules and the note thereto. Any such alterations will be made on the basis that a grantee shall have the same proportion of the issued share capital of the Company for which any grantee of an Option is entitled to subscribe pursuant to the Options held by him before such alteration and the aggregate subscription price payable on the full exercise of any Option is to remain the same as it was before such event. No such alteration will be made the effect of which would be enable a Share to be issued at less than its normal value. The issue of securities as consideration in a transaction is not to be regarded as a circumstance requiring any such alterations.

(o) Alteration of New Share Option Scheme

The New Share Option Scheme may be altered in any respect by resolution of the Board except that:

- (a) any alteration to the advantage of the grantees or the eligible participants (as the case may be) in respect of the matters contained in Rule 17.03 of the Listing Rules;
- (b) any material alteration to the terms and conditions of the New Share Option Scheme or any change to the terms of Options granted, shall first be approved by the shareholders in general meeting provided that if the proposed alteration shall adversely affect any Option granted or agreed to be granted prior to the date of alteration, such alteration shall be further subject to the grantees' approval in accordance with the terms of the New Share Option Scheme. The amended terms of the New Share Option Scheme shall still comply with the Chapter 17 of the Listing Rules and any change to the authority of the Board in relation to any alteration to the terms of the New Share Option Scheme must be approved by shareholders in general meeting.

(p) Rights on general offer

If a general offer is made to all the holders of Shares (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional during the Option period, the grantee (or his/her legal personal representative(s)) shall be entitled to exercise the Option in full (to the extent not already exercised) at any time within 14 days after the date on which the offer becomes or is declared unconditional.

(q) Rights on a compromise or arrangement

In the event of a compromise or arrangement between the Company and its members or creditors being proposed in connection with a scheme for the reconstruction or amalgamation of the Company, the Company shall give notice thereof to all grantees on the same day as it gives notice to its members or creditors to consider such a scheme or arrangement and any grantee (or his/her legal personal representatives) may by notice in writing to the Company accompanied by a remittance for the full amount of the aggregate subscription price for the Shares in respect of which the notice is given (such notice to be received by the Company not later than two

business days prior to the proposed meeting) exercise the Option (to the extent not already exercised) either to its full extent or to the extent specified in such notice. The Company shall as soon as possible and in any event no later than the day immediately prior to the date of the proposed meeting, allot and issue such number of Shares to the grantee which falls to be issued on such exercise of the Option credited as fully paid and register the grantee as holder thereof. If for any reason such compromise or arrangement is not approved by the relevant court, the rights of grantees of Options to exercise their respective Options shall with effect from the date of the making of the order by the court be restored in full and shall thereupon become exercisable (but subject to the other terms of the New Share Option Scheme).

(r) Cancellation of Options

Any cancellation of Options granted but not exercised must be approved by the grantees of the relevant Options.

(s) Termination of the New Share Option Scheme

The Company may by resolution in general meeting at any time terminate the New Share Option Scheme and in such event no further Option shall be offered but the provisions of the New Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any Option granted prior thereto or otherwise as may be required in accordance with the provisions of the New Share Option Scheme. Options granted prior to such termination but not yet exercised at the time of termination shall continue to be valid and exercisable in accordance with the New Share Option Scheme.

(t) Lapse of Option

An Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:

- (a) the expiry of the Option period;
- (b) the expiry of any of the periods referred to in paragraphs (k), (l) or (q);
- (c) subject to the provision referred to in paragraph (l), the date of commencement of the voluntary winding-up of the Company;

- (d) the date on which the Grantee ceases to be an Eligible Participant by reason of such Grantee's resignation from the employment of the Company or of any of its Subsidiaries or the termination of his or her employment on the grounds that he or she has been guilty of serious misconduct, or has committed any act of bankruptcy or is unable to pay his or her debts or has become insolvent or has made any arrangement or has compromised with his or her creditors generally, or has been convicted of any criminal offence involving his or her integrity or honesty. A resolution of the Board to the effect that the employment of a Grantee has or has not been terminated on one or more of the grounds specified in this paragraph shall be conclusive; or
- (e) the date on which the Board shall exercise the Company's right to cancel the Option at any time after the Grantee commits a breach of paragraph (h) or the Options are cancelled in accordance with paragraph (r).

(u) Condition of the New Share Option Scheme

The New Share Option Scheme is conditional on the Listing Committee of the Stock Exchange granting approval of the New Share Option Scheme, the listing of and permission to deal in the Shares in issue and the Shares which may fall to be issued pursuant to the exercise of Options granted pursuant the New Share Option Scheme.

(v) Disclosure in annual and interim reports

The Company will disclose details of the New Share Option Scheme in its annual and interim reports including the number of Options, date of grant, exercise price, exercise period, vesting period and (if appropriate) a valuation of Options granted during the financial year/period in the annual/interim reports in accordance with the Listing Rules in force from time to time.

(w) Present status of the New Share Option Scheme

Application has been made to the Listing Committee of the Stock Exchange for the approval of the New Share Option Scheme, the subsequent granting of the Options under the New Share Option Scheme and for the listing of, and permission to deal in, any Shares to be issued pursuant to the exercise of Options granted under the New Share Option Scheme.

(x) Value of all Options that can be granted under the New Share Option Scheme

The Directors consider that it is not appropriate nor helpful to Shareholders to state the value of all Options that can be granted pursuant to the New Share Option Scheme as if they had been granted as at the Latest Practicable Date. The Directors are of the opinion that any statement regarding the value of the Options as at the Latest Practicable Date will not be meaningful to the Shareholders given that the Options to be granted shall not be assignable, and no holder of the Option shall in any way sell, transfer, charge, mortgage or create any interest (legal or beneficial) in favour of any third party over or in relation to any Option.

NOTICE OF ANNUAL GENERAL MEETING



GOLDEN RESOURCES DEVELOPMENT INTERNATIONAL LIMITED

金源米業國際有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 677)

NOTICE IS HEREBY GIVEN that the 2018 Annual General Meeting (the “Annual General Meeting”) of the Company will be held at Conference Room, 11/F., Golden Resources Centre, 2-12 Cheung Tat Road, Tsing Yi Island, New Territories, Hong Kong on Wednesday, 29 August 2018 at 11:30 a.m. for the following purposes:

1. To receive and consider the financial statements and the reports of the directors and auditor for the year ended 31 March 2018.
2. To declare a final dividend.
3. To re-elect the directors and to authorize the board of directors to fix the remuneration of directors.
4. To re-appoint the auditor and to authorize the board of directors to fix the remuneration of auditor.
5. To consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions of the Company:

ORDINARY RESOLUTIONS

(A) “THAT:

- (i) Subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company 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 recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this

NOTICE OF ANNUAL GENERAL MEETING

purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (ii) the aggregate nominal amount of shares of the Company which the Company is authorized to repurchase pursuant to the approval in paragraph (i) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (iii) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company (the “Bye-Laws”) or any applicable law to be held; and
 - (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

(B) “THAT:

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorize the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); (b) an issue of shares as scrip dividends pursuant to the Bye-Laws from time to time; or (c) an issue of shares under any option scheme or any similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (iv) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) 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 to be held; and
- (c) the date on which the authority set out in 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 open for a period fixed by the directors of the Company to the holders of shares of the Company 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 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, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** subject to the passing of Ordinary Resolutions Nos. 5(A) and 5(B) set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to Ordinary Resolution No. 5(B) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 5(A) set out in the notice convening this meeting, provided that such amount of shares shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the said Resolution.”
- (D) “**THAT** subject to and conditional upon The Listing Committee of the Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the shares of the Company (not exceeding 10% of the Company’s issued share capital on the date of this resolution) which may fall to be issued upon the exercise of the options to be granted under the new share option scheme of the Company (“New Share Option Scheme”), the rules of which are contained in the document marked “A” produced to the meeting and signed by the Chairman of the meeting for identification purposes, the New Share Option Scheme be and is hereby approved and adopted and the Directors of the Company be and are hereby authorized to grant options and to allot, issue and deal with the shares which fall to be issued pursuant to the exercise of any option granted under the New Share Option Scheme and to take all such steps as may be necessary or expedient in order to give full effect to the New Share Option Scheme.”

By Order of the Board

Golden Resources Development International Limited

Laurent LAM Kwing Chee

Chairman

Hong Kong, 27 July 2018

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the Annual General Meeting 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.
2. To be valid, the 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 Annual General Meeting or any adjournment thereof.
3. The Register of Members of the Company will be closed from Thursday, 23 August 2018 to Wednesday, 29 August 2018, 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 Wednesday, 22 August 2018 will be entitled to attend and vote at the Annual General Meeting. 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. (Hong Kong time) on Wednesday, 22 August 2018.
4. The last day for trading in the Company's shares with entitlement to the final dividend will be on Friday, 31 August 2018. The Company's shares will be traded ex-entitlement on Monday, 3 September 2018. The record date for the entitlement to the final dividend is at 4:30 p.m. (Hong Kong time) on Tuesday, 4 September 2018. In order to qualify for the final dividend, if approved, 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. (Hong Kong time) on Tuesday, 4 September 2018.