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GOLDEN FAITH GROUP HOLDINGS LIMITED

高豐集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2863)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Golden Faith Group Holdings Limited (the “**Company**”) will be held at 15/F, Honest Building, 9–11 Leighton Road, Causeway Bay, Hong Kong on Monday, 3 August 2020 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. “**THAT** subject to the passing of ordinary resolution numbered 2 herein:
 - (a) the sale and purchase agreement dated 8 June 2020 (the “**Agreement**”) and entered into among, Ko Chun Hay Kelvin (the “**Vendor**”), KF Strategic Capital Limited (the “**Purchaser**”) and Richfield International Enterprise Limited (copy of the Agreement is tabled at the meeting and marked “A” and signed by the chairman of the meeting for identification purpose) pursuant to which, among others, the Purchaser has conditionally agreed to acquire and the Vendor has conditionally agreed to sell, 800,000 issued ordinary shares of Richfield International Enterprise Limited (the “**Target Company**”), representing the entire issued share capital of the Target Company (the “**Acquisition**”), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
 - (b) any one director of the Company (the “**Director(s)**”) be and is hereby authorised to, on behalf of the Company, do all such acts and sign, seal, execute and deliver all such documents and take all such actions as he may consider necessary or desirable for the purpose of or in connection with or to give effect to the Agreement and the transactions contemplated thereunder.”
2. “**THAT** subject to the passing of ordinary resolution numbered 1 herein and the Listing Committee to The Stock Exchange of Hong Kong Limited having granted the listing of, and permission to deal in the Consideration Shares (as defined below), the Directors be and are hereby granted a specific mandate (the “**Specific Mandate**”) which shall entitle the Directors to exercise all the powers of the Company to (i)

allot and issue up to 100,000,000 new ordinary shares of the Company (the “**Consideration Shares**”) at the issue price of HK\$0.290 per Consideration Share to the Vendor (or its nominee(s) as it may direct) as part of the consideration for the Acquisition subject to the terms and conditions of the Agreement, where such Consideration Shares shall rank *pari passu* in all respects with the other ordinary shares of the Company in issue or to be issued by the Company on or prior to the date of allotment of the Consideration Shares; and (ii) credit the Consideration Shares as fully paid and register the Consideration Shares in the name of the Vendor (or its nominee(s) as it may direct) on the Hong Kong branch register of members of the Company subject to the terms and conditions of the Agreement, provided that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke, any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.”

By order of the Board
GOLDEN FAITH GROUP HOLDINGS LIMITED
Li Kar Fai, Peter
Executive Director

Hong Kong, 16 July 2020

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

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

15/F, Honest Building
9–11 Leighton Road
Causeway Bay
Hong Kong

Notes:

1. In order to determine entitlements of the shareholders of the Company to attend and vote at the extraordinary general meeting of the Company to be held on Monday, 3 August 2020 (the “**EGM**”), the register of members of the Company will be closed from Wednesday, 29 July 2020 to Monday, 3 August 2020, both days inclusive, during which period no transfer of Shares will be effected. All transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 4:00 p.m. on Tuesday, 28 July 2020.
2. A shareholder entitled to attend and vote at the EGM is entitled to appoint a person or persons (who must be individual) as his or her proxy or proxies to attend and, on a poll, vote instead of him or her. A proxy need not be a shareholder of the Company.
3. To be valid, a form of proxy, together with 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 with the Company’s Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.

4. Delivery of an instrument appointing a proxy will not preclude a shareholder from attending and voting in person at the EGM or any adjournment thereof; in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. If Typhoon Signal No. 8 or above is hoisted, or a “black” rainstorm warning signal or “extreme conditions after super typhoons” announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.goldenfaith.hk and on the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this announcement, the executive Directors are Mr. Ko Chun Hay Kelvin and Mr. Li Kar Fai, Peter; the non-executive Directors are Mr. Yung On Wah and Ms. Wong Cheuk Wai Helena and the independent non-executive Directors are Mr. Chan Cho Chak, Mr. Chan Wing Fai, and Mr. Yeung Wai Lung.