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Goldenmars Technology Holdings Limited
晶芯科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(the “Company”)

(Stock Code: 3638)

PROPOSED SHARE SUBDIVISION
AND
PROPOSED CHANGE IN BOARD LOT SIZE

PROPOSED SHARE SUBDIVISION

The Board proposed to subdivide one existing issued and unissued Share of HK\$0.01 in the share capital of the Company into 12 Subdivided Shares of HK\$0.0008333 each.

The Share Subdivision is conditional upon (i) the passing of an ordinary resolution by the Shareholders at the EGM for approving the Share Subdivision; and (ii) the Stock Exchange granting approval for the listing of, and permission to deal in, the Subdivided Shares.

PROPOSED CHANGE IN BOARD LOT SIZE

The Board proposes to change the board lot size for trading on the Stock Exchange from 3,000 Shares to 12,000 Subdivided Shares after and conditional upon the Share Subdivision becoming effective.

GENERAL

A circular containing, among other things, further information on the Share Subdivision, the Change in Board Lot Size and notice of the EGM, will be despatched to the Shareholders on or before 15 April 2016.

PROPOSED SHARE SUBDIVISION

The Board proposed to subdivide one existing issued and unissued Share of HK\$0.01 in the share capital of the Company into 12 Subdivided Shares of HK\$0.0008333 each. The Share Subdivision will become effective upon the fulfillment of the conditions set out in paragraph headed “CONDITIONS OF THE SHARE SUBDIVISION” below.

CONDITIONS OF THE SHARE SUBDIVISION

The completion of Share Subdivision is conditional upon the following:

- (1) the passing of an ordinary resolution by the Shareholders at the EGM for approving the Share Subdivision; and
- (2) the Stock Exchange granting approval for the listing of, and permission to deal in, the Subdivided Shares.

LISTING APPLICATION

An application will be made by the Company to the Stock Exchange for the listing of and the permission to deal in the Subdivided Shares arising from the Share Subdivision.

EFFECTS OF THE SHARE SUBDIVISION

The Subdivided Shares will rank pari passu with each other in all respects with the Shares in issue prior to the Share Subdivision and the rights attached to the Subdivided Shares will not be affected by the Share Subdivision.

As at the date of this announcement, the authorized share capital of the Company is HK\$80,000,000 divided into 8,000,000,000 Shares of HK\$0.01 each, of which 293,880,000 Shares are in issue and fully paid. Upon the Share Subdivision becoming effective, the authorized share capital of the Company will be HK\$80,000,000 divided into 96,000,000,000 Subdivided Shares of HK\$0.0008333 each, of which 3,526,560,000 Subdivided Shares will be in issued and fully paid or credited as fully paid, assuming that no further Shares are repurchased or issued prior to the Share Subdivision becoming effective.

As at the date hereof, the Company does not have any options outstanding under the share option scheme of the Company or any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares.

PROPOSED CHANGE IN BOARD LOT SIZE

As at the date of this announcement, the Shares are traded in a board lot of 3,000 Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 3,000 Shares to 12,000 Subdivided Shares after and conditional upon the Share Subdivision becoming effective.

Based on the closing price HK\$4.40 per Share (equivalent to HK\$0.367 per Subdivided Share) as at the date of this announcement, the value of each board lot of 12,000 Subdivided Shares, assuming the Share Subdivision and the Change in Board Lot Size had already become effective, would be approximately HK\$4,404.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders or any odd board lots other than those which already exist.

EXCHANGE OF SHARE CERTIFICATES

Upon the Share Subdivision becoming effective, the Shareholders may, during the business hours from 6 May 2016 to 14 June 2016 (both days inclusive), submit their share certificates for existing Shares to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, in exchange, at the expense of the Company, for new share certificates for the Subdivided Shares with new nominal value of HK\$0.0008333 each. Thereafter, existing certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each existing share certificate cancelled or new share certificate issued, whichever number of share certificates involved is higher. It is expected that new share certificate(s) in green color will be available for collection within 10 Business Days after the submission of the existing share certificate(s) in blue color for exchange.

Existing share certificates will continue to be good evidence of legal title and may be exchanged for new share certificates at any time at the expense of the Shareholders.

ODD LOT ARRANGEMENT

As it is expected that no odd lot of the Shares will be created as a result of the Share Subdivision and the Change in Board Lot Size, no odd lot arrangement to match the sales and purchase of odd lots will be made.

REASONS FOR THE SHARE SUBDIVISION AND CHANGE IN BOARD LOT SIZE

Upon the proposed Share Subdivision becoming effective, the par value of each Share will decrease and the total number of shares in issue will increase. The Share Subdivision will result in a downward adjustment to the trading price per share. Based on the closing price of HK\$4.40 per Share as quoted on the Stock Exchange as at the date of this announcement, the market value per board lot of 3,000 Shares is HK\$13,200. The estimated market value per new board lot of 12,000 Subdivided Shares

will theoretically be reduced to HK\$4,404 immediately upon the Share Subdivision and the Change in Board Lot Size becoming effective. The Board believes that the Share Subdivision will enhance the liquidity in trading of the Subdivided Shares. The Board also considers that the proposed Change in Board Lot Size will maintain the trading value for each board lot at a reasonable level. Accordingly, the Board is of view that the Share Subdivision and the Change in Board Lot Size will enable the Company to attract more investors and broaden its Shareholders' base.

Save for the expenses incurred by the Company in implementing the Share Subdivision and the Change in Board Lot Size, the Share Subdivision and the Change in Board Lot Size will not alter the underlying assets, business operations, management or financial position of the Company or the proportional interests of the Shareholders. The Board considers that the Share Subdivision and the Change in Board Lot Size will not have any material adverse effect on the financial position of the Group.

Accordingly, the Board considers that the implementation of the Share Subdivision and the Change in Board Lot Size are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

EXPECTED TIMETABLE

Set out below is the tentative timetable for the implementation of the Share Subdivision and Change in Board Lot Size:

Event	2016 (Hong Kong time)
Circular relating to the Share Subdivision together with the EGM notice and proxy form expected to be despatched	on or before Friday, 15 April
Latest time for lodging form of proxy for the EGM (not less than 48 hours prior to the time of the EGM)	11:00 a.m. on Tuesday, 3 May
Expected date of the EGM to approve the Share Subdivision	11:00 a.m. on Thursday, 5 May
Publication of poll results of the EGM	Thursday, 5 May
The following events are conditional on the fulfilment of the conditions for the implementation of the Share Subdivision as set out in the section headed "CONDITIONS OF THE SHARE SUBDIVISION" above.	
Effective date of the Share Subdivision	Friday, 6 May

First day of free exchange of existing share Certificates
for new share certificates for Subdivided Shares Friday, 6 May

Dealing in the Subdivided Shares commences 9:00 a.m. on Friday, 6 May

Original counter for trading in the existing Shares in
board lots of 3,000 Shares (in the form of existing
share certificates) temporarily closes 9:00 a.m. on Friday, 6 May

Temporary counter for trading in the Subdivided Shares
in board lots of 36,000 Subdivided Shares
(in the form of existing share certificates) opens 9:00 a.m. on Friday, 6 May

Original counter for trading in the Subdivided Shares
in new board lots of 12,000 Subdivided Shares
(in the form of new share certificates) re-opens 9:00 a.m. on Friday, 20 May

Parallel trading in the existing Shares and the Subdivided
Shares (in form of existing share certificates and
new share certificates) commences 9:00 a.m. on Friday, 20 May

Temporary counter for trading in the Subdivided Shares
in board lots of 36,000 Subdivided Shares
(in the form of existing share certificates) closes 4:00 p.m. on Friday, 10 June

Parallel trading in the existing Shares and the Subdivided
Shares (in the form of existing share certificates and
the new share certificates) ends 4:00 p.m. on Friday, 10 June

Last day for free exchange of existing share certificates
for new share certificates 4:30 p.m. on Tuesday, 14 June

Further announcement will be made by the Company for changes, if any, in the expected timetable for implementation of the Share Subdivision and the Change in Board Lot Size as well as the associated trading arrangements listed above.

GENERAL

An EGM will be convened and held to approve the Share Subdivision in which an ordinary resolution to approve the Share Subdivision will be proposed. No Shareholders will be required to abstain from voting at the EGM.

A circular containing, among other things, further information on the Share Subdivision, the Change in Board Lot Size and notice of the EGM, will be despatched to the Shareholders on or before 15 April 2016.

DEFINITIONS

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

“Board”	the board of Directors of the Company
“Business Day”	any day (other than a Saturday or Sunday or public holiday) on which banks in Hong Kong are generally open for the transaction of normal business
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 3,000 Shares to 12,000 Subdivided Shares upon the Share Subdivision becoming effective
“Company”	Goldenmars Technology Holdings Limited, a company duly incorporated in the Cayman Islands with limited liability, whose shares are listed and traded on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Share Subdivision
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Subdivision”	the proposed subdivision of each Share into 12 Subdivided Shares as described in this announcement

“Shareholder(s)” holder(s) of the Share(s)

“Stock Exchange” The Stock Exchange of Hong Kong Limited

“Subdivided Share(s)” ordinary share(s) of HK\$0.0008333 each in the share capital of the Company upon the Share Subdivision becoming effective

By Order of the Board
Goldenmars Technology Holdings Limited
George Lu
Chairman

Hong Kong, 8 April 2016

As at the date of this announcement, the executive Directors of the Company are George Lu, Shen Wei, and Lau Wing Sze; and the independent non-executive Directors of the Company are Pang Chung Fai Benny, Wan Tak Shing and Loo Hong Shing Vincent.