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If you are in any doubt as to any aspect of this circular or as to the action to be taken, 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 **Goldenmars Technology Holdings Limited**, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or the transferee(s).

This circular appears for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

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**PROPOSED SHARE SUBDIVISION,
PROPOSED CHANGE IN BOARD LOT SIZE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company to be held at 29th Floor, Enterprise Square Two, 3 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong, at 11:00 a.m. on Thursday, 5 May 2016 is set out on pages 10 to 11 of this circular. A form of proxy for use by the Shareholders at the extraordinary general meeting is enclosed herein.

Whether or not you are able to attend the extraordinary general meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish.

15 April 2016

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DEFINITIONS

In this circular, 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
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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
“HKSCC”	Hong Kong Securities Clearing Company Limited
“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
“Latest Practicable Date”	13 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Committee”	has the meaning ascribed thereto under the Listing Rules
“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 circular
“Shareholder(s)”	holder(s) of the Share(s)

DEFINITIONS

“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

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Subdivision and Change in Board Lot Size is set out below:

Event	2016 (Hong Kong time)
Latest time for lodging form of proxy for 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” in the Letter from the Board.

	2016 (Hong Kong time)
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

EXPECTED TIMETABLE

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

Note:

1. All times and dates in this timetable refer to Hong Kong local times and dates.
2. Dates or deadlines specified in this timetable are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

LETTER FROM THE BOARD

GoldenMars^{Technology}
Goldenmars Technology Holdings Limited
晶芯科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3638)

Executive Directors:

Mr. George Lu (*Chairman*)

Ms. Shen Wei

Ms. Lau Wing Sze

Registered Office:

PO Box 309,

Ugland House,

Grand Cayman,

KY1-1104, Cayman Islands

Independent Non-executive Directors:

Mr. Loo Hong Shing Vincent

Mr. Pang Chung Fai Benny

Mr. Wan Tak Shing

*Headquarter and principal place of
business in Hong Kong:*

29th Floor, Enterprise Square Two,

3 Sheung Yuet Road,

Kowloon Bay, Kowloon,

Hong Kong

15 April 2016

To the Shareholders

Dear Sir or Madam,

**PROPOSED SHARE SUBDIVISION
PROPOSED CHANGE IN BOARD LOT SIZE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

On 8 April 2016, the Board announced the proposal 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 purpose of this circular is to provide you with further information regarding, among other things, the Share Subdivision and Change in Board Lot Size and to give you the notice of the EGM to be convened for the purpose of considering and, if thought fit, approving the Share Subdivision.

PROPOSED SHARE SUBDIVISION

The Board proposes 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.

LETTER FROM THE BOARD

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.

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the securities of the Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought on any other stock exchange.

Effects of the Share Subdivision

Upon the Share Subdivision becoming effective, 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 the Latest Practicable Date, 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 of the Latest Practicable Date, 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.

LETTER FROM THE BOARD

PROPOSED CHANGE IN BOARD LOT SIZE

As at the date of the Latest Practicable Date, 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\$4.30 per Share (equivalent to HK\$0.358 per Subdivided Share) as at the Latest Practicable Date, 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\$4,296.

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.

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\$4.30 per Share as quoted on the Stock Exchange as at the Latest Practicable Date, the market value per board lot of 3,000 Shares is HK\$12,900. The estimated market value per new board lot of 12,000 Subdivided Shares will theoretically be reduced to HK\$4,296 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.

LETTER FROM THE BOARD

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.

THE EGM

The Share Subdivision is subject to the approval of Shareholders at the EGM. The notice convening the EGM to be held at 29th Floor, Enterprise Square Two, 3 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong, at 11:00 a.m. on Thursday, 5 May 2016 is set out on pages 10 to 11 of this circular. Shareholders of the Company are advised to read the notice and complete and return the form of proxy for use at the EGM enclosed with this circular in accordance with the instructions printed thereon.

A form of proxy for the EGM is enclosed with this circular. Whether you are able to attend or not, please complete and return the enclosed form of proxy to Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the EGM in person.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purposes of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; and there are no other matters the omission of which would make any statement in this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the proposed Share Subdivision is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolution to be proposed in the EGM.

Yours faithfully,
For and on behalf of the Board of
Goldenmars Technology Holdings Limited
George Lu
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

GoldenMars^{Technology}
Goldenmars Technology Holdings Limited
晶芯科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3638)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Goldenmars Technology Holdings Limited (the “**Company**”) will be held at 29th Floor, Enterprise Square Two, 3 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong, at 11:00 a.m. on Thursday, 5 May 2016, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting listing of, and permission to deal in, the Subdivided Shares (as hereinafter defined), each of the issued and unissued shares of HK\$0.01 in share capital of the Company be and is hereby subdivided into twelve (12) shares of HK\$0.0008333 each (the “**Subdivided Shares**”) with effect from the business day immediately following the date on which this resolution is passed without affecting any existing right attached to the shares of the Company (the “**Share Subdivision**”) and that the directors of the Company be and are hereby authorised to do all things and acts and sign all documents as they may consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the Share Subdivision.”

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

Hong Kong, 15 April 2016

Notes:

1. A form of proxy for the meeting is enclosed.
2. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member who is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorized.

NOTICE OF EXTRAORDINARY GENERAL MEETING

4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjourned meeting (as the case may be) at which the person named in the instrument propose to vote.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting and, in such event, the instrument appointment a proxy shall be deemed to be revoked.
6. Where there are joint holders of any Share, any one of such persons may vote at any meeting either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stand first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.

As at the date of this notice, 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.