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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)*

(Stock code: 3638)

- (1) CHANGE OF CHIEF EXECUTIVE OFFICER;**  
**(2) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**  
**(3) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**  
**AND**  
**(4) CHANGES IN THE MEMBERS OF THE AUDIT COMMITTEE AND**  
**THE REMUNERATION COMMITTEE**

The Board announces that:

Due to the re-division of role and function of the Company, Ms. Lau Wing Sze has resigned as the CEO but remains an executive Director and Mr. George Lu has been appointed as the CEO with effect from 2 June 2016.

Mr. Wan Tak Shing has resigned as an independent non-executive Director with effect from 2 June 2016. Upon his resignation as an independent non-executive Director, Mr. Wan Tak Shing would cease to be the chairman and a member of the Audit Committee and a member of the Remuneration Committee; and

Mr. Yeung Wai Fai Andrew has been appointed as an independent non-executive Director and the chairman and a member of the Audit Committee and a member of the Remuneration Committee with effect from 2 June 2016.

**CHANGE OF CHIEF EXECUTIVE OFFICER**

The Board hereby announces that due to the re-division of role and function of the Company, Ms. Lau Wing Sze has resigned as the CEO but remains an executive Director and Mr. George Lu (“**Mr. Lu**”), an executive Director of the Company, has been appointed as the CEO with effect from 2 June 2016. Mr. Lu’s detail biography is as follows:

Mr. Lu, aged 53, a founder of the Group and is also the chairman of the Board of Directors. Mr. Lu is responsible for the overall management, operations and strategic development of the Group's business and has over twelve years of experience in the DRAM industry. Mr. Lu is also a member of Nomination Committee. Mr. Lu is also the chief executive officer, an executive director and the chairman of the Board of Directors of Hang Fat Ginseng Holdings Company Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 911), and he is responsible for corporate strategic planning and overall business development.

Mr. Lu entered into a three year service contract with the Company from 9 September 2013 and is subject to retirement by rotation and is eligible for re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Lu is entitled to bonus payable at the discretion of the Board at a fixed remuneration of HK\$720,000 per annum which was determined with reference to the prevailing market conditions. Mr. Lu's effort and expertise are subject to review by the Board from time to time.

Mr. Lu is deemed to be interested in 2,155,680,000 Shares, representing 61.13% of the total issued share capital in the Company, through Forever Star Capital Limited which is owned as to 50% by Mr. Lu and 50% by Ms. Shen Wei, an executive Director of the Company. Mr. Lu and Ms. Shen Wei are husband and wife, and Ms. Lu Qinzhen, a senior management of the Group is a sister of Mr. Lu.

Save as disclosed, as at the date of this announcement, Mr. Lu (i) does not have, and is not deemed to have, any interests or short positions in any Shares, underlying Shares or debentures (as defined under Part XV of the SFO) of the Company; (ii) does not have any relationship with the Directors, senior management or substantial or controlling shareholders of the Company; (iii) does not hold any directorship in any other public company, the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the date of this announcement; (iv) does not hold any other position with the Company or possess any other major professional qualifications; and (v) the Board is not aware of any other information in relation to Mr. Lu that is required to be disclosed pursuant to paragraph 13.51(2) of the Listing Rules, or any other matters that ought to be brought to the attention of the Shareholders.

## **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board of the Company announces that Mr. Wan Tak Shing (“**Mr. Wan**”) has resigned as an independent non-executive Director with effect from 2 June 2016 to devote more time to his personal business. Upon his resignation as an independent non-executive Director, Mr. Wan would cease to be the chairman and a member of the Audit Committee and a member of the Remuneration Committee.

Mr. Wan has confirmed that there is no disagreement between himself and the Board and that there are no other matters with respect to his resignation that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its appreciation to Mr. Wan for his contributions to the Company.

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF THE AUDIT COMMITTEE AND REMUNERATION COMMITTEE**

The Board is pleased to announce that Mr. Yeung Wai Fai Andrew (“**Mr. Yeung**”) has been appointed as an Independent non-executive Director and the chairman and a member of the Audit Committee and a member of the Remuneration Committee of the Company with effect from 2 June 2016.

Mr. Yeung, aged 43, has been the head of investment banking and advisory of Kim Eng Securities (Hong Kong) Limited, since July 2015. He has also been appointed as an independent non-executive director of Eversol Corporation (stock code: 3647.TT), which is listed on the Taiwan GreTai Securities Market, since June 2014. Mr. Yeung was the head of corporate finance advisory of Edmond de Rothschild (Suisse) S.A., Hong Kong Branch, from August 2014 to May 2015. Mr. Yeung has over 16 years of experience in investment and private banking. Prior to joining Edmond de Rothschild (Suisse) S.A., Hong Kong Branch, he was the managing director of DBS Asia Capital Limited and he worked at DBS Asia Capital Limited for over 10 years. He worked as the corporate finance associate in BNP Paribas Peregrine Capital Limited, from April 2000 to May 2002. Mr. Yeung graduated from the Hong Kong Polytechnic University with a bachelor of arts in accountancy in 1994. Mr. Yeung is a member of Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, Mr. Yeung did not hold any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas or any other positions with the Group. As at the date hereof, Mr. Yeung does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Further, as at the date of this announcement, Mr. Yeung does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Pursuant to a letter of appointment signed by the Company and Mr. Yeung, Mr. Yeung’s term of services with the Company is fixed at three years with effect from 2 June 2016 and subject to retirement by rotation and re-election in accordance with the Company’s Articles of Association and the Listing Rules. Mr. Yeung will be entitled to a fixed remuneration of HK\$144,000 per annum and bonus payable at the discretion of the Board at which was determined with reference to the prevailing market conditions. Mr. Yeung’s effort and expertise are subject to review by the Board from time to time.

Save as disclosed above, the Board is not aware of any matters relating to the appointment of Mr. Yeung that needs to be brought to the attention of the shareholders of the Company, and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to express its warmest welcome to Mr. Yeung in joining the Group.

## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company as adopted by the Company from time to time
“Board”	the board of Directors
“CEO”	the Chief Executive Officer of the Company
“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
“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 of Hong Kong Limited
“Share(s)”	share(s) of HK\$0.0008333 (each) in the capital of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

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

Hong Kong, 2 June 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, Loo Hong Shing Vincent and Yeung Wai Fai Andrew.*