
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action should be taken, you should consult your stockbroker or other licensed securities dealer or registered institution 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 (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other registered dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This circular, for which the directors (the “**Directors**”) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their 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 herein or this circular misleading.


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)

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
(2) RE-ELECTION OF RETIRING DIRECTORS
AND
(3) RE-APPOINTMENT OF COMPANY’S AUDITOR
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the “**AGM**”) of the Company to be held on Monday, 15 August 2016 at 29th Floor, Enterprise Square Phase Two, 3 Sheung Yuet Road, Kowloon Bay, Hong Kong at 11:00 a.m. is set out on pages 14 to 16 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkex.com.hk) and the company (www.goldenmars.com). Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying proxy form 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 accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The return of the proxy form will not preclude you from attending and voting in person in the AGM or any adjourned meeting if you so wish.

21 July 2016

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	an annual general meeting of the Company to be held at 29th Floor, Enterprise Square Phase Two, 3 Sheung Yuet Road, Kowloon Bay, Hong Kong on Monday, 15 August 2016 at 11:00 a.m., or any adjournment thereof, to consider and to approve the resolutions contained in the notice of the meeting which is set out on pages 14 to 16 of this circular
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“associates”	has the meaning ascribed to such term in the Listing Rules
“Board”	the board of Directors of the Company
“Companies Law”	the Companies Law (Cap. 22 Law 3 of 1961, as consolidated and revised) of the Cayman Islands and any amendments or other statutory modifications thereof
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended from time to time
“Company”	Goldenmars Technology Holdings Limited, a company duly incorporated in the Cayman Islands with limited liability, whose shares are listed and traded on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to such term in the Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Date”	9 September 2013, on which dealings in shares of the Company first commence on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares in the manner as set out in the notice of the AGM and up to a maximum of 20% of the total number of issued Shares as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	18 July 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing the relevant resolution at the AGM and in the manner as set out in the notice of the AGM
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.0008333 each in the capital of the Company (or such other nominal value as shall result from a subdivision, consolidation, reclassification or restructuring of such shares from time to time)
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary” or “Subsidiaries”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance) of the Company and “Subsidiaries” shall be construed accordingly
“Substantial Shareholder”	has the same meaning ascribed in the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission in Hong Kong, as amended from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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 and Chief Executive Officer*)

Ms. Shen Wei

Ms. Lau Wing Sze

Registered office:

PO Box 309, Uglan House,

Grand Cayman,

KY1-1104,

Cayman Islands

Independent Non-Executive Directors:

Mr. Loo Hong Shing Vincent

Mr. Pang Chung Fai Benny

Mr. Yeung Wai Fai Andrew

*Head office and principal place of
business in Hong Kong:*

29th Floor, Enterprise Square Two,
3 Sheung Yuet Road, Kowloon Bay,
Kowloon, Hong Kong.

21 July 2016

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
(2) RE-ELECTION OF RETIRING DIRECTORS
AND
(3) RE-APPOINTMENT OF COMPANY'S AUDITOR
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting relating to: (i) the grant of the Issue Mandate and the Repurchase Mandate to the Directors; (ii) the re-election of retiring Directors; and (iii) the re-appointment of the Company's auditor.

This circular contains the explanatory statement in compliance with the Listing Rules and to give all the information reasonably necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolutions.

LETTER FROM THE BOARD

2. PROPOSED GRANT OF ISSUE AND REPURCHASE MANDATES

The current general mandates previously granted to the Directors to repurchase and issue Shares by Shareholder at the annual general meeting of the Company held on 17 August 2015 will expire at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Issue Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of the issued Shares of the Company as at the date of passing of proposed ordinary resolution contained in item 4(A) of the notice of the Annual General Meeting as set out on pages 14 to 15 of this circular;
- (b) the granting of the Repurchase Mandate to the Directors to purchase Shares on the Stock Exchange of not exceeding 10% of the total number of the issued Shares of the Company as at the date of passing of proposed ordinary resolution contained in item 4(B) of the notice of the Annual General Meeting as set out on pages 15-16 of this circular; and
- (c) the extension of the Issue Mandate by adding the aggregate nominal amount of Shares repurchased by the Company pursuant to the Repurchase Mandate.

As at 18 July 2016 (The “**Latest Practicable Date**”), being the latest practicable date prior to printing of this circular, there were in issue an aggregate of 3,526,560,000 Shares. Subject to the passing of the proposed resolutions for the grant of the Issue Mandate and the Repurchase Mandate, and on the basis that no further Shares will be issued or repurchased prior to the date of the AGM, exercise in full of the Repurchase Mandate will result in up to 352,656,000 Shares being repurchased by the Company, and the Directors will be authorized to allot and issue under the Issue Mandate up to 705,312,000 Shares, and to the extent the Repurchase Mandate is exercised, plus the amount of Shares representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the Repurchase Mandate.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate. An explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I of this circular.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of six Directors namely Mr. George Lu, Ms. Shen Wei and Ms. Lau Wing Sze as executive Directors; and Mr. Loo Hong Shing Vincent, Mr. Pang Chung Fai Benny and Mr. Yeung Wai Fai Andrew as independent non-executive Directors.

In accordance with Article 16.18 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years at the annual general meeting. Any Director appointed

LETTER FROM THE BOARD

pursuant to Article 16.2 of the Articles of Association (i.e. the Director is appointed by the Board either to fill a casual vacancy or as an addition to the Board) shall not be taken into account in determining which Directors are to retire by rotation. Any director appointed pursuant to Article 16.2 of the Articles of Association shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Ms. Lau Wing Sze, Mr. Loo Hong Shing Vincent and Mr. Yeung Wai Fai Andrew shall retire from office by rotation and be eligible to offer themselves for re-election at the Annual General Meeting.

In this respect, ordinary resolutions will be proposed to re-elect Ms. Lau Wing Sze, Mr. Loo Hong Shing Vincent and Mr. Yeung Wai Fai Andrew as the Directors of the Company at the Annual General Meeting.

Biographical details of the above named Directors who are proposed for re-election at the Annual General Meeting are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

4. RE-APPOINTMENT OF COMPANY'S AUDITOR

Messrs. PricewaterhouseCoopers will retire as auditor of the Group upon expiration of its current term of office at the close of the forthcoming AGM of the Company to be held on 15 August 2016.

On 15 August 2016, the Board resolved to propose the re-appointment of Messrs. PricewaterhouseCoopers as the auditor of the Group to fill the vacancy following the retirement of Messrs. PricewaterhouseCoopers and to hold office until the next annual general meeting of the Company, subject to the approval of the Shareholders of the Company at the AGM.

5. ANNUAL GENERAL MEETING

The notice of the Annual General Meeting, which contains, inter alia, ordinary resolutions to approve, the re-election of retiring Directors, the re-appointment of the Company's auditor and the grant of the Issue Mandate and the Repurchase Mandate, is set out on pages 14 to 16 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of the Shareholders at a general meeting must be taken by poll save that the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. If you intend to appoint a proxy to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for

LETTER FROM THE BOARD

holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not prevent you from attending and voting at the Annual General Meeting or any adjourned meeting if you so wish.

6. 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 purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

7. RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approval of the re-election of retiring Directors, the re-appointment of the Company's auditor and the grant of the Issue Mandate and the Repurchase Mandate are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

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

APPENDIX I EXPLANATORY STATEMENT – REPURCHASE MANDATE

The following is the explanatory statement required to be sent to the Shareholders of the Company, as required by the Listing Rules, to provide requisition information of the Repurchase Mandate and to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the granting of the Repurchase Mandate to be proposed at the Annual General Meeting.

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their fully-paid up shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:–

1. REASONS FOR SHARE REPURCHASE

The Directors believe that it is in the best interest of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset per Share and/or earnings per Share and will only be made if the Directors believe such repurchase will benefit the Company and the Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 3,526,560,000 Shares in issue.

Subject to the passing of the ordinary resolution to approve the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 352,656,000 Shares.

The Repurchase Mandate, unless revoked or varied by way of an ordinary resolution of the Shareholders in general meeting, will expire at the conclusion of the next annual general meeting of the Company.

3. FUNDING OF REPURCHASES

Repurchases to be made pursuant to the proposed Repurchase Mandate would be financed out of funds legally available for the purpose in accordance with the Articles of Association, the Listing Rules and the Companies Law. The Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are repurchased in the manner provided for in the Companies Law.

There might be material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

APPENDIX I EXPLANATORY STATEMENT – REPURCHASE MANDATE

4. CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

At the Latest Practicable Date, no connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorized to make repurchases of Shares.

The Directors have undertaken 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 proposed resolution for the Repurchase Mandate in accordance with the Listing Rules, the Memorandum and Articles of Association of the Company and any applicable laws of the Cayman Islands.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date were as follows:-

Month	Price per Share	
	Highest (HK\$)	Lowest (HK\$)
2015		
July	0.248*	0.100*
August	0.213*	0.163*
September	0.240*	0.198*
October	0.375*	0.216*
November	0.368*	0.305*
December	0.362*	0.325*
2016		
January	0.350*	0.274*
February	0.314*	0.255*
March	0.383*	0.282*
April	0.369*	0.334*
May	0.570*	0.300*
June	0.420	0.330
July (up to the Latest Practicable Date)	0.385	0.335

* Adjusted with the sub-division of shares on 6 May 2016

APPENDIX I EXPLANATORY STATEMENT – REPURCHASE MANDATE

6. DISCLOSURE OF INTEREST

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

7. EFFECT OF THE TAKEOVERS CODE

If as a result of a share repurchase by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, 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 Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of interests required to be kept by the Company under section 336 of the SFO, and to the best of the knowledge and belief of the Directors, the shareholding interests of the Substantial Shareholder were as follows:

Name of Substantial Shareholder	Total number of shares	Approximate percentage of the issued share capital of the Company as at the Latest Practicable Date	Approximate percentage of shareholding immediately after the exercise of Repurchase Mandate in full
Forever Star Capital Limited (<i>Note1</i>)	2,155,680,000	61.13%	67.92%
Guotai Junan International Holdings Limited (<i>Note 1</i>)	2,155,680,000	61.13%	67.92%
Shanghai International Group., Ltd (<i>Note 1</i>)	2,155,680,000	61.13%	67.92%
China Goldjoy Group Limited (<i>Note 2</i>)	326,088,000	9.25%	10.27%
Tinmark Development Limited (<i>Note2</i>)	326,088,000	9.25%	10.27%
Yao Jianhui (<i>Note 2</i>)	326,088,000	9.25%	10.27%
China Yinsheng Securities Limited (<i>Noe 2</i>)	326,088,000	9.25%	10.27%

Notes:

- (1) Each of Mr. George Lu and Ms. Shen Wei holds 50% interest in Forever Star Capital Limited respectively. These shares have been pledged to Guotai Junan Finance (Hong Kong) Limited. According to the information available to the Company, Guotai Junan Finance (Hong Kong) Limited is wholly owned by Guotai Junan (Hong Kong) Limited. Guotai Junan (Hong Kong) Limited is wholly owned by Guotai Junan International Holdings Limited. Guotai Junan International Holdings Limited is 65.17% owned by Guotai Junan Holdings Limited.

APPENDIX I EXPLANATORY STATEMENT – REPURCHASE MANDATE

Guotai Junan Holdings Limited is wholly owned by Guotai Junan Financial Holdings Limited. Guotai Junan Financial Holdings Limited is wholly owned by Guotai Junan Securities Co., Ltd. Guotai Junan Securities Co., Ltd. is 36.22% owned by Shanghai International Group Co., Ltd.

- (2) According to the information available to the Company, China Goldjoy Group Limited is 49.99% owned by Tinmark Development Limited, which is wholly owned by Yao Jianhui. China Yinsheng Securities Limited is the custodian of these shares.

Assuming that there would not be any change in the issued share capital of the Company prior to the repurchase of Shares and that the above Substantial Shareholder would not dispose of its Shares nor acquire additional Shares prior to any repurchase of Shares, if the Repurchase Mandate were exercised in full, the Directors consider that such increase in the percentage of shareholding of the above Substantial Shareholder would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code, as such an increase would not reduce the amount of Shares held by the public to less than 25%.

In any event, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares being held by the public falling below the prescribed minimum percentage of 25% in the Listing Rules.

8. SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company or any of its Subsidiaries (whether on the Stock Exchange or otherwise) during the last six months immediately preceding the Latest Practicable Date.

Stated below are the biographical details of the following Directors who will retire and be eligible for re-election at the Annual General Meeting according to the Articles of Association of the Company:

(A) MS. LAU WING SZE

Ms. LAU Wing Sze, aged 40, was appointed as an Executive Director and the CEO of the Group in June 2012 and is responsible for procurement and inventory control. Ms. Lau joined Goldenmars Technology (Hong Kong) Limited, a wholly owned subsidiary of the Group in July 2005. Ms. Lau has more than eight years of experience in management of DRAM business. Ms. Lau graduated with a Higher Diploma in Business Studies from the City University of Hong Kong in 1998. Ms. Lau also obtained a Master of Business Administration which is a long distance course from the University of Bradford. Ms. Lau is also a member of the Corporate Governance Committee.

Ms. Lau entered into a three year service contract with the Company from the GEM Listing Date 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. Ms. Lau is entitled to bonus payable at the discretion of the Board at a fixed remuneration of HK\$756,000 per annum which was determined with reference to the prevailing market conditions. Ms. Lau's effort and expertise are subject to review by the Board from time to time. Ms. Lau is interested in a total of 23,256,000 Shares, representing 0.66% of the total issued share capital in the Company. Out of these Shares, 4,320,000 Shares were registered in the name of Nice Rate Limited, a company incorporated in the British Virgin Islands, the entire issued share capital of which is held by Ms. Lau. As at the Latest Practicable Date, no options have been granted to Ms. Lau Wing Sze to subscribe shares of the Company.

Save as disclosed above, Ms. Lau Wing Sze does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Save as disclosed above, there is no information in relation to the re-election of Ms. Lau Wing Sze that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the holders of securities of the Company.

(B) MR. LOO HONG SHING VINCENT

Mr. LOO Hong Shing Vincent, aged 50, was appointed as an independent Non-Executive Director in June 2012. Mr. Loo has over 28 years of experience in the accounting, auditing, corporate finance and business advisory areas. Prior to joining the Group, Mr. Loo has over 17 years of auditing experience with Messrs. PricewaterhouseCoopers in Hong Kong. Mr. Loo joined Hengan International Group Company Limited (Stock Code: 1044), a company listed on the Main Board of the Stock Exchange, in 2004 as the chief financial controller and was appointed as its Executive Director in 2005. Mr. Loo is currently involved in the financial management and compliance aspects of that company. Mr. Loo graduated from the Hong Kong Polytechnic University with a Professional Diploma in Accountancy in 1988 and has been a member of the Hong Kong Institute of Certified Public Accountants since 1992 and a fellow member of the Association of Chartered Certified Accountants since 1996. Mr. Loo is the chairman of the remuneration committee of the Company, a member of the audit committee of the Company and the nomination committee of the Company respectively.

Mr. Loo entered into a three year service contract with the Company and is subject to retirement by rotation and is eligible for re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. Loo is entitled to bonus payable at the discretion of the Board at a fixed remuneration of HK\$144,000 per annum which was determined with reference to the prevailing market conditions. Mr. Loo's effort and expertise are subject to review by the Board from time to time. As at the Latest Practicable Date, no options have been granted to Mr. Loo to subscribe shares of the Company.

Save as disclosed above, Mr. Loo (i) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) does not own any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) does not hold other position with other members of the Group. Save as disclosed above, there is no information in relation to the re-election of Mr. Loo that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of holders of securities of the Company.

(C) MR. YEUNG WAI FAI ANDREW

Mr. Yeung Wai Fai Andrew, aged 43, was appointed as an independent Non-Executive Director on 2 June 2016. Mr. Yeung 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, from June 2014 to June 2016. 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 the Hong Kong Institute of Certified Public Accountants. Mr. Yeung is the chairman of the audit committee of the Company and a member of the remuneration committee of the Company.

Mr. Yeung Wai Fai Andrew entered into a three year service contract with the Company and is subject to retirement by rotation and is eligible for re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. Yeung Wai Fai Andrew is entitled to bonus payable at the discretion of the Board at a fixed remuneration of HK\$144,000 per annum which was determined with reference to the prevailing market conditions. Mr. Yeung Wai Fai Andrew's effort and expertise are subject to review by the Board from time to time. As at the Latest Practicable Date, no options have been granted to Mr. Yeung Wai Fai Andrew to subscribe shares of the Company.

Save as disclosed above, Mr. Yeung Wai Fai Andrew (i) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) does not own any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) does not hold other position with other members of

APPENDIX II**BIOGRAPHICAL DETAILS OF DIRECTORS
PROPOSED FOR RE-ELECTION AT THE AGM**

the Group. Save as disclosed above, there is no information in relation to the re-election of Mr. Yeung Wai Fai Andrew that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of holders of securities of the Company.

NOTICE OF ANNUAL GENERAL MEETING

GoldenMars^{Technology}
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(Stock code: 3638)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of GOLDENMARS TECHNOLOGY HOLDINGS LIMITED (the “**Company**”) will be held at 29th Floor, Enterprise Square Phase Two, 3 Sheung Yuet Road, Kowloon Bay, Hong Kong on Monday, 15 August 2016 at 11:00 a.m. for the following purposes:-

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor of the Company for the year ended 31 March 2016.
2. To re-elect:
 - (a) Ms. Lau Wing Sze as director of the Company;
 - (b) Mr. Loo Hong Shing Vincent as director of the Company;
 - (c) Mr. Yeung Wai Fai Andrew as director of the Company and to authorize the board of (the “**Board**”) of directors (the “**Directors**”) of the Company to fix their remuneration.
3. To re-appoint auditor and to authorize the Board to fix their remuneration.
4. As special business, to consider and if thought fit, pass the following resolutions with or without amendments as ordinary resolutions:
 - (A) “**THAT:**
 - (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) to allot, issue and deal with the new shares in the capital of the Company, and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

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- (c) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and its subsidiaries and/or other eligible persons of shares or rights to acquire shares of the Company or (ii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution and the said approval shall be limited accordingly;
- (d) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(B) **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) or of any other stock exchange, be and is hereby generally and unconditionally approved and authorized;
- (b) the aggregate nominal amount of the shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders of the Company in general meeting.”

(C) **“THAT:**

conditional upon Resolutions 4A and 4B being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution 4B shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution 4A above.”

On behalf of the Board
Goldenmars Technology Holdings Limited
George Lu
Chairman

Hong Kong, 21 July 2016

As at the date of this notice, the Executive Directors of the Company are Mr. George Lu, Ms. Shen Wei, and Ms. Lau Wing Sze; and the independent Non-Executive Directors of the Company are Mr. Loo Hong Shing Vincent, Mr. Pang Chung Fai Benny and Mr. Yeung Wai Fai Andrew.

Notes:

- (1) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Company but must attend the meeting to represent the member.
- (2) In order to be valid, the form of proxy must be deposited with 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 together with any power of attorney or other authority, under which it is signed, or a notorially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting.
- (3) In the case of joint holders of any shares in the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holders.
- (4) The register of members of the Company will be closed from 10 August 2016 to 15 August 2016 both days inclusive, for the purpose of determining entitlement of the Company’s shareholders to vote at the meeting. During this period, no share transfer will be registered. In order to qualify for attending and voting at the meeting, all completed share transfer forms, accompanied by the relevant certificates, must be lodged with the Company’s Hong Kong branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 9 August 2016.