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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)

CLARIFICATION ANNOUNCEMENT
GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the announcement of Goldenmars Technology Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 21 December 2016 in relation to the grant of share options (the “**Option(s)**”) to certain eligible participants of the Company (the “**Grantees**”) under the share option scheme adopted by the Company on 21 August 2013 (the “**Announcement**”). Unless otherwise specified, capitalized terms used in this announcement shall have the same meanings as defined in the Announcement.

The Board wishes to clarify and confirm that on 21 December 2016, a total of 288,000,000 Options, instead of 298,800,000 Options, to subscribe for the Shares were conditionally granted, subject to acceptance of the Grantees. The total of 288,000,000 shares to be subscribed under the Options granted represent approximately 7.5% of the existing issued share capital of the Company as at the Date of Grant and approximately 6.9% of the enlarged issued share capital of the Company, assuming

the Options are fully exercised. Further, the breakdown of Options that were granted to (i) the Directors, chief executives and substantial shareholder of the Company, or an associate of any of them; and (ii) employees of the Group should be as follows:

Grantee	Position held with the Group	Number of Shares to be issued upon full exercise of the Options granted
George Lu	Chairman, Executive Director, Chief Executive Officer and controlling shareholder of the Company	85,000,000
Lau Wing Sze	Executive Director	42,600,000
Wong Kwok Ming	Chief Financial Officer and Company secretary	34,600,000
Pang Chung Fai Benny	Independent non-executive Director	1,500,000
Loo Hong Shing Vincent	Independent non-executive Director	1,500,000
Shin Yick Fabian	Independent non-executive Director	1,500,000
Employees of the Group		<u>121,300,000</u>
Total		<u><u>288,000,000</u></u>

In light of the above, as the total number of Shares issued and to be issued upon exercise of the Options granted to George Lu, who is a substantial shareholder of the Company, would in a 12-month period exceed 0.1% of the Shares in issue and having an aggregate value, based on the closing price of the shares of the Company at the date of the grant, in excess of HK\$5 million, the grant of Options to George Lu is subject to the separately approval by independent Shareholders in general meeting pursuant to the Listing Rule 17.04(1). Further, as the total number of Shares issued and to be issued upon exercise of the Options granted to George Lu would in a 12-month period exceed 1% of the Shares in issue, the grant of Options to George Lu is subject to the separately approval by independent Shareholders in general meeting pursuant to the Listing Rule 17.03(4). The total number of Shares issued and to be issued upon exercise of the Options granted to Lau Wing Sze would in a 12-month period exceed 1% of the Shares in issue. In addition, one employee was granted with 100,000,000 Options which would also in a 12-month period exceed 1% of the Shares in issue. Accordingly, the grant of Options to and acceptance thereof by George Lu, Lau Wing Sze and one employee is subject to the separately approval by independent Shareholders pursuant to the Listing Rules and these grantees and their associates must abstain from voting in favour of such resolution(s) at the EGM.

The EGM will be convened and held for the Shareholders to consider and, if though fit, approve the grant of the Options to George Lu, Lau Wing Sze and one employee. A circular containing, among other things, further information in relation to the grant of the Options to George Lu, Lau Wing Sze and one employee as required under the Listing Rules, together with the notice of the EGM, will be despatched to the Shareholders in due course.

Save as disclosed in this announcement, other terms and conditions of the Options shall remain unchanged as disclosed in the Announcement.

By order of the Board
Goldenmars Technology Holdings Limited
George Lu
Chairman & Chief Executive Officer

Hong Kong, 23 December 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 Shin Yick Fabian.