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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) REDESIGNATION OF DIRECTOR
AND APPOINTMENT OF VICE CHAIRMAN;**
**(2) APPOINTMENT OF NON-EXECUTIVE DIRECTOR
AND VICE CHAIRMAN;**
(3) APPOINTMENT OF INDEPENDENCE NON-EXECUTIVE DIRECTORS;
**(4) CHANGES IN THE COMPOSITION OF THE BOARD COMMITTEES;
AND**
(5) RESIGNATION OF EXECUTIVE DIRECTOR

The Board is pleased to announce that with effect from 26 January 2017:

EXECUTIVE DIRECTOR AND VICE CHAIRMAN

1. Mr. Pang Chung Fai Benny has been re-designated from an independent non-executive Director to an executive Director and has been appointed as Vice Chairman of the Company;

NON-EXECUTIVE DIRECTOR AND VICE CHAIRMAN

2. Mr. Lau Wan Po has been appointed as a non-executive Director and Vice Chairman of the Company;

INDEPENDENT NON-EXECUTIVE DIRECTORS

3. Mr. Mu Binrui has been appointed as an independent non-executive Director of the Company; and
4. Mr. Lam Allan Loc has been appointed as an independent non-executive Director of the Company;

CHANGES IN THE COMPOSITION OF THE BOARD COMMITTEES

5. Mr. Lam Allan Loc has been appointed as a member of the Audit Committee and the Remuneration Committee of the Company. He has been also appointed as a member and the chairman of the Nomination Committee of the Company; and
6. Mr. Pang Chung Fai Benny has simultaneously ceased to be a member of the Audit Committee and the Remuneration Committee and a member and the chairman of the Nomination Committee following his re-designation.

RESIGNATION OF EXECUTIVE DIRECTOR

7. Ms. Shen Wei has resigned as the executive Director of the Company.

APPOINTMENT OF NEW DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of Goldenmars Technology Holdings Limited (the “**Company**”) is pleased to announce that Mr. PANG Chung Fai Benny (“**Mr. Pang**”) has been re-designated from an independent non-executive Director to an executive Director and has been appointed as Vice Chairman of the Company with effect from 26 January 2017; Mr. LAU Wan Po (“**Mr. Lau**”) has been appointed as a non-executive Director and the vice chairman of the Company with effect from 26 January 2017; Mr. MU Binrui (“**Mr. Mu**”) has been appointed as an independent non-executive Director of the Company with effect from 26 January 2017 and Mr. LAM Allan Loc (“**Mr. Lam**”) has been appointed as an independent non-executive Director of the Company with effect from 26 January 2017.

In line with the Group’s future business development in the financial services sector and the proposed change of company name to “Huabang Financial Holdings Limited”, it is the Group’s strategy to invite different professional experts in various relevant sectors to join our Group which would benefit the Group’s future development. The Company is pleased to take this opportunity to welcome on board highly experienced expertise from the financial sectors including commercial banking, investment banking, corporate finance, insurance and legal profession.

The biographical details of Mr. Pang, Mr. Lau, Mr. Mu and Mr. Lam are as follows:

REDESIGNATION OF DIRECTOR AND APPOINTMENT OF VICE CHAIRMAN

Mr. PANG Chung Fai Benny, aged 44, has been re-designated from an independent non-executive Director to an executive Director and has been appointed as Vice Chairman of the Company with effect from 26 January 2017. He was an independent Non-Executive Director of the Company since June 2012. Mr. Pang has been the member of each of the Audit Committee and Remuneration Committee of the Company and the chairman of the Nomination Committee of the Company. Mr. Pang Chung Fai Benny has simultaneously ceased to be a member of the Audit Committee and the

Remuneration Committee and a member and the chairman of the Nomination Committee following his re-designation with effect from 26 January 2017. Mr. Pang is the managing partner of Messrs. Pang & Co., in association with Loeb & Loeb LLP. Between 1997 and 2009, Mr. Pang practiced as a lawyer with several international law firms in Hong Kong and Sydney. Mr. Pang received his bachelor's degree in laws (honors) from Bond University, Australia, in 1996. In 1997, Mr. Pang obtained his Graduate Diploma in Legal Practice and master's degree in laws from The College of Law, Sydney and the University of New South Wales, Australia, respectively. He has been admitted as a legal practitioner of the Supreme Court of New South Wales, Australia since 1997 and as a solicitor of the High Court of Hong Kong since 2009. He is a member of both the Law Society of New South Wales, Australia and the Law Society of Hong Kong. Mr. Pang has been appointed as an independent non-executive director of Yuanda China Holdings Limited (Stock Code: 2789), a company listed on the Main Board of the Stock Exchange, since 2011. Mr. Pang has also been appointed as an independent non-executive director of China Bio-Med Regeneration Technology Limited (GEM Stock Code: 8158), a company listed on GEM, since 2012.

Save as disclosed above, Mr. Pang 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. As at the date hereof, Mr. Pang 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. Pang does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Pursuant to a service agreement signed by the Company and Mr. Pang, Mr. Pang's term of services with the Company is fixed at three years with effect from 26 January 2017 and subject to retirement by rotation and re-election in accordance with the Company's Articles of Association and the Listing Rules. Mr. Pang will be entitled to a fixed remuneration of HK\$3,600,000 per annum and bonus payable at the discretion of the Board at which was determined with reference to the prevailing market conditions. Mr. Pang'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. Pang that needs to be brought to the attention of the shareholders of the Company, and Mr. Pang confirmed that there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND VICE CHAIRMAN

Mr. Lau Wan Po, aged 41, has over 16 years of experience in the investment banking industry focusing in the areas of initial public offering, merger and acquisition, corporate restructuring and other financial advisory services to listed companies in Hong Kong. Mr. Lau has been the chairman of Qian Hai Securities Limited since December 2015. He acted as the managing director of Haitong International Capital Limited and Hai Tong Capital (HK) Limited from January 2010 to November 2015. He was an executive director and head of investment banking division of CMB International Capital Holdings Corporation Limited from August 2008 to January 2010. He graduated from the

City University of Hong Kong with a bachelor's degree in science and earned a master's degree in finance from Curtin University of Technology. Mr. Lau is a general manager of a subsidiary and also a director of certain subsidiaries of the Company. He is also a non-executive director of New Sports Group Limited (Stock code: 0299), a company listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Lau 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. As at the date hereof, Mr. Lau 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. Lau is interested in 100,000,000 share options conditionally granted by the Company. Save as disclosed herein and as at the date of this announcement, Mr. Lau does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Lau does not have a service agreement with the Group. Mr. Lau is not appointed for a specific term and shall be subject to retirement by rotation and re-election in accordance with the Company's Articles of Association and the Listing Rules. Mr. Lau does not receive remuneration from the Company on the appointment subject to the recommendation of the Remuneration Committee of the Company from time to time and review by the Board.

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

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Mu Binrui, aged 60, has been appointed as the Deputy Chief Credit Officer of Bank of Communications Company Limited in 2013. Mr. Mu served as the General Manager of Credit Management Department of Bank of Communications Company Limited since October 2004. Mr. Mu was conferred a Qualification Certificate of Specialty and Technology as Senior Economist by the Bank of Communications in December 1997. Mr. Mu holds a Bachelor's Degree in Finance in Renmin University of China. Mr. Mu was awarded State Council Special Allowance Experts by the People's Republic of China in February 2013.

Save as disclosed above, Mr. Mu 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. As at the date hereof, Mr. Mu 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. Mu 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. Mu, Mr. Mu's term of services with the Company is fixed at three years with effect from 26 January 2017 and subject to retirement by rotation and re-election in accordance with the Company's Articles of Association and the Listing

Rules. Mr. Mu will be entitled to a fixed remuneration of HK\$156,000 per annum and bonus payable at the discretion of the Board at which was determined with reference to the prevailing market conditions. Mr. Mu'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. Mu 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.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Lam Allan Loc, aged 54, was previously the country president of Chubb Life Insurance Company Limited, a subsidiary of a New York Stock Exchange Listed Company in the USA. Prior to that, Mr. Lam served as the China Country Manager and Senior Vice President for Business Development (SEA) of BNP Paribas Cardif S.A, an insurance company based in Shanghai from November 2011 to January 2014.

Mr. Lam worked as the chief marketing officer and regional EB Business Development Director for American International Assurance (AIA) Group based in Hong Kong (SEHK stock code: 1299) from June 2006 to November 2011 and was the chief executive officer and a Director of AXA-Minmetals Life Assurance Company Limited based in Shanghai from January 2003 to April 2006. Mr. Lam was the Director of the Business Development of Prudential Corporation Asia (PCA) based in Hong Kong from April 2000 to January 2003. In addition, he has served as an Executive Director of Pearl Oriental Holdings Limited (SEHK stock code: 0988) from January 2000 to April 2000 and the assistant vice-president & Operations Director of AIA Pension and Trustee based in Hong Kong from May 1996 to January 2000. Mr. Lam also has been a project manager of Cathay Pacific Airways Limited (SEHK stock code: 0293) and a senior avionics technologist of Boeing Commercial Aircraft from May 1986 to February 1992. Mr. Lam has over 20 years of working experience in corporate management and business development. Mr. Lam was awarded a Master of Business Administration degree from the University of Ottawa in 1996 and a diploma in electronics engineering technology from the Humber College of Applied Arts and Technology in 1986 in Toronto, Ontario, Canada.

Save as disclosed above, Mr. Lam 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. As at the date hereof, Mr. Lam 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. Lam 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. Lam, Mr. Lam's term of services with the Company is fixed at three years with effect from 26 January 2017 and subject to retirement by rotation and re-election in accordance with the Company's Articles of Association and the Listing Rules. Mr. Lam will be entitled to a fixed remuneration of HK\$156,000 per annum and bonus payable at the discretion of the Board at which was determined with reference to the prevailing market conditions. Mr. Lam'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. Lam 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 extend its warm welcome to Mr. Pang, Mr. Lau, Mr. Mu and Mr. Lam for joining the Board.

CHANGES IN THE COMPOSITION OF THE BOARD COMMITTEES

Mr. Lam Allan Loc has been appointed as a member of the Audit Committee and the Remuneration Committee of the Company. He has been also appointed as a member and the chairman of the Nomination Committee of the Company; and

Mr. Pang Chung Fai Benny has simultaneously ceased to be a member of the Audit Committee and the Remuneration Committee and a member and the chairman of the Nomination Committee following his re-designation.

RESIGNATION OF EXECUTIVE DIRECTOR

The Board of the Company announces that Shen Wei (“**Ms. Shen**”) has resigned as an executive Director with effect from 26 January 2017 to devote more time to her other business arrangement.

Ms. Shen has confirmed that there is no disagreement between herself and the Board and that there are no other matters with respect to her 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 Ms. Shen for her contributions to the Company.

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
“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
“GEM”	the Growth Enterprise Market of the Stock Exchange
“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 and Chief Executive Officer

Hong Kong, 26 January 2017

As at the date of this announcement, the executive Directors of the Company are George Lu, Pang Chung Fai Benny and Lau Wing Sze; the non-executive Director of the Company is Lau Wan Po, and the independent non-executive Directors of the Company are Loo Hong Shing Vincent, Shin Yick Fabian, Mu Binrui and Lam Allan Loc.