
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 to be taken, you should consult your licensed securities dealers or registered institutions 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 or the transferee or to the bank, stockbroker, registered dealer in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.


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) GRANT OF OPTIONS;**
(2) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
OF SHARE OPTION SCHEME;
(3) PROPOSED CHANGE OF COMPANY NAME;
AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an extraordinary general meeting (the “EGM”) of Goldenmars Technology Holdings Limited (the “Company”) to be held at 29th Floor, Enterprise Square Phase Two, 3 Sheung Yuet Road, Kowloon Bay, Hong Kong on 24th, February 2017 at 10:00 a.m. or any adjournment thereof is set out on pages 18 to 20 of this circular. A form of proxy for use at the extraordinary general meeting is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk) and the Company (www.goldenmars.com). Whether or not you intend to attend the EGM, 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 EGM or any adjournment thereof. The return of the proxy form will not preclude you from attending and voting in person in the EGM or any adjourned meeting if you so wish.

CONTENTS

	<i>Page</i>
Definitions	1-3
Letter from the Board	4-17
Notice of Extraordinary General Meeting	18-20

DEFINITIONS

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

“Announcement A”	the announcements of the Company dated 21 December 2016 and 23 December 2016 respectively in relation to the grant of Options by the Company (including the proposed grant of Options to Mr. Lu, Ms. Lau and Mr. Lau)
“Announcement B”	the announcements made by the Company dated 4 January 2017 and 13 January 2017 respectively in respect of the Change of Company Name
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the same meaning as defined in the Listing Rules
“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “Goldenmars Technology Holdings Limited” to “Huabang Financial Holdings Limited” and to change the dual foreign name in Chinese of the Company from “晶芯科技控股有限公司” to “華邦金融控股有限公司”
“Company”	Goldenmars Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the securities of which are listed on the Stock Exchange
“Date of Grant”	21 December 2016
“Director(s)”	the director(s) of the Company
“Effective Date”	the day immediately after the last outstanding condition to which the grant of Options are subject having been satisfied
“EGM Notice”	the notice of the Extraordinary General Meeting to be despatched to the Shareholders together with this circular
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at 29th Floor, Enterprise Square Phase Two, 3 Sheung Yuet Road, Kowloon Bay, Hong Kong on 24th, February 2017 at 10:00 a.m. to consider and, if appropriate, to approve the grant of Options to Mr. Lu, Ms. Lau and Mr. Lau, the Proposed Refreshment and the Change of Company Name

DEFINITIONS

“Grantees”	collectively, the eligible participants who were offered to subscribe for the Options on 21 December 2016, including but not limited to Mr. Lu, Ms. Lau and Mr. Lau, and each a “Grantee”
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	26 January 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Lau”	Mr. Lau Wan Po, a general manager of a subsidiary and a director of certain subsidiaries of the Group. Mr. Lau has been appointed as a non-executive Director and Vice chairman of the Company with effect from 26 January 2017
“Mr. Lu”	Mr. George Lu, the Chairman, an executive Director, the Chief Executive Officer and controlling shareholder of the Company
“Ms. Lau”	Ms. Lau Wing Sze, an executive Director of the Company
“Options”	the share options granted to the Grantees on 21 December 2016
“PRC”	the People’s Republic of China
“Proposed Refreshment”	the proposed refreshment of the Scheme Mandate Limit so that the Company may grant new options to subscribe for new Shares representing in aggregate up to 10% of its issued share capital as at the date of the EGM
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of the Group which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme, and thereafter, if refreshed, shall not exceed 10% of the total number of Shares in issue as at the date of approval of the refreshed limit by the Shareholders

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.0008333 each in the share capital of the Company
“Share Option Scheme”	the share option scheme currently in force and adopted by the Company on 21 August 2013
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	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
Mr. Pang Chung Fai Benny
Ms. Lau Wing Sze

Non-executive Director:

Mr. Lau Wan Po

Independent Non-executive Directors:

Mr. Loo Hong Shing Vincent
Mr. Shin Yick Fabian
Mr. Mu Binrui
Mr. Lam Allan Loc

Registered Office:

PO Box 309, Uglan House,
Grand Cayman,
KY1-1104,
Cayman Islands

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

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

2 February 2017

To the Shareholders

Dear Sir or Madam,

- (1) GRANT OF OPTIONS;**
(2) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
OF SHARE OPTION SCHEME;
(3) PROPOSED CHANGE OF COMPANY NAME;
AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with, amongst other things, (i) further information in respect of the ordinary resolutions to be proposed at the EGM regarding the grant of Options to Mr. Lu, Ms. Lau and Mr. Lau; (ii) the information in respect of the ordinary resolution to be proposed at the EGM regarding the Proposed Refreshment of Scheme Mandate Limit of the Share Option Scheme; (iii) the information in respect of the special resolution to be proposed at the EGM regarding the Change of Company Name; and (iv) the Notice of EGM.

LETTER FROM THE BOARD

(1) GRANT OF OPTIONS

As set out in Announcement A (i.e. the announcements of the Company dated 21 December 2016 and 23 December 2016 respectively), the Company conditionally granted Options to the Grantees to subscribe for an aggregate of 288,000,000 Shares, subject to acceptances of the Grantees. There were 3,856,560,000 Shares in issue as at the Latest Practicable Date. As the total number of Shares issued and to be issued upon exercise of the Options granted to Mr. 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 Mr. Lu is subject to the separately approval by independent Shareholders in general meeting pursuant to the Listing Rule 17.04(1). Moreover, as the total number of Shares issued and to be issued upon exercise of the Options granted to Mr. Lu would in a 12-month period exceed 1% of the Shares in issue, the grant of Options to Mr. Lu is subject to the separately approval by independent Shareholders in general meeting pursuant to the Listing Rule 17.03(4). Further, the total number of Shares issued and to be issued upon exercise of the Options granted to Ms. Lau and Mr. Lau would in a 12-month period exceed 1% of the Shares in issue respectively. Therefore, the grant of Options to and acceptance thereof by Mr. Lu, Ms. Lau and Mr. Lau are subject to the separately approval by independent Shareholders pursuant to the Listing Rules and the aforesaid Grantees and their associates must abstain from voting in favour of such resolution(s) at the EGM.

Principal terms of the grant of Options to Mr. Lu, Ms. Lau and Mr. Lau

Date of Grant	:	21 December 2016
Exercise price of Options granted	:	HK\$0.55 per Share, representing the highest of: <ul style="list-style-type: none">(i) the closing price of HK\$0.49 per Share as stated in the Stock Exchange's daily quotation sheets on the Date of Grant;(ii) the average closing price of HK\$0.472 per Share as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the Date of Grant; and(iii) the nominal value of HK\$0.0008333 per Share.
Number of Options granted to Mr. Lu	:	85,000,000 Options, each Option shall entitle the holder of the Option to subscribe for one Share upon exercise of such Option
Number of Options granted to Ms. Lau	:	42,600,000 Options, each Option shall entitle the holder of the Option to subscribe for one Share upon exercise of such Option

LETTER FROM THE BOARD

- Number of Options granted to Mr. Lau : 100,000,000 Options, each Option shall entitle the holder of the Option to subscribe for one Share upon exercise of such Option
- Consideration for the Grant : Upon acceptance of the Options, Mr. Lu, Ms. Lau and Mr. Lau shall each pay HK\$1 to the Company as consideration for the grant of Options
- Validity period and vesting period of Options : Subject to independent Shareholders' approval at the EGM,
- (i) one-third of the Options (rounded down to the nearest whole number) shall be exercisable from the Date of Grant to 20 December 2019. These Options are unconditionally vested at the Date of Granted;
 - (ii) one-third of the Options (rounded down to the nearest whole number) shall be exercisable from 21 December 2017 to 20 December 2019. These Options will be vested on 21 December 2017; and
 - (iii) one-third of the Options (rounded down to the nearest whole number) shall be exercisable from 21 December 2018 to 20 December 2019. These Options will be vested on 21 December 2018.
- Rights of Shares to be Issued upon Exercise of Options : The Shares to be issued and allotted upon the exercise of the Options will rank *pari passu* in all respects with the Shares in issue as of the date when the name of the Grantee is registered on the register of members of the Company and accordingly will entitle the holder the same rights in relation to voting, dividends or other distributions and transfer as the Shares in issue in accordance with the Articles of Association. The Options themselves, however, do not carry any right to voting, dividend, transfer or other rights (including those arising on the liquidation of the Company) prior to their being exercised and the underlying Shares being issued.

LETTER FROM THE BOARD

Details of Mr. Lu, Ms. Lau and Mr. Lau and the Options granted to them respectively are as follows:

Name	Capacity	Number of Shares to be issued upon exercise of the Options granted to such Grantee	Approximate percentage of the number of Shares to be issued upon exercise of the Options granted to the total number of issued Shares as at the Date of Grant
George Lu	Chairman, Chief Executive Officer, executive Director and controlling shareholder of the Company	85,000,000	2.2%
Lau Wing Sze	Executive Director	42,600,000	1.10%
Lau Wan Po	General manager of a subsidiary and director of certain subsidiaries of the Company. Mr. Lau has been appointed as a non-executive Director and Vice chairman of the Company with effect from 26 January 2017	100,000,000	2.59%

The grant of Options to Mr. Lu, the grant of Options to Ms. Lau and the grant of Options to Mr. Lau are not inter-conditional with each other.

Reasons for the Grant of Options

(a) *The Grant of Options to Mr. Lu*

Mr. Lu is the Chairman, Chief Executive Officer and an executive Director of the Company. Mr. Lu is responsible for the overall management, operations and strategic development of the Group's business.

Prior to the Date of Grant, the Company had not granted any options to Mr. Lu since its listing in 2013. The Board is of the view that the grant of Options to Mr. Lu is an appropriate way to recognise the past and continuous contribution of Mr. Lu who has contributed significantly to the business operation and performance of the Group and achievement in the Company's strategy of increasing shareholder value. The proposed grant serves as an appreciation of the dedication and efforts of Mr. Lu and, given the long term focus of the Options, as an incentive for his continuing commitment and contribution to the growth of the Group in the future.

LETTER FROM THE BOARD

The grant of Options to Mr. Lu has been approved by the independent non-executive Directors who are of the view that Mr. Lu is valuable to the Group and should be rewarded for his contributions to the Group.

(b) *The Grant of Options to Ms. Lau*

Ms. Lau is an executive Director of the Company. Ms. Lau is responsible for procurement and inventory control. The grant of Options is an incentive for her continuing commitment and contributions to the Group in the future.

Prior to the Date of Grant, the Company had not granted any options to Ms. Lau since its listing in 2013. The Board is of the view that the grant of Options to Ms. Lau is an appropriate way to recognise the past and continuous contribution of Ms. Lau to the Group. The proposed grant serves as an appreciation of the dedication and efforts of Ms. Lau and, given the long term focus of the Options, as an incentive for her continuing commitment and contribution to the growth of the Group in the future.

The grant of Options to Ms. Lau has been approved by the independent non-executive Directors who are of the view that Ms. Lau is valuable to the Group and should be rewarded for her contributions to the Group.

(c) *The Grant of Options to Mr. Lau*

Mr. Lau is a general manager of a subsidiary and a director of certain subsidiaries of the Company. Mr. Lau has been appointed as a non-executive Director and Vice chairman of the Company with effect from 26 January 2017. The grant of Options is an incentive for him continuing commitment and contributions to the Group in the future.

Prior to the Date of Grant, the Company had not granted any options to Mr. Lau since its listing in 2013. The Board is of the view that the grant of Options to Mr. Lau is an appropriate way to recognise the past and continuous contribution of Mr. Lau to the Group. The proposed grant serves as an appreciation of the dedication and efforts of Mr. Lu and, given the long term focus of the Options, as an incentive for his continuing commitment and contribution to the growth of the Group in the future.

The grant of Options to Mr. Lau has been approved by the independent non-executive Directors who are of the view that Mr. Lau is valuable to the Group and should be rewarded for his contributions to the Group.

LETTER FROM THE BOARD

Change in shareholding structure of the Company

The following table illustrates the shareholding structure of the Company (i) immediately before the grant of Options to the Grantees; and (ii) upon full exercise of all the Options (assuming that there is no other change in the issued share capital of the Company from the Latest Practicable Date and up to the full exercise of the Options):

Shareholder	immediately before the grant of Options to the Grantees		upon full exercise of all the Options	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Mr. George Lu (Note 1)	2,155,680,000	55.90	2,240,680,000	54.06
Ms. Lau Wing Sze (Note 2)	23,256,000	0.60	65,856,000	1.59
Mr. Lau Wan Po	–	–	100,000,000	2.41
Mr. Yao Jianhui (Note 3)	536,088,000	13.90	536,088,000	12.93
Other public shareholders	<u>1,141,536,000</u>	<u>29.60</u>	<u>1,201,936,000</u>	<u>29.01</u>
	<u>3,856,560,000</u>	<u>100</u>	<u>4,144,560,000</u>	<u>100</u>

Notes:

- (1) Forever Star Capital Limited has beneficial interests in a total of 2,155,680,000 Shares. 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. 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) Nice Rate Limited has beneficial interests in a total of 4,320,000 Shares. Ms. Lau Wing Sze is deemed to be interested in this shareholding interest through Nice Rate Limited, which is a company wholly owned by Ms. Lau Wing Sze.
- (3) According to the information available to the Company, Mr. Yao Jianhui is deemed to be beneficial interested in a total of 536,088,000 Shares. Among those 536,088,000 Shares, 180,000,000 Shares are held by KB Credit Limited, which is a company wholly owned by Stellar Result Limited. Stellar Result Limited which in turn wholly owned by China Foresea Finance Group Limited. China Foresea Finance Group Limited is a beneficially owned as to 80% by Great Sphere Developments Limited.

Hong Kong Bao Xin Asset Management Limited has beneficial interests in a total of 356,088,000 Shares, which is a company wholly owned by Bao Xin International Asset Management Limited. Bao Xin International Asset Management Limited which in turn wholly owned by Great Sphere Developments Limited. Great Sphere Developments Limited which in turn wholly owned by China Goldjoy Group Limited. China Goldjoy Group Limited is a beneficially owned as to 49.99% by Tinmark Development Limited, which is wholly owned by Mr. Yao Jianhui.

LETTER FROM THE BOARD

According to the information available to the Company, China Yinsheng Securities Limited is a custodian of total 602,088,000 Shares where Mr. Yao Jianhui is deemed to be beneficial interested in 536,088,000 Shares.

As at the Latest Practicable Date, there are no outstanding convertible securities issued by the Company.

Listing rules implications

Pursuant to Rule 17.04(1) of the Listing Rules and the Share Option Scheme, the grant of the options by the Company to any Director, chief executive, or substantial shareholder of the Company or any of their respective associates must be approved by the independent non-executive Directors (excluding independent non-executive Director who is the grantee of the options concerned). The grant of the Options to each of the above Directors, chief executives and substantial shareholders of the Company or any of their respective associates has been reviewed and approved by the independent non-executive Directors.

Further, pursuant to Rule 17.04(1) of the Listing Rules and the Share Option Scheme, any grant of options to a substantial shareholder or an independent non-executive Director, or any of their respective associates, which would result in the shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) under the Share Option Scheme or any other schemes of the Group to such person in the 12-month period up to and including the date of such grant (i) representing in aggregate over 0.1% of the shares of the Company in issue and (ii) having an aggregate value, based on the closing price of the shares of the Company at the date of each grant, in excess of HK\$5 million, such further grant of options must be separately approved by shareholders in general meeting. The grantee, his associates and core connected persons of the Company must abstain from voting in favour of such grant at the general meeting.

In addition, pursuant to Rule 17.03(4) of the Listing Rules and the Share Option Scheme, where any further grant of the options to any participant would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted under the Share Option Scheme or any other schemes of the Group to such person (including options exercised, cancelled and outstanding) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the relevant class of shares of the Company in issue, such further grant must be separately approved by the Shareholders in general meeting. The grantee and his associates must abstain from voting in favour of such grant at the general meeting.

As the total number of Shares issued and to be issued upon exercise of the Options granted to Mr. 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 Mr. 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

LETTER FROM THE BOARD

the Options granted to Mr. Lu would in a 12-month period exceed 1% of the Shares in issue, the grant of Options to Mr. Lu is subject to the separately approval by independent Shareholders in general meeting pursuant to the Listing Rule 17.03(4).

In addition, the total number of Shares issued and to be issued upon exercise of the Options granted to Ms. Lau would in a 12-month period exceed 1% of the Shares in issue. Further, Mr. Lau 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 Mr. Lu, Ms. Lau and Mr. Lau are subject to the separately approval by independent Shareholders pursuant to the Listing Rules.

EGM

The EGM Notice convening the EGM to be held at 29th Floor, Enterprise Square Phase Two, 3 Sheung Yuet Road, Kowloon Bay, Hong Kong on 24th, February 2017 at 10:00 a.m. is set out on pages 18 to 20 of this circular.

In accordance with the requirement of Rule 13.39 of the Listing Rules, the votes for the ordinary resolutions by the Shareholders at the EGM must be taken by way of poll.

A resolution to approve the grant of Options to Mr. Lu will be proposed at the EGM. Pursuant to the Listing Rules, Mr. Lu and his associates, who have material interests in the grant of Options to Mr. Lu, are required to abstain from voting on the resolution to approve the grant of Options to Mr. Lu at the EGM.

A resolution to approve the grant of Options to Ms. Lau will be proposed at the EGM. Pursuant to the Listing Rules, Ms. Lau and her associates, who have material interests in the grant of Options to Ms. Lau, are required to abstain from voting on the resolution to approve the grant of Options to Ms. Lau at the EGM.

A resolution to approve the grant of Options to Mr. Lau will be proposed at the EGM. Pursuant to the Listing Rules, Mr. Lau and his associates, who have material interests in the grant of Options to Mr. Lau, are required to abstain from voting on the resolution to approve the grant of Options to Mr. Lau at the EGM.

To the best of the knowledge, information and belief of the Directors, as at the Latest Practicable Date, there was no discrepancy between any beneficial shareholding interest in the Company as disclosed in this circular and the number of Shares in the Company in respect of which Mr. Lu, Ms. Lau or Mr. Lau will control or will be entitled to exercise control over the voting right at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it 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,

LETTER FROM THE BOARD

as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

(2) **PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME**

Background of the Scheme Mandate Limit

The Board proposes to seek the approval of the Shareholders to refresh the Scheme Mandate Limit. The Share Option Scheme was adopted by the Company on 21 August 2013 (the “**Adoption Date**”). The Company has not refreshed the Share Options Scheme Limit since the date of adoption of the Share Option Scheme. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

The purpose of the Share Option Scheme is to give incentives to the eligible participants as defined in the Share Option Scheme for their contribution to the Group. The subscription price for Shares under the Share Option Scheme will be a price determined by the Directors, but shall not be less than the highest of: (i) the closing price of the Shares as stated in the Stock Exchange’s daily quotation sheets on the date of grant, which must be a trading day (the “**Offer Date**”); (ii) the average closing price of a Share as stated in the Stock Exchange’s daily quotation sheets for the five trading days immediately preceding the Offer Date; and (iii) the nominal value of a Share.

Share Option Scheme

Pursuant to the Share Option Scheme and in compliance with Chapter 17 of the Listing Rules, the total number of Shares which may be allotted and issued upon exercise of all share options to be granted by the Company under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme. The Scheme Mandate Limit may be refreshed by approval of the Shareholders in general meeting provided that the total number of Shares which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Group must not exceed 10% of the Shares in issue as at such date of approval. Share options lapsed in accordance with the terms of the Share Option Scheme shall not be counted for the purpose of calculating the Scheme Mandate Limit.

The Share Option Scheme was adopted by the Company at the Adoption Date, pursuant to which the Directors were authorized to grant options to subscribe for up to a maximum number of 24,000,000 shares of the Company. Subsequent to the share subdivision which was approved at the extraordinary general meeting on 5 May 2016, the Scheme Mandate Limit has been adjusted to 288,000,000 Shares, representing approximately 7.47% of the total issued share capital of the Company as at the Latest Practicable Date. As of the Latest Practicable Date, save and except 227,600,000 Options conditionally granted to Mr. Lu, Ms. Lau and Mr. Lau, 60,400,000 Options has been granted. As such, no Options are available for grants as the Latest Practicable Date. No options were exercised, lapsed or cancelled.

LETTER FROM THE BOARD

The Directors are of the view that in order to provide incentives and rewards to the eligible participants for their contribution or potential contribution to the Group by granting share options to them, the Scheme Mandate Limit shall be refreshed to provide the Company with greater flexibility on recruiting and retaining high calibre employees and attracting human resources that are valuable to the Group. The Directors further consider that the Proposed Refreshment is in the interest of the Group and Shareholders as a whole as it enables the Company to reward appropriately and motivate the eligible participants.

Proposed Refreshment

If the refreshment of the Scheme Mandate Limit is approved by the Shareholders at the EGM, based on 3,856,560,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued by the Company from the Latest Practicable Date up to and including the date of the EGM, the Company will be allowed to grant further options under the Share Option Scheme for subscription of up to a total of 385,656,000 Shares, representing 10% of the Shares in issue as at the date of passing the resolution (i.e. the date of the EGM). Share options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other schemes of the Company) will not be counted for the purpose of calculating the Share Option Scheme Limit as “refreshed”.

As at the Latest Practicable Date, apart from the Share Option Scheme, the Company had no other share option scheme currently in force. As at the Latest Practicable Date, save and except the Options conditionally granted to Mr. Lu, Ms. Lau and Mr. Lau, there were 60,400,000 outstanding share options under the Share Option Scheme since the adoption of the Share Option Scheme, representing approximately 1.57% of the total number of Shares in issue. Pursuant to Note 2 to Rule 17.03(3) of the Listing Rules and the Share Option Scheme, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the Shares in issue from time to time. On the basis of 3,856,560,000 Shares in issue as at the Latest Practicable Date, the 30% overall limit represented a total of 1,156,968,000 Shares. As at the Latest Practicable Date, there were 60,400,000 outstanding options under the Share Option Scheme. Assuming that the proposed grant of Options to Mr. Lu, Ms. Lau and Mr. Lau is approved and 85,000,000 Options are granted to Mr. Lu, 42,600,000 Options are granted to Ms. Lau and 100,000,000 Options are granted to Mr. Lau, the total number of Shares which may be issued upon exercise of all outstanding options, together with the Options that fall to be granted under the proposed grant of Options to Mr. Lu, Ms. Lau and Mr. Lau, will be amounted to 288,000,000. Even if the Scheme Mandate Limit proposed to be refreshed at the EGM were to be utilised in full in granting additional options, the total number of Shares that will be subject to all such options will be well within the 30% overall limit.

The Proposed Refreshment and the grant of Options to Mr. Lu, Ms. Lau and Mr. Lau are not inter-conditional with each other. Therefore, the Company will propose the refreshment of the Scheme Mandate Limit even though the grant of Options to Mr. Lu, Ms. Lau and Mr. Lau is not approved by the independent Shareholders at the EGM.

LETTER FROM THE BOARD

At the EGM, an ordinary resolution will be proposed to the Shareholders to approve the Proposed Refreshment so as to allow the Company to grant further options under the Share Option Scheme for subscription of up to a total of 385,656,000 Shares, representing 10% of the Shares in issue as at the date of passing the resolution.

Conditions of the Proposed Refreshment

The Proposed Refreshment is conditional upon:

- (a) the Shareholders passing the relevant resolution at the EGM to approve the Proposed Refreshment; and
- (b) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of options that may be granted pursuant to the Share Option Scheme under the Proposed Refreshment not exceeding 10% of the number of Shares in issue as at the date of approval of the Proposed Refreshment by the Shareholders.

Application for listing

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the 385,656,000 Shares, which may be issued pursuant to the exercise of the options granted under the Proposed Refreshment.

A copy of the Share Option Scheme can be inspected at the principal place of business of the Company at 29th Enterprise Square Two, 3 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong during normal business hours from the date hereof up to the date of the EGM.

EGM

The EGM Notice convening the EGM to be held at 29th Floor, Enterprise Square Phase Two, 3 Sheung Yuet Road, Kowloon Bay, Hong Kong on 24th, February 2017 at 10:00 a.m. is set out on pages 18 to 20 of this circular.

In accordance with the requirement of Rule 13.39 of the Listing Rules, the votes for the ordinary resolutions by the Shareholders at the EGM must be taken by way of poll.

As at the Latest Practicable Date, and to the best knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholder is required under the Listing Rules to abstain from voting on the resolution regarding the Proposed Refreshment at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it 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,

LETTER FROM THE BOARD

as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

(3) PROPOSED CHANGE OF COMPANY NAME

As disclosed in the Announcement B in relation to the Change of Company Name, the Board proposes to change the English name of the Company from “Goldenmars Technology Holdings Limited” to “Huabang Financial Holdings Limited” and to change the dual foreign name in Chinese of the Company from “晶芯科技控股有限公司” to “華邦金融控股有限公司”.

Conditions for the Change of Company Name

The proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at an EGM to approve the Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands granting approval for the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect on the date of issue of the Certificate of Incorporation on Change of Name by the Registrar of Companies in the Cayman Islands. The Company will further carry out the necessary filing procedures with the Companies Registry in Hong Kong. In addition, subject to the confirmation of The Stock Exchange of Hong Kong Limited, the stock short name for trading in the shares of the Company will also be changed after the Change of Company Name becoming effective.

Reasons for the Change of Company Name

The Group is principally engaged in the computer and peripheral products business. As set out in the Company’s interim report for the period ended 30 September 2016, it is the Group’s strategy to make effort to diversify its business operations including but not limited to develop the business of loan financing services. Looking ahead, the Group will continue to adhere to our principle of steady development for our existing computer and peripheral products business. Apart from existing business, the Group will continuously dedicate to exploiting new business opportunities in other sectors from time to time, such as financial services sector or other sectors, in order to diversity our business scope and to further broaden revenue sources of the Group. The Directors are of the opinion that the proposed new name of the Company will better create a new corporate image and benefit future business development of the Company. The Board is of the opinion that the Change of Company Name will be in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effects of the Change of Company Name

Regarding the Shareholders, the Change of Company Name will not, of itself, affect any rights of the Shareholders or the Company's daily business operation and its financial position. All existing share certificates of the Company (being green in colour) in issue bearing the existing name of the Company will, after the Change of Company Name becoming effective, continue to be effective and as documents of title to the shares of the Company and will remain valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new name of the Company. Upon the Change of Company Name becoming effective, new share certificates of the Company (also green in colour) will be issued under the new name of the Company.

Regarding the business of the Group, after the Change of Company Name, the Group will continue to operate the existing computer and peripheral products business. The Change of Company Name will not affect the computer and peripheral products business of the Group as it is mainly operated in the trading names of our subsidiaries such as Goldenmars Technology (Hong Kong) Limited.

The Company will make further announcement as and when appropriate to inform the Shareholders of the results of the EGM, the effective date of the Change of Company Name and the new stock short name of the Company for the trading of the shares of the Company on the Stock Exchange.

EGM

The EGM Notice convening the EGM to be held at 29th Floor, Enterprise Square Phase Two, 3 Sheung Yuet Road, Kowloon Bay, Hong Kong on 24th, February 2017 at 10:00 a.m. is set out on pages 18 to 20 of this circular.

The special resolution proposed to be approved at the EGM will be taken by poll. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it 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, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

LETTER FROM THE BOARD

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 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.

RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the opinion that (i) the grant of the Options to Mr. Lu, Ms. Lau and Mr. Lau, (ii) the Proposed Refreshment, and (iii) the Change of Company Name are in the best interests of the Company and the Shareholders and therefore recommend you to vote in favour of the resolutions approving the grant of Options to Mr. Lu, Ms. Lau and Mr. Lau, the Proposed Refreshment and the Change of Company Name at the EGM.

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

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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**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 24th, February 2017 at 10:00 a.m. for the purpose of considering, and if thought fit, passing with or without amendment the following resolutions of the Company as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. (a) “**THAT** the grant of share options (the “**Options**”) to Mr. George Lu (“**Mr. Lu**”), the Chairman, an executive director, the Chief Executive Officer and controlling shareholder of the Company, to subscribe for 85,000,000 ordinary shares of HK\$0.0008333 each in the share capital of the Company (the “**Shares**”) at an exercise price of HK\$0.55 per Share under the share option scheme of the Company adopted by the Company on 21 August 2013 (the “**Share Option Scheme**”) and otherwise on such terms as stipulated in the offer letter to Mr. Lu issued by the Company pursuant to the Share Option Scheme be and is hereby approved and **THAT** the board of directors of the Company be and is hereby authorised to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the Options to Mr. Lu and the issue of the Shares upon the exercise of the Options by Mr. Lu.”
- (b) “**THAT** the grant of share options (the “**Options**”) to Ms. Lau Wing Sze (“**Ms. Lau**”), an executive director of the Company, to subscribe for 42,600,000 ordinary shares of HK\$0.0008333 each in the share capital of the Company (the “**Shares**”) at an exercise price of HK\$0.55 per Share under the share option scheme of the Company adopted by the Company on 21 August 2013 (the “**Share Option Scheme**”) and otherwise on such terms as stipulated in the offer letter to Ms. Lau issued by the Company pursuant to the Share Option Scheme be and is hereby approved and **THAT** the board of directors of the Company be and is hereby authorised to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the Options to Ms. Lau and the issue of the Shares upon the exercise of the Options by Ms. Lau.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) “**THAT** the grant of share options (the “**Options**”) to Mr. Lau Wan Po (“**Mr. Lau**”), a general manager of a subsidiary and a director of certain subsidiaries of the Group who has been appointed as a non-executive Director and Vice chairman of the Company with effect from 26 January 2017, to subscribe for 100,000,000 ordinary shares of HK\$0.0008333 each in the share capital of the Company (the “**Shares**”) at an exercise price of HK\$0.55 per Share under the share option scheme of the Company adopted by the Company on 21 August 2013 (the “**Share Option Scheme**”) and otherwise on such terms as stipulated in the offer letter to Mr. Lau issued by the Company pursuant to the Share Option Scheme be and is hereby approved and **THAT** the board of directors of the Company be and is hereby authorised to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the Options to Mr. Lau and the issue of the Shares upon the exercise of the Options by Mr. Lau.”
2. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the shares of the Company (the “**Shares**”) which may be issued by the Company pursuant to the exercise of the share options to be granted under the refreshed scheme mandate limit for the share option scheme adopted by the Company on 21 August 2013 (the “**Share Option Scheme**”) and any other share option scheme(s) of the Company,
- (a) the refreshment of the scheme mandate limit in respect of the maximum number of shares of the Company which may be issued upon exercise of all options to be granted under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme and any other share option scheme of the Company) to the extent of up to 10 per cent of the Shares of the Company in issue as at the date of passing of this resolution be and is hereby approved; and
- (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement and to grant options up to the refreshed limit and to exercise all powers of the Company to allot, issue or otherwise deal with the shares of the Company pursuant to the exercise of such options.”

NOTICE IS HEREBY GIVEN that the Meeting of the Company will be held at 29th Floor, Enterprise Square Phase Two, 3 Sheung Yuet Road, Kowloon Bay, Hong Kong on 24th, February 2017 at 10:00 a.m. for the purpose of considering, and if thought fit, passing with or without amendment the following resolution of the Company as a special resolution of the Company:

NOTICE OF EXTRAORDINARY GENERAL MEETING

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Goldenmars Technology Holdings Limited” to “Huabang Financial Holdings Limited” and to change the dual foreign name in Chinese of the Company from “晶芯科技控股有限公司” to “華邦金融控股有限公司”, and any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/she/they consider necessary, desirable or expedient for the implementation of and giving effect to the change of the name and the adoption of dual foreign name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 2 February 2017

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 notarially 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 22 February 2017 to 24 February 2017 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, 21 February 2017.

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