

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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.”

- (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:

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.