

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)

VOLUNTARY ANNOUNCEMENT
BUSINESS UPDATE
COMPLETION OF ACQUISITION OF
A LICENSED CORPORATION

This is an announcement made by Goldenmars Technology Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis to keep its shareholders and potential investors informed of the latest business development of the Company.

The Board is pleased to announce that on 10 February 2017, the Company completed the acquisition of the entire equity interest in a Target Company, which directly holds the entire issued share capital of Qianhai Corporate Finance Limited (“**Qianhai Corporate Finance**”), a licensed corporation carrying on business in Type 6 (advising on corporate finance) regulated activity under the SFO (collectively, the “**Target Group**”) at cash consideration (the “**Acquisition**”).

THE ACQUISITION

In July 2016, an indirect wholly-owned subsidiary of the Company (the “**Purchaser**”), and a seller (the “**Seller**”) entered into a share purchase agreement (the “**SPA**”), pursuant to which the Purchaser conditionally agreed to purchase, and the Sellers conditionally agreed to sell, the entire equity interest of the Target Company, which directly holds the entire issued share capital of Qianhai Corporate Finance.

INFORMATION ON THE TARGET GROUP

The Target Company is a company incorporated in Hong Kong with limited liability and is an investment holding company which directly holds the entire issued share capital of Qianhai Corporate Finance.

Qianhai Corporate Finance, a financial services provider company incorporated in Hong Kong with limited liability, is a licensed corporation carrying on business in Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Qianhai Corporate Finance is licensed to conduct the following regulated activities under the SFO in Hong Kong:

- Acting as sponsor for the corporate clients to have an initial public offering (“**IPO**”) on the Hong Kong Stock Exchange
- Advising on the Codes on Takeovers and Mergers and Share Buy-backs in Hong Kong
- Acting as Financial Adviser for the Listed companies in Hong Kong in the context of the Listing Rules

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Seller is third party independent of the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)).

COMPLETION OF THE ACQUISITION

Completion of the Acquisition is conditional upon, amongst other things, the granting of approval from the SFC under the SFO for the change in “substantial shareholder” (as defined under the SFO) of Qianhai Corporate Finance.

The Board is pleased to announce that pursuant to the terms of the SPA, Completion took place on 10 February 2017 following the grant of the requisite approval for the change in “substantial shareholder” (as defined under the SFO) of Qianhai Corporate Finance by the SFC.

Following Completion, the Target Company and Qianhai Corporate Finance have become indirect wholly-owned subsidiaries of the Company and will be consolidated into the financial statements of the Group.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group continuously dedicate to exploiting new business opportunities. The Directors believe the Acquisition will provide a strong foothold for the Group to extend its business presence in the financial service industry and enable the Group to diversify its business scope and further broaden its source of income. The Directors also believes the Acquisition has the potential to make future contribution to the Group and help the Group develop sustainably.

In view of the above, the Directors consider that the Acquisition is in the interests of the Group and the Shareholders of the Company as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As each of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Acquisition is below 5%, the entering into of the SPA does not constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules.

This announcement is published by the Company on a voluntary basis to keep its shareholders and potential investors informed of the latest business development of the Company.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise.

“Board”	the board of Directors;
“Codes on Takeovers and Mergers and Share Buy-backs”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time;
“Completion”	Completion of the Acquisition in accordance with the terms and conditions of the SPA;
“connected person(s)”	has the meaning as defined in the Listing Rules;
“Directors”	the director(s) of the Company;
“Financial Adviser”	financial adviser refers to an entity which provides financial advisory services under the ambit of Type 6 (advising on corporate finance) regulated activity under the SFO;
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SFC”	the Securities and Futures Commission;
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong);

“Share(s)”	ordinary share(s) of HK\$0.0008333 each in the issued capital of the Company;
“Shareholders”	holder(s) of ordinary share(s) in the share capital of The Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Target Company”	a company incorporated in Hong Kong with limited liability and is an investment holding company, which directly holds the entire issued share capital of Qianhai Corporate Finance Limited, a licensed corporation carrying on business in Type 6 (advising on corporate finance) regulated activity under the SFO;
“%”	per cent.

By Order of the Board
Goldenmars Technology Holdings Limited
George Lu
Chairman and Chief Executive Officer

Hong Kong, 10 February 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.