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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) DISCLOSEABLE TRANSACTION IN RELATION TO  
THE ACQUISITION OF ENTIRE ISSUED SHARE CAPITAL OF THE  
TARGET COMPANY INVOLVING ISSUE OF CONSIDERATION SHARES  
UNDER GENERAL MANDATE  
(2) REDESIGNATION OF DIRECTOR**

**THE ACQUISITION**

The Board is pleased to announce that, on 7 March 2017 (after trading hours), the Purchaser, an indirect wholly-owned subsidiary of the Company, entered into the Agreement with the Vendor, pursuant to which the Purchaser has conditionally agreed to acquire and the Vendors has conditionally agreed to sell the Sale Shares, representing the entire issued share capital of the Target Company, at the Consideration of HK\$180,150,000, which shall be satisfied by cash of HK\$30,000,000 and the Purchaser procuring the Company to allot and issue of 231,000,000 Consideration Shares at the Issue Price of HK\$0.65 per Share to the Vendor in accordance with the terms and conditions of the Agreement.

The Consideration Shares will be issued under the General Mandate and will rank pari passu in all respects with all the Shares then in issue. An application for the listing of, and permission to deal in, the Consideration Shares will be made by the Company to the Stock Exchange.

**LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Agreement and the transactions contemplated thereunder exceeds 5% but less than 25%, the Acquisition constitutes a discloseable transaction for the Company under the Listing Rules and is subject to notification and announcement requirements under Chapter 14 of the Listing Rules.

**Shareholders and potential investors should note that the Acquisition contemplated under the Agreement is subject to satisfaction or waiver of certain Conditions Precedent and there is no assurance that the Agreement and the transactions contemplated thereunder will be completed. Shareholders and potential investors are therefore advised to exercise caution when dealing in the Shares.**

### **REDESIGNATION OF DIRECTOR**

The Board is pleased to announce that with effect from 7 March 2017, Mr. Lau Wan Po has been re-designated from a non-executive Director to an executive Director of the Company.

### **THE ACQUISITION**

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### **THE AGREEMENT**

The principal terms of the Agreement are summarized as follows:–

#### **Date**

7 March 2017

#### **Parties**

- (i) Purchaser : Goldenmars Technology Investments Limited; and
- (ii) Vendor : Newpont Holdings Limited

Mr. Lau Wan Po is a director of the Target Company and he has no interest in the issued share capital of the Target Company as at the date of this announcement.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Vendors and its ultimate beneficial owners are Independent Third Parties.

## **Subject matter to be acquired**

Pursuant to the Agreement, the Purchaser has conditionally agreed to acquire and the Vendors has conditionally agreed to sell the Sale Shares, representing the entire issued share capital of the Target Company.

## **Consideration**

The Consideration payable by the Purchaser shall be HK\$180,150,000, which shall be satisfied by cash of HK\$30,000,000 and the Purchaser procuring the Company to allot and issue of 231,000,000 Consideration Shares at the Issue Price of HK\$0.65 per Share to the Vendor in accordance with the terms and conditions of the Agreement upon the Completion.

The Consideration was arrived at based on normal commercial terms and after arm's length negotiations between the Purchaser and the Vendor with reference to (i) the audited net asset value of the Target Company as at 31 December 2016, (ii) the financial position of the Target Company and (iii) a premium with reference to other comparable offers in the market.

Having considered the above and the factors described in the paragraph headed "Reasons for and benefits of the Acquisition" below, the Directors consider the Consideration to be fair and reasonable, on normal commercial terms and in the interest of the Shareholders as a whole.

## **Issue Price**

The issue price of HK\$0.65 per Share:

- (i) represents a premium of approximately 27.45% to the closing price of HK\$0.51 per Share as quoted on the Stock Exchange on the date of the Agreement;
- (ii) represents a premium of approximately 19.49% to the average closing price of HK\$0.544 per Share as quoted on the Stock Exchange for the five consecutive trading days immediately preceding (and including) the date of the Agreement

## **Consideration Shares**

The Consideration Shares, comprising 231,000,000 Shares in aggregate, will be allotted and issued under the General Mandate in accordance with the terms and conditions of the Agreement. Under the General Mandate, the Company is authorised to allot and issue up to 705,312,000 Shares. As at the date of this announcement, 330,000,000 Shares have been issued under the General Mandate, together with the 231,000,000 Consideration Shares to be allotted and issued, a total of approximately 79.54% of the General Mandate will be utilised. Accordingly, the allotment and issue of the Consideration Shares is not subject to any further approval by the Shareholders. The Consideration Shares represent

approximately 5.99% of the issued share capital of the Company as at the date of this announcement and approximately 5.65% of the issued share capital of the Company as enlarged by the Consideration Shares.

The Consideration Shares will be credited as fully paid and free from all encumbrances and will rank pari passu in all respects with all the Shares then in issue.

An application for the listing of, and permission to deal in, the Consideration Shares will be made by the Company to the Stock Exchange.

### **Conditions Precedent**

Completion of the Agreement is conditional upon the fulfilment (or where applicable, waiver thereof by the Purchaser) of all the following conditions precedent:

- (a) approval from the SFC for the Purchaser to become a substantial shareholder (as defined in section 132 of the SFO) of the Target Company having been obtained and each of the Type 1 licence and Type 4 licence has not been revoked or imposed with any additional conditions by the SFC;
- (b) the Listing Committee having granted the listing of, and permission to deal in, the Consideration Shares on the Stock Exchange;
- (c) the Purchaser having been reasonably satisfied with the results of all necessary enquiries, investigations and due diligence reviews of the business, operations and financial position of the Target Company by the Purchaser;
- (d) the declaration and warranties provided by the Vendor remaining true and accurate in material respects;
- (e) the declaration and warranties provided by the Purchaser remaining true and accurate in material respects;
- (f) all necessary consents and approvals required to be obtained on the part of the Vendor and the Purchaser having been obtained.

Each of the Vendor and the Purchaser shall use his/her/their reasonable endeavours to procure the satisfaction of the above conditions precedent within one year from the date of the Agreement.

### **Completion**

Subject to the satisfaction or waiver of conditions precedent, completion shall take place on the Completion Date or at such other time and place as may be agreed between the Parties.

Upon Completion, the Target Company will become an indirect wholly-owned subsidiary of the Company and the financial results of the Target Company will be consolidated into the Group's financial statement.

## APPLICATION FOR LISTING

The Consideration Shares, when issued and fully paid, will rank pari passu among themselves and with the Shares in issue at the time of allotment and issue of the Consideration Shares.

The Company will apply to the Listing Committee for the listing of, and permission to deal in, the Consideration Shares on the Stock Exchange.

## EFFECT ON THE SHAREHOLDING STRUCTURE

The shareholding structure of the Company (i) as at the date of this announcement, and (ii) immediately after the allotment and issue of the Consideration Shares is as follows:

Shareholder	As at the date of this announcement		Immediately after the allotment and issue of the Consideration Shares	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Mr. George Lu ( <i>Note 1</i> )	2,155,680,000	55.90	2,155,680,000	52.74
Ms. Lau Wing Sze ( <i>Note 2</i> )	23,256,000	0.60	23,256,000	0.57
Mr. Yao Jianhui ( <i>Note 3</i> )	523,344,000	13.57	523,344,000	12.80
The Vendor	–	–	231,000,000	5.65
Other public shareholders	<u>1,154,280,000</u>	<u>29.93</u>	<u>1,154,280,000</u>	<u>28.24</u>
	<u><u>3,856,560,000</u></u>	<u><u>100</u></u>	<u><u>4,087,560,000</u></u>	<u><u>100</u></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) Mr. Lau Wing Sze is deemed to be interested in 23,256,000 shares, among which 18,936,000 shares are held in her own capacity and 4,320,000 shares are held by Nice Rate Limited, a company wholly owned by Mr. Lau Wing Sze.

- (3) According to the information available to the Company, Mr. Yao Jianhui is deemed to be beneficially interested in a total of 523,344,000 Shares. Among those 523,344,000 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 343,344,000 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.

According to the information available to the Company, China Goldjoy Securities Limited is a custodian of total 575,004,000 Shares where Mr. Yao Jianhui is deemed to be beneficially interested in 523,344,000 Shares.

## **INFORMATION ABOUT THE TARGET**

The Target Company is a company with limited liability incorporated in Hong Kong. The Target is a licensed corporation under the SFO with the following regulated activities: (i) Type 1: Dealing in securities; and (ii) Type 4: Advising on securities. The principal activities are provision of brokerage services and securities margin financing to clients.

The Target Company is licensed to conduct the following regulated activities under the SFO in Hong Kong:

Type 1: Dealing in securities:

- Provision of securities brokerage service
- Trading or broking stock options for clients
- Trading bonds for clients
- Buying or selling mutual funds and unit trusts for clients
- Placing and underwriting of securities

Type 4: Advising on securities

- Provision of investment advisory services to clients in relation to the sale and purchase of securities
- Issuing research reports and analyses on securities

## Financial information

Set out below is the net profit before and after taxation for the two years ended 31 December 2015 and 31 December 2016:

	<b>For the year ended 31 December 2015</b>	<b>For the year ended 31 December 2016</b>
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(audited)	(audited)
Net profit before taxation	49,103	7,103
Net profit after taxation	44,162	2,528

The audited net assets value of the Sale Shares as at 31 December 2016 was approximately HK\$98,277,000.

## REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group is principally engaged in the computer and peripheral products business and financial services business. The Group continuously dedicate to exploiting new business opportunities. The Directors believe the Acquisition will provide a strong foothold for the Group to further 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 believe 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 one or more of the applicable percentage ratios (as defined under the Listing Rules) for the Transaction exceeds 5% and all of the applicable percentage ratios are below 25%, the Transaction constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

**Shareholders and potential investors should note that the Acquisition contemplated under the Agreement is subject to satisfaction or waiver of certain Conditions Precedent and there is no assurance that the Agreement and the transactions contemplated thereunder will be completed. Shareholders and potential investors are therefore advised to exercise caution when dealing in the Shares.**

## **REDESIGNATION OF DIRECTOR**

The Board is pleased to announce that with effect from 7 March 2017, Mr. Lau Wan Po has been re-designated from a non-executive Director to an executive Director of the Company.

Mr. Lau Wan Po, aged 41, was appointed as a non-executive Director and Vice Chairman of the Company on 26 January 2017. With effect from 7 March 2017, Mr. Lau has been re-designated from a non-executive Director to an executive Director of the Company. Mr. Lau 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 director 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: 299), 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 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.



## DEFINITIONS

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

“Acquisition”	the acquisition of the Sale Shares by the Purchaser pursuant to the Agreement;
“Agreement”	the conditional sale and purchase agreement dated 7 March 2017 and entered into by the Purchaser and the Vendors in respect of the Acquisition;
“Articles of Association”	the articles of association of the Company as adopted by the Company from time to time;
“Board”	the board of Directors;
“Business Days”	any day (other than Saturday, Sunday, a public holiday) on which banks in Hong Kong are generally open for business;
“Completion”	Completion of the sale and purchase of the Sale Shares in accordance with the terms and conditions of the Agreement, which will be falling within one year from the date of the Agreement or any other date as the parties to the Agreement may agree in writing;
“Completion Date”	means the date which is the seventh business day after the date on which the conditions set out in Conditions Precedent are satisfied or waived, or the Extended Completion Date, or such other date as the Vendor and the Purchaser may agree;
“Conditions Precedent”	the conditions precedent to Completion as set out in the Agreement;
“connected person(s)”	has the meaning as defined in the Listing Rules;
“Consideration”	the consideration of HK\$180,150,000 to be paid by the Purchaser to the Vendor for the Sale Shares pursuant to the Agreement;
“Consideration Shares”	231,000,000 Shares to be allotted and issued to the Vendors as consideration for the Acquisition;
“Directors”	the director(s) of the Company;

“General Mandate”	the general mandate granted to the Directors to allot, issue and deal with additional Shares at the annual general meeting of the Company held on 15 August 2016;
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong;
“Independent Third Party(ies)”	third party(ies) independent of, and not connected with, the Company and its connected persons in accordance with the Listing Rules;
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange with responsibility for considering applications for listing and the granting of listing on the Main Board of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Purchaser”	Goldenmars Technology Investments Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company;
“Sale Shares”	48,750,000 shares in the capital of Target, representing the entire issued share capital in the Target to be sold by the Vendors to the Purchaser in accordance with the terms the Agreement;
“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”	Qian Hai Securities Limited, a company with limited liability incorporated in Hong Kong. The Target is a licensed corporation under the SFO with the following regulated activities: (i) Type 1: Dealing in securities; and (ii) Type 4: Advising on securities. The principal activities are provision of brokerage services and securities margin financing to clients;

“Vendor” Newpont Holdings Limited, a company with limited liability incorporated in Hong Kong;

“%” per cent.

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

Hong Kong, 7 March 2017

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