

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") 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: 8036)

DISCLOSEABLE TRANSACTION
INVESTMENT IN 35% EQUITY INTERESTS IN A JOINT VENTURE

On 15 November 2013, the Parties to the Joint Venture entered into a joint venture contract in relation to the establishment of a Chinese-foreign equity joint venture ("JV Company", Chinese name: 亳州市博通供應鏈有限公司; English name: Bozhou Botong Supply Chain Co., Ltd.) in Bozhou city, Anhui province. The registered capital of the JV Company is RMB55,000,000 (equivalent to approximately HK\$69,850,000), to which the Group will contribute RMB19,250,000 (equivalent to approximately HK\$24,447,500), representing 35% of the registered capital.

To the best knowledge and belief of the Directors and having made all reasonable enquiries, the Parties to the Joint Venture and their ultimate beneficial owners are third parties independent of the Company and its connected persons. As the applicable percentage ratios of the Investment under Chapter 19 of the GEM Listing Rules exceed 5% but are less than 25%, the Investment constitutes a discloseable transaction of the Company under the GEM Listing Rules.

INTRODUCTION

On 15 November 2013, the Parties to the Joint Venture entered into a joint venture contract in relation to the establishment of a Chinese-foreign equity joint venture in Bozhou city, Anhui province. The registered capital of the JV Company is RMB55,000,000 (equivalent to approximately HK\$69,850,000), to which the Group will contribute RMB19,250,000 (equivalent to approximately HK\$24,447,500), representing 35% of the registered capital.

JOINT VENTURE CONTRACT

Date: 15 November 2013

Parties: Parties to the Joint Venture

To the best knowledge and belief of the Directors and having made all reasonable enquiries, the Parties to the Joint Venture and their ultimate beneficial owners are third parties independent of the Company and connected persons of the Company.

Business To Be Invested

Smartphones and tablets, the emerging mainstream electronic consumer products, as well as computer peripheral products have witnessed increasing demand in domestic and foreign markets in recent years, which enjoy a promising market with potential for further development as driven by continuous demands. The JV Company will focus on areas including research and development, production and sale of smartphones and computer peripheral products.

Consideration

The registered capital of the JV Company is RMB55,000,000 (equivalent to approximately HK\$69,850,000). The amount and percentage of capital contribution made by each of the Parties to the Joint Venture are as follows:–

1. Bodatong Technology (Shenzhen) Company Limited (“Bodatong”): subscribed for capital contribution of RMB19,250,000 (equivalent to approximately HK\$24,447,500), representing 35% of the registered capital;
2. VST Computers (H.K.) Limited (“VST”): subscribed for capital contribution of RMB18,150,000 (equivalent to approximately HK\$23,050,500), representing 33% of the registered capital;
3. Bozhou Shichuang Investment Company Limited (“Shichuang”): subscribed for capital contribution of RMB17,600,000 (equivalent to approximately HK\$22,352,000), representing 32% of the registered capital.

The registered capital of the JV Company shall be paid in full by cash by the Parties to the Joint Venture in proportion to their shareholdings within three months from the date of issuance of the business licence of the JV Company.

Conditions Precedent

Completion of the Investment is subject to satisfaction of the following conditions:–

1. The Company has published the necessary announcement and/or circular in respect of the Investment pursuant to the GEM Listing Rules;
2. The Investment has been approved by resolution of the Board of Directors;
3. The aggregate of approximately 49.7% equity interests in the original Bozhou Botong Supply Chain Co., Ltd. have been transferred by its original shareholders to Bodatong at the original cost of RMB17,400,000 (equivalent to approximately HK\$22,098,000);
4. Upon completion of the transfer, Bozhou Botong Supply Chain Co., Ltd. shall get through the procedures for the capital increase and acquisition of equity interests with the competent authorities of the People's Republic of China, to effect the increase in its registered capital from RMB35,000,000 (equivalent to approximately HK\$44,450,000) to RMB55,000,000 (equivalent to approximately HK\$69,850,000);
5. Of the capital increase amount of RMB20,000,000 (equivalent to approximately HK\$25,400,000), RMB1,850,000 (equivalent to approximately HK\$2,349,500) shall be subscribed for by Bodatong, and RMB18,150,000 (equivalent to approximately HK\$23,050,500) shall be subscribed for by VST in equivalent amount of Hong Kong dollars;
6. The JV Company is duly incorporated and remains valid as an ongoing concern (including its registered capital being contributed respectively by the parties in accordance with the PRC laws and its articles of association);
7. All approvals, consents, licences and/or permits for business operation of the JV Company have been obtained from (including but not limited to) the State Administration of Foreign Exchange, the State Administration for Industry and Commerce and the Ministry of Commerce; and
8. There are no events which might adversely affect the financial position, property or business prospects of the JV Company from the date of conclusion of the joint venture contract to the date of Completion.

Board of Directors of the JV Company

The board of directors of the JV Company consists of 3 directors and each of the Parties to the Joint Venture can appoint 1 director to the board.

SOURCE OF FUND

The Group will utilize its cashflow generated from operations for the contribution of capital to the JV Company.

STATUS OF THE JV COMPANY

The JV Company has not yet started business and no guarantee and/or other security were given to or by the JV Company.

COMPLETION

Completion of the Investment is subject to full satisfaction of all conditions precedent.

Upon Completion, the JV Company will be a jointly controlled entity of the Group.

INFORMATION ON BODATONG

Bodatong, a company established in the People's Republic of China, is a wholly-owned subsidiary of the Company.

INFORMATION ON VST

VST, a company established in Hong Kong, is a wholly-owned subsidiary of VST Holdings Limited (stock code: 856), and is principally engaged in the distribution of information technology ("IT") products and the provision of enterprise systems and IT services.

INFORMATION ON SHICHUANG

Shichuang is a company established in the People's Republic of China, with paid-up registered capital of RMB10,000,000 and is an investment holding company.

REASONS FOR AND BENEFITS OF THE INVESTMENT

The Group is principally engaged in the business of computer and peripheral products, with ample experience and research and development personnel in the electronic products industry.

The joint venture contract is reached after arm's length negotiation. The Directors are of the view that the terms of the joint venture contract are fair and reasonable and in the interests of shareholders as a whole.

The Board of Directors considers that an appropriate allocation of resources to the development of related products in the electronics industry is conducive to the long-term development of the Group, and is in the interests of the Company and the shareholders as a whole. The Investment, which allows

the Group to broaden the scope of its business, is resolved based on industry outlook and product demand. The revenue from the Investment will support continuous development of the Group, and deliver more stable and attractive returns for the Group in the future.

GEM LISTING RULES IMPLICATION

As the applicable percentage ratios (as defined in the GEM Listing Rules) for the Investment exceeds 5% but is less than 25%, the Investment constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules, and is subject to the notification and announcement requirements under the GEM Listing Rules.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings, unless the context requires otherwise:

“Board”	the Board of Directors
“Company”	Goldenmars Technology Holdings Limited
“Completion”	completion of the investment in accordance with the terms and conditions of the Joint Venture Contract
“Completion Date”	The fifth business day on which the Conditions Precedent are satisfied
“Conditions Precedent”	the conditions precedents set out in the section headed “Conditions Precedent”
“Consideration”	has the meaning given to it in the section headed “Consideration” in this announcement
“connected persons”	has the meaning ascribed to this term under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“Investment”	investment in the JV Company

“Parties to the Joint Venture” Bodatong Technology (Shenzhen) Company Limited, VST Computers (H.K) Limited and Bozhou Shichuang Investment Company Limited

By order of the Board
Goldenmars Technology Holdings Limited
George Lu
Chairman

Hong Kong, 15 November 2013

For illustration purpose of this announcement, the exchange rate of RMB1 to HK\$1.27 is adopted.

As at the date of this announcement, the Executive Directors of the Company are George Lu, Shen Wei, and Lau Wing Sze; and the independent Non-Executive Directors of the Company are Pang Chung Fai Benny, Wan Tak Shing and Loo Hong Shing Vincent.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 announcement 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 announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for a minimum period of 7 days from the date of publication and on the website of the Company at www.goldenmars.com.