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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: 8036)

**ANNOUNCEMENT ON THE PERFORMANCE OF  
THE DEED OF NON-COMPETITION**

Reference is made to the prospectus (the “**Prospectus**”) issued by Goldenmars Technology Holdings Limited (the “**Company**”, together with the subsidiaries, the “**Group**”) dated 30 August 2013 relating to the placing of the Company’s shares for the listing on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the annual report of the Company for the year ended 31 March 2014.

**DEED OF NON-COMPETITION**

Each of Forever Star Capital Limited, Mr. George Lu, Ms. Shen Wei and Ms. Lau Wing Sze (together as the “**Controlling Shareholders**”) had entered into a deed of non-competition dated 21 August 2013 (the “**Deed of Non-Competition**”) in favour of the Company (for itself and on behalf of all members of the Group), pursuant to which, each of the Controlling Shareholders would not, and would use his/its best endeavours to procure his/its associates (except any members of our Group) not to directly or indirectly carry on, engage, participate or hold any right or interest in or render any services to or otherwise be interested and/or involved (in each case whether as shareholder, partner, agent or otherwise and whether for profit, reward or otherwise) in any business which may be in competition with the business carried on by the Group from time to time, except where the Company’s approval is obtained.

Details of the Deed of Non-Competition are set out in the section headed “Relationship with our Controlling Shareholders – Non-Competition Undertakings” of the Prospectus.

The Company confirms that each of the Controlling Shareholders have complied with the Deed of Non-Competition from the date of listing up until the year ended 31 March 2014. In order to ensure the Controlling Shareholders have complied with the Deed of Non-Competition, each of the Controlling Shareholders have provided to the Company a written confirmation that (i) in respect of his/its compliance with the Deed of Non-Competition for the year ended 31 March 2014 and no personal interests were ever declared by any Controlling Shareholders who are also Directors at the Directors’ meetings; and (ii) stating that they and their respective associates did not directly or

indirectly, carry on or hold any right or interests in or render any services to, or is otherwise involved in, any business which may be in competition with the business carried on by the Group from time to time.

The independent non-executive directors of the Company have also reviewed the status of the compliance by each of the Controlling Shareholders with the undertakings in the Deed of Non-Competition and have confirmed that, as far as they can ascertain, there is no breach by any of the Controlling Shareholders of the undertakings in the Deed of Non-Competition given by them.

As of the date of this announcement, the Company is not aware of any other matters regarding the compliance of the undertakings in the Deed of Non-Competition and there have not been any changes in terms of the Deed of Non-Competition since the Company's listing of shares on the Stock Exchange.

By Order of the Board  
**Goldenmars Technology Holdings Limited**  
**George Lu**  
Chairman

Hong Kong, 6 October 2014

*As at the date of this announcement, the executive Directors are George Lu, Shen Wei, and Lau Wing Sze; and the independent non-executive Directors 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](http://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](http://www.goldenmars.com).*