

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

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

Company name: Goldenmars Technology Holdings Limited
晶芯科技控股有限公司

Stock code (ordinary shares): 8036

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 26 November 2014.....

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 9th September 2013

Name of Sponsor(s): Haitong International Capital Limited

Names of directors: Executive Directors

(please distinguish the status of the directors George Lu (陸建明)

- Executive, Non-Executive or Independent Shen Wei (沈薇)

Non-Executive) Lau Wing Sze (劉詠詩)

Independent Non-Executive Directors

Pang Chung Fai Benny (彭中輝)

Wan Tak Shing (溫德勝)

Loo Hong Shing Vincent (盧康成)

Name(s) of substantial shareholder(s):
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

Mr. George Lu	Beneficial owner of 179,640,000 ordinary shares of the Company (representing approximately 68.05% of the total issued share capital of the Company)
Ms. Shen Wei	Beneficial owner of 179,640,000 ordinary shares of the Company (representing approximately 68.05% of the total issued share capital of the Company)
Forever Star Capital Limited	Beneficial owner of 179,640,000 ordinary shares of the Company (representing approximately 68.05% of the total issued share capital of the Company)

Note:

Mr. George Lu and Ms. Shen Wei are deemed to be interested in the 179,640,000 Shares held by Forever Star Capital Limited under Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date: 31st March

Registered address: P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands

Head office and principal place of business: 29th Floor, Enterprise Square Two, 3 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong

Web-site address (if applicable): www.goldenmars.com

Share registrar:
Principal share registrar
Maples Fund Services (Cayman) Limited,
PO Box 1093, Boundary Hall,
Cricket Square,
Grand Cayman, KY1-1102,
Cayman Islands.

Hong Kong Share Registrar
Tricor Investor Services Limited,
22/F, Hopewell Centre,
183 Queen's Road East,
Wanchai,
Hong Kong.

Auditors: PricewaterhouseCoopers
Certified Public Accountants
22nd Floor, Prince's Building,
10 Chater Road,
Central,
Hong Kong.

B. Business activities

The Company is principally engaged in manufacturing and sales of dynamic random-access memory ("DRAM") modules and trading of DRAM chips in Hong Kong and in the People's Republic of China.

C. Ordinary shares

Number of ordinary shares in issue: 264,000,000

Par value of ordinary shares in issue: HK\$0.01

Board lot size (in number of shares): 3,000

Name of other stock exchange(s) on which ordinary shares are also listed: Not applicable

D. Warrants

Stock code: Not applicable

Board lot size: Not applicable

Expiry date: Not applicable

Exercise price: Not applicable

Conversion ratio:
(Not applicable if the warrant is denominated in dollar value of conversion right) Not applicable

No. of warrants outstanding: Not applicable

No. of shares falling to be issued upon the exercise of outstanding warrants: Not applicable

E. Other securities

Details of any other securities in issue.
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

Not applicable

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Mr. George Lu (陸建明)

Pang Chung Fai Benny (彭中輝)

Ms. Shen Wei (沈薇)

Wan Tak Shing (溫德勝)

Lau Wing Sze (劉詠詩)

Loo Hong Shing Vincent (盧康成)

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353 or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*