

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 30 August 2013 (the “**Prospectus**”) issued by Goldenmars Technology Holdings Limited (晶芯科技控股有限公司) (the “**Company**”).

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This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares or other securities of the Company. Potential investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.



Goldenmars Technology Holdings Limited

晶芯科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

**LISTING ON THE GROWTH ENTERPRISE MARKET
OF THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF PLACING**

Number of Placing Shares	:	69,000,000 Shares
Placing Price	:	HK\$0.9 per Share, plus brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%
Nominal value	:	HK\$0.01 per Share
Stock code	:	8036

Sole Sponsor



Haitong International Capital Limited

Sole Global Coordinator, Sole Bookrunner and Sole Lead Manager



Haitong International Securities Company Limited

- The Placing Price is agreed at HK\$0.9 per Placing Share (excluding brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%).
- The initial 60,000,000 Placing Shares offered by the Company under the Placing have been over-subscribed for approximately two times.
- The Offer Size Adjustment Option has been fully exercised by the Underwriter to require the Company to issue and allot additional 9,000,000 Placing Shares, and such Shares have been fully subscribed.
- 69,000,000 Placing Shares have been conditionally allocated to a total of 155 selected individual and professional investors.
- Based on the Placing Price of HK\$0.9 per Placing Share, the net proceeds to be received by the Company from the Placing, after deducting underwriting fees and other expenses, are approximately HK\$33.8 million.
- The Directors confirm that all the placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates (as defined under the GEM Listing Rules) or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing.
- The Directors confirm that, immediately after the Capitalisation Issue and the completion of the Placing, the public float of the Company will be approximately 27.7% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of Listing will be owned by the three largest public Shareholders.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Monday, 9 September 2013.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

PLACING PRICE AND USE OF PROCEEDS

Pursuant to the price determination agreement entered into between the Company and the Sole Global Coordinator dated 2 September 2013, the Placing Price was agreed to be HK\$0.9 per Placing Share (excluding brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%). The net proceeds to be received by the Company from the Placing, after deducting underwriting fees and other expenses, are approximately HK\$33.8 million. The Directors intend to apply such net proceeds in the following manner:

- (a) approximately HK\$12.3 million (representing approximately 36.5% of the net proceeds) will be used for increase our market share, through, among others, expanding our sales and marketing team, participating in exhibitions worldwide, placing advertisements in electronic and computer product websites;
- (b) approximately HK\$13.0 million (representing approximately 38.5% of the net proceeds) will be used for strengthening our R&D and design capability, through including but not limited to, conducting researches on the latest technologies with focus on developing and improving new and existing products and employing more qualified hardware and software engineers;
- (c) approximately HK\$5.1 million (representing approximately 15.0% of the net proceeds) will be used for purchasing of new machineries, such as quality control and testing machines, with an aim to enhance our quality control and combined production capability of DRAM modules and USB flash drives; and
- (d) the remaining balance of approximately HK\$3.4 million (representing 10.0% of the net proceeds) will be used for additional working capital and other general corporate purposes.

LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING

The initial 60,000,000 Placing Shares offered by the Company under the Placing have been over-subscribed for approximately two times. The Offer Size Adjustment Option has been fully exercised by the Underwriter to require the Company to issue and allot additional 9,000,000 Placing Shares, and such Shares have been fully subscribed. For avoidance of doubt, the Offer Size Adjustment Option will not be associated with any price stabilisation activities of the Shares in the secondary market after the Listing, will not be subject to the Securities and Futures (Price Stabilising) Rules of the SFO and cannot be exercised at any future date.

RESULTS OF ALLOCATION

Pursuant to the Placing, 69,000,000 Shares have been conditionally allocated to a total of 155 selected individual and professional investors. The distribution of the Placing Shares is set out as below:

	Aggregate number of Placing Shares allocated	Approximate percentage of the total number of the Placing Shares allocated	Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after the Capitalisation Issue and the completion of the Placing
Top placee	10,998,000	15.9%	4.4%
Top 5 placees	34,797,000	50.4%	14.0%
Top 10 placees	46,797,000	67.8%	18.8%
Top 25 placees	64,950,000	94.1%	26.1%

Number of Placing Shares allocated

Number of placees

3,000 to 15,000	89
15,001 to 100,000	30
100,001 to 1,000,000	18
1,000,001 to 5,000,000	15
5,000,001 and above	3
Total	<u>155</u>

The Directors confirm that all the placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Substantial Shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates (as defined under the GEM Listing Rules) or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after the Placing and the Capitalisation Issue.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at all times. Pursuant to Rule 11.23(8) of the GEM Listing Rules, the three largest public Shareholders shall not beneficially own more than 50% of the Shares in public hands at the time of Listing. The Directors confirm that, immediately after the Capitalisation Issue and the completion of the Placing, the public float of the Company will be approximately 27.7% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders.

DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date (i.e. 9 September 2013) or on any other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements have been made for the Shares to be admitted into CCASS.

No receipt will be issued for subscription monies for the Placing Shares. The Company will not issue temporary documents of title.

Prospective investors of the Placing Shares should note that the Sole Global Coordinator is, among others, entitled to terminate the Underwriting Agreement by notice in writing to the Company upon the occurrence of any of the events set forth under the paragraph headed “Grounds for Termination” under the section headed “Underwriting” in the Prospectus at any time prior to 8:00 a.m. on the Listing Date (i.e. 9 September 2013). In the event that the Underwriting Agreement is terminated, an announcement will be published by the Company on the GEM website at www.hkgem.com, the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.goldenmars.com.

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Monday, 9 September 2013. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the GEM website at www.hkgem.com, the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.goldenmars.com. The Shares will be traded in board lots of 3,000 Shares each. The stock code for the Shares is 8036.

By Order of the Board
Goldenmars Technology Holdings Limited
Mr. George Lu
Chairman and Executive Director

Hong Kong, 6 September 2013

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

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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will be published on the GEM website at www.hkgem.com, the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.goldenmars.com.