

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.



GOLDBOND GROUP HOLDINGS LIMITED

金榜集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 00172)

THE PROPOSED LISTING OF CHINA RONGZHONG ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

This announcement is made pursuant to Rule 13.09 of the Listing Rules and Part XIVA of the SFO.

The Board is pleased to announce that on 30 June 2015, China Rongzhong, a company which will be indirectly owned as to approximately 47.94% by the Group (through Perfect Honour) upon completion of the Reorganisation, submitted the Listing Application to the Stock Exchange for the listing of, and permission to deal in, the China Rongzhong Shares on the Main Board of the Stock Exchange.

Details of the Proposed Listing have yet to be finalised and the Company will make further announcement(s) in relation thereto as and when appropriate. Should the Proposed Listing proceed, Perfect Honour's interest in China Rongzhong will be diluted upon completion of the Proposed Listing.

To delineate the respective businesses of the China Rongzhong Group and the Group and to protect the China Rongzhong Group from potential possible competition from the Group as required under the Listing Rules, should the Listing Application be approved by the Listing Committee, the Company and Perfect Honour will execute the Deed of Non-competition in favour of the China Rongzhong Group prior to completion of the Proposed Listing.

The Proposed Listing is subject to, amongst other things, the Listing Application being approved by the Listing Committee, the prevailing market conditions and the final decisions of the board of directors of China Rongzhong. Accordingly, Shareholders and potential investors of the Company should be aware that there is no assurance the Proposed Listing will take place or as to when and how it may take place. Shareholders and potential investors of the Company should therefore exercise caution when dealing in or investing in the securities of the Company. If in any doubt, Shareholders and other persons contemplating dealing in securities of the Company are recommended to consult their professional advisers.

INTRODUCTION

This announcement is made pursuant to Rule 13.09 of the Listing Rules and Part XIVA of the SFO.

The Board is pleased to announce that on 30 June 2015, China Rongzhong, a company which will be indirectly owned as to approximately 47.94% by the Group (through Perfect Honour) upon completion of the Reorganisation, submitted the Listing Application to the Stock Exchange for the listing of, and permission to deal in, the China Rongzhong Shares on the Main Board of the Stock Exchange.

INFORMATION ON THE CHINA RONGZHONG GROUP

Upon completion of the Reorganisation, the Group will indirectly own approximately 47.94% of the shareholding in China Rongzhong through Perfect Honour.

Upon completion of the Reorganisation, the China Rongzhong Group will be principally engaged in the provision of a wide range of finance leasing services, such as direct leasing, sales and leaseback, and other related advisory services in the PRC.

For details of the shareholding structure of China Rongzhong and its business, please refer to the application proof of the prospectus of China Rongzhong of 30 June 2015.

Prior to completion of the Proposed Listing, the Reorganisation will be carried out for the purpose of rationalizing the corporate structure of the China Rongzhong Group with China Rongzhong becoming the holding company of the China Rongzhong Group and the subject of the Proposed Listing.

THE PROPOSED LISTING

Should the Proposed Listing proceed, Perfect Honour's interest in China Rongzhong will be diluted upon completion of the Proposed Listing.

Details of the Proposed Listing have yet to be finalized and the Company will make further announcement(s) in relation thereto as and when appropriate.

To delineate the respective businesses of the China Rongzhong Group and the Group and to protect the China Rongzhong Group from potential possible competition from the Group as required under the Listing Rules, should the Listing Application be approved by the Listing Committee, the Company and Perfect Honour will execute the Deed of Non-competition in favour of the China Rongzhong Group prior to completion of the Proposed Listing.

GENERAL

The Proposed Listing is subject to, amongst other things, the Listing Application being approved by the Listing Committee, the prevailing market conditions and the final decisions of the board of directors of China Rongzhong. Accordingly, Shareholders and potential investors of the Company should be aware that there is no assurance the Proposed Listing will take place or as to when and how it may take place. Shareholders and potential investors of the Company should therefore exercise caution when dealing in or investing in the securities of the Company. If in any doubt, Shareholders and other persons contemplating dealing in securities of the Company are recommended to consult their professional advisers.

DEFINITIONS

Unless the context otherwise requires, capitalized terms used in this announcement shall have the following meanings:

“Board”	the board of Directors
“China Rongzhong”	China Rongzhong Financial Holdings Company Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands on 5 June 2015
“China Rongzhong Group”	China Rongzhong and its subsidiaries or, where the context so requires, with respect to the period before which China Rongzhong became the holding company of its subsidiaries or the businesses operated by such subsidiaries or their predecessors before the Reorganisation (as the case may be)
“China Rongzhong Shares”	share(s) of a nominal value of HK\$0.01 each in the share capital of China Rongzhong
“Company”	Goldbond Group Holdings Limited (stock code: 00172), a company incorporated in Hong Kong with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Deed of Non-competition”	the deed of non-competition to be signed and executed by the Company and Perfect Honour in favour of the China Rongzhong Group and containing certain non-competition undertakings to the China Rongzhong Group
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Application”	an application for the listing of, and permission to deal in, all issued China Rongzhong Shares on the Main Board of the Stock Exchange in Form A1 – Listing Application Form (For Equity Securities and Debt Securities) set out in Appendix 5 to the Listing Rules
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“PRC”	the People’s Republic of China, which shall, for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“Perfect Honour”	Perfect Honour Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company
“Proposed Listing”	the proposed listing of the China Rongzhong Shares on the Main Board of the Stock Exchange
“Reorganisation”	the reorganisation of the China Rongzhong Group to be conducted in preparation for the Proposed Listing
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board
Goldbond Group Holdings Limited
Kelly Li
Company Secretary

Hong Kong, 30 June 2015

As at the date of this announcement, the Board comprises Mr. Wang Jun, Mr. Wong Yu Lung, Charles, Mr. Ding Chung Keung and Ms. Wong, Michelle Yatyee (all being executive Directors), Mr. Ma Ho Fai SBS JP, Mr. Cheng Yuk Wo and Mr. Ng Chi Keung MH (all being independent non-executive Directors).