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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: 3638)

**COMPLETION OF PLACING OF NEW SHARES  
UNDER GENERAL MANDATE**

**Placing Agent**



**前海證券有限公司**  
Qian Hai Securities Limited

Reference is made to the announcement of Goldenmars Technology Holdings Limited (the “Company”) dated 6 October 2016 (the “Announcement”) in relation to, among other things, the Placing. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless defined otherwise.

**COMPLETION OF THE PLACING**

The Board is pleased to announce that all the conditions precedent as set out in the Placing Agreement have been fulfilled and Completion of the Placing took place on 24 October 2016 in accordance with the terms and conditions of the Placing Agreement. An aggregate of 330,000,000 Placing Shares, representing approximately 8.56% of the issued share capital of the Company as at the date of this announcement immediately after Completion of the Placing, have been successfully placed to not less than six Placees at the Placing Price of HK\$0.46 per Placing Share. The Placing Shares will rank pari passu in all respects with and carry all rights similar to the existing issued Shares.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, (i) each of the Placees (and its respective ultimate beneficial owner) is an Independent Third Party; and (ii) none of the Placees becomes a substantial shareholder (as defined under the Listing Rules) upon Completion of the Placing. The gross proceeds and net proceeds from the

Placing are approximately HK\$151.8 million and HK\$144.2 million respectively, which will be used for general working capital of the Group and funding investment opportunities, if any, as may be identified from time to time.

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the changes to the shareholding structure of the Company as a result of completion of the Placing:

	Immediate before completion of the Placing		Immediate after completion of the Placing	
	<i>Number of shares</i>	<i>Approximate shareholding %</i>	<i>Number of shares</i>	<i>Approximate shareholding %</i>
Forever Star Capital Limited (Note 1)	2,155,680,000	61.13	2,155,680,000	55.90
Nice Rate Limited (Note 2)	4,320,000	0.12	4,320,000	0.11
Ms. Lau Wing Sze (Note 2)	18,936,000	0.54	18,936,000	0.49
Mr. Yao Jianhui (Note 3)	506,088,000	14.35	536,088,000	13.90
Other public shareholders	841,536,000	23.86	1,141,536,000	29.60
	<u>3,526,560,000</u>	<u>100</u>	<u>3,856,560,000</u>	<u>100</u>

### Notes:

- (1) Each of Mr. George Lu and Ms. Shen Wei holds 50% interest in Forever Star Capital Limited respectively. These shares have been pledged to Guotai Junan Finance (Hong Kong) Limited. According to the information available to the Company, Guotai Junan Finance (Hong Kong) Limited is wholly owned by Guotai Junan (Hong Kong) Limited. Guotai Junan (Hong Kong) Limited is wholly owned by Guotai Junan International Holdings Limited. Guotai Junan International Holdings Limited is 65.17% owned by Guotai Junan Holdings Limited. Guotai Junan Holdings Limited is wholly owned by Guotai Junan Financial Holdings Limited. Guotai Junan Financial Holdings Limited is wholly owned by Guotai Junan Securities Co., Ltd. Guotai Junan Securities Co., Ltd. is 36.22% owned by Shanghai International Group Co., Ltd.
- (2) Ms. Lau Wing Sze is deemed to be interested in this shareholding interest through Nice Rate Limited, which is a company wholly owned by Ms. Lau Wing Sze.
- (3) According to the information available to the Company, Mr. Yao Jianhui is deemed to be beneficial interested in a total of 506,088,000 shares immediate before completion of the Placing and become deemed to be beneficial interested in a total of 536,088,000 shares immediate after completion of the Placing. Among those 536,088,000 shares, 180,000,000 shares are held by KB Credit Limited, which is a company wholly owned by Stellar Result Limited. Stellar Result Limited which in turn wholly owned by China Foresea Finance Group Limited. China Foresea Finance Group Limited is a beneficially owned as

to 80% by Great Sphere Developments Limited. 30,000,000 Placing Shares have been placed to Hong Kong Bao Xin Asset Management Limited. Hong Kong Bao Xin Asset Management Limited has beneficial interests in a total of 356,088,000 shares, which is a company wholly owned by Bao Xin International Asset Management Limited. Bao Xin International Asset Management Limited which in turn wholly owned by Great Sphere Developments Limited. Great Sphere Developments Limited which in turn wholly owned by China Goldjoy Group Limited. China Goldjoy Group Limited is a beneficially owned as to 49.99% by Tinmark Development Limited, which is wholly owned by Mr. Yao Jianhui.

According to the information available to the Company, China Yinsheng Securities Limited is a custodian of total 509,088,000 shares, represented approximately 14.44% of the issued share capital immediate before the completion of Placing and approximately 13.20% of the issued share capital immediate after the completion of the Placing.

By order of the Board  
**Goldenmars Technology Holdings Limited**  
**George Lu**  
*Chairman & Chief Executive Officer*

Hong Kong, 24 October 2016

*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, Loo Hong Shing Vincent and Shin Yick Fabian.*