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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)

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

The Board is pleased to announce that the conditions of the Placing have been fulfilled and the Placing was completed on 26 November 2014 in accordance with the terms and conditions of the Placing Agreement. An aggregate of 15,000,000 Placing Shares representing approximately 5.68% of the enlarged total issued share capital of the Company were allotted and issued to not fewer than six Placees at the Placing Price of HK\$0.94 per Placing Share.

Reference is made to the announcement of Goldenmars Technology Holdings Limited (the “**Company**”) dated 17 November 2014 (the “**Announcement**”) in relation to, inter alia, the placing of new shares under the general mandate. Unless otherwise stated, capitalized terms used herein shall have the same meanings as defined in the Announcement.

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that the conditions of the Placing have been fulfilled and the Placing was completed on 26 November 2014 in accordance with the terms and conditions of the Placing Agreement. An aggregate of 15,000,000 Placing Shares were allotted and issued to not fewer than six Placees at the Placing Price of HK\$0.94 per Placing Share. The Placing Shares were allotted and issued pursuant to the General Mandate granted to the Directors at the AGM held on 8 August 2014.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Placees and their respective ultimate beneficial owners are independent of and not connected with any directors, chief executive or substantial shareholders of the Company or its subsidiaries and their respective associates. None of the Placees or their respective ultimate beneficial owner has become a substantial shareholder (as defined in the GEM Listing Rules) of the Company immediately after completion of the Placing. The terms of the Placing Agreement (including the Placing Price and placing commission) are on normal commercial terms and are fair and reasonable and that the Placing is in the interests of the Company and the Shareholders as a whole.

The net proceeds from the Placing, after deducting the placing commission and other related expense payable by the Company, are approximately HK\$13.7 million. The Company intends to use such net proceeds as general working capital.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company has 264,000,000 Shares in issue. The Placing Shares represent (i) approximately 6.02% of the issued share capital of the Company immediately before completion of the Placing and (ii) approximately 5.68% of the issued share capital of the Company as enlarged by the issue of the Placing Shares.

The shareholding structures of the Company (i) immediately before completion of the Placing; and (ii) immediately after completion of the Placing are as follow:–

Name of Shareholder	Immediately before completion of the Placing		Immediately after completion of the Placing	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Forever Star Capital Limited (note 1)	179,640,000	72.14	179,640,000	68.05
Nice Rate Limited (note 2)	360,000	0.14	360,000	0.14
Ms. Lau Wing Sze	1,533,000	0.62	1,533,000	0.58
Placees	–	–	15,000,000	5.68
Public Shareholders	<u>67,467,000</u>	<u>27.10</u>	<u>67,467,000</u>	<u>25.55</u>
	<u>249,000,000</u>	<u>100</u>	<u>264,000,000</u>	<u>100</u>

Notes:

- (1) Mr. George Lu and Ms. Shen Wei are deemed to be interested in this shareholding interest through Forever Star Capital Limited, which is a company owned as to 50% by Mr. George Lu and as to 50% by Mr. Shen Wei.
- (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.

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

Hong Kong, 26 November 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 for a minimum period of 7 days from the date of publication and on the website of the Company at www.goldenmars.com.