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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 all conditions of the Placing have been fulfilled. The Placing was completed on 9 April 2015 in accordance with the terms and conditions of the Placing Agreement. An aggregate of 29,880,000 Placing Shares at the Placing Price of HK\$1.20 per Placing Shares were allotted and issued to not less than six Placees, who and whose ultimate beneficial owners are independent third parties. The 29,880,000 Placing Shares represent approximately 10.17% of the entire issued share capital of the Company (as enlarged by the issue of the Placing Shares) immediately after completion of the Placing.

The net proceeds from the Placing are approximately HK\$34.8 million.

Reference is made to the announcements of Goldenmars Technology Holdings Limited (the “**Company**”) dated 20 March 2015 and 24 March 2015 (the “**Announcements**”) in relation to the Placing of new Shares under the General Mandate. Capitalised terms used herein shall have the same meanings as those defined in the Announcements unless otherwise defined herein.

COMPLETION OF THE PLACING

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To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, (i) the Placees and, where appropriate, 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; and (ii) none of the Placees has become a substantial Shareholder (within the meaning of the GEM Listing Rules) upon completion of the Placing.

The net proceeds from the Placing, after deducting the placing commission and other related expense payable by the Company, are approximately HK\$34.8 million. The Company intends to use such net proceeds as general working capital.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structures of the Company immediately before and after completion of the Placing are as follows:

Name of Shareholder	Immediately before completion of the Placing		Immediately after completion of the Placing	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Forever Star Capital Limited <i>(note 1)</i>	179,640,000	68.05	179,640,000	61.13
Nice Rate Limited <i>(note 2)</i>	360,000	0.14	360,000	0.12
Ms. Lau Wing Sze	1,578,000	0.60	1,578,000	0.54
Placees	–	–	29,880,000	10.17
Public Shareholders	<u>82,422,000</u>	<u>31.21</u>	<u>82,422,000</u>	<u>28.04</u>
	<u>264,000,000</u>	<u>100</u>	<u>293,880,000</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 Ms. 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 Holding Limited
George Lu
Chairman

Hong Kong, 9 April 2015

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.