
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action should be taken, you should consult your stockbroker or other licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Goldenmars Technology Holdings Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other registered dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This circular, for which the directors (the “**Directors**”) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange 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 circular 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 circular misleading.


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)

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**
AND
(2) RE-ELECTION OF RETIRING DIRECTORS
AND
(3) RE-APPOINTMENT OF COMPANY’S AUDITOR
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for a minimum period of seven days from the date of publication and on the website of the Company at www.goldenmars.com.

A notice convening the annual general meeting (the “**AGM**”) of the Company to be held on Monday, 17 August 2015 at Monet Room, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong at 11:00 a.m. is set out on pages 13 to 15 of this circular. Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying proxy form to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22 Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM. The return of the proxy form will not preclude you from attending and voting in person in the AGM if you so wish.

17 July 2015

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
1. Introduction	3
2. Issue and Repurchase Mandates	4
3. Proposed Re-election of the Retiring Directors	4
4. Re-appointment of Company's Auditor	5
5. Annual General Meeting	5
6. Responsibility Statement	5
7. Recommendation	6
8. General Information	6
 Appendix I – Explanatory Statement – Repurchase Mandate	 7
 Appendix II – Biographical details of Directors Proposed to be Re-elected at the AGM	 11
 Notice of Annual General Meeting	 13

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting” or “AGM”	an annual general meeting of the Company to be held at Monet Room, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Monday, 17 August 2015 at 11:00 a.m., or any adjournment thereof, to consider and to approve the resolutions contained in the notice of the meeting which is set out on pages 13 to 15 of this circular
“Articles of Association”	the articles of association of the Company
“Associates”	has the meaning ascribed to such term in the GEM Listing Rules
“Board”	the board of Directors of the Company
“Companies Law”	the Companies Law (Cap. 22 Law 3 of 1961, as consolidated and revised) of the Cayman Islands and any amendments or other statutory modifications thereof
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended from time to time
“Company”	Goldenmars Technology Holdings Limited, a company duly incorporated in the Cayman Islands with limited liability, whose shares are listed and traded on the GEM
“Connected Person(s)”	has the meaning ascribed to such term in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange, as amended from time to time
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	as defined in the section headed “ISSUE AND REPURCHASE MANDATES” of the Letter from the Board

DEFINITIONS

“Latest Practicable Date”	10 July 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Repurchase Mandate”	as defined in the section headed “ISSUE AND REPURCHASE MANDATES” of the Letter from the Board
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company (or such other nominal value as shall result from a subdivision, consolidation, reclassification or restructuring of such shares from time to time)
“Shareholder(s)”	the registered holder(s) of the Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary” or “Subsidiaries”	a company which is for the time being and from time to time a subsidiary within the meaning of section 2 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32 of the laws of Hong Kong) of the Company
“Substantial Shareholder”	has the same meaning ascribed in the GEM Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission in Hong Kong, as amended from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD

GoldenMars^{Technology}
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)

Executive Directors:

Mr. George Lu (*Chairman*)
Ms. Shen Wei
Ms. Lau Wing Sze (*Chief Executive Officer*)

Registered office:

PO Box 309, Ugland House,
Grand Cayman,
KY1-1104,
Cayman Islands

Independent Non-Executive Directors:

Mr. Loo Hong Shing, Vincent
Mr. Pang Chung Fai, Benny
Mr. Wan Tak Shing

*Head office and principal place of
business in Hong Kong:*

29th Floor, Enterprise Square Two,
3 Sheung Yuet Road, Kowloon Bay,
Kowloon, Hong Kong.

17 July 2015

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
(2) RE-ELECTION OF RETIRING DIRECTORS
AND
(3) RE-APPOINTMENT OF COMPANY'S AUDITOR
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting relating to: (i) the grant of the Issue Mandate and the Repurchase Mandate to the Directors; (ii) the re-election of retiring Directors; and (iii) the re-appointment of Company's auditor.

This circular contains the explanatory statement in compliance with the GEM Listing Rules Governing The Listing of Securities on the Growth Enterprise Market ("GEM") of the Stock Exchange and to give all the information reasonably necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolutions.

LETTER FROM THE BOARD

2. ISSUE AND REPURCHASE MANDATES

At the AGM, separate ordinary resolutions will be proposed to the Shareholders that the Directors be given general mandates to authorize the Directors (i) to allot, issue and otherwise deal with shares of HK\$0.01 each in the Company (“**Shares**”) not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the resolution (the “**Issue Mandate**”); (ii) to exercise all powers (the “**Repurchase Mandate**”) of the Company to repurchase issued and fully paid Shares on GEM up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of the resolution; and (iii) to extend the general mandate granted to the Directors to allot, issue and deal with additional Shares as mentioned in paragraph (i) above by the amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the Repurchase Mandate.

As at 10 July 2015 (The “**Latest Practicable Date**”), being the latest practicable date prior to printing of this circular, there were in issue an aggregate of 293,880,000 Shares. Subject to the passing of the proposed resolutions for the grant of the Issue Mandate and the Repurchase Mandate, and on the basis that no further Shares will be issued or repurchased prior to the date of the AGM, exercise in full of the Repurchase Mandate will result in up to 29,388,000 Shares being repurchased by the Company, and the Directors will be authorized to allot and issue under the Issue Mandate up to 58,776,000 Shares, and to the extent the Repurchase Mandate is exercised, plus the amount of Shares representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the Repurchase Mandate.

In accordance with the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate. An explanatory statement as required by the GEM Listing Rules in connection with the Repurchase Mandate is set out in Appendix I of this circular.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of six Directors namely Mr. George Lu, Ms. Shen Wei and Ms. Lau Wing Sze as executive Directors; and Mr. Loo Hong Shing, Vincent, Mr. Pang Chung Fai, Benny and Mr. Wan Tak Shing as independent non-executive Directors.

In accordance with Article 16.18 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years at the annual general meeting. Ms. Shen Wei and Mr. Pang Chung Fai, Benny shall retire from office by rotation and be eligible to offer themselves for re-election at the Annual General Meeting.

In this respect, ordinary resolutions will be proposed to re-elect Ms. Shen Wei and Mr. Pang Chung Fai, Benny as the Directors of the Company at the Annual General Meeting.

LETTER FROM THE BOARD

Biographical details of the above named Directors who are proposed for re-election at the Annual General Meeting are set out in Appendix II to this circular in accordance with the relevant requirements of the GEM Listing Rules.

4. RE-APPOINTMENT OF COMPANY'S AUDITOR

Messrs. PricewaterhouseCoopers will retire as auditor of the Company and its subsidiaries (collectively, the "Group") upon expiration of its current term of office at the close of the forthcoming AGM of the Company to be held on 17 August 2015.

On 17 August 2015, the Board resolved to propose the re-appointment of Messrs. PricewaterhouseCoopers as the auditor of the Group to fill the vacancy following the retirement of Messrs. PricewaterhouseCoopers and to hold office until the next annual general meeting of the Company, subject to the approval of the Shareholders of the Company at the AGM.

5. ANNUAL GENERAL MEETING

The notice of the Annual General Meeting, which contains, inter alia, ordinary resolutions to approve, the re-election of retiring Directors, the re-appointment of the Company's auditor and the grant of the Issue Mandate and the Repurchase Mandate and is set out on pages 13 to 15 of this circular.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. If you intend to appoint a proxy to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not prevent you from attending and voting at the Annual General Meeting or any adjourned meeting if you so wish.

6. RESPONSIBILITY STATEMENT

This circular, 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 circular is accurate and complete in all material aspects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approval of the re-election of retiring Directors, the re-appointment of the Company's auditor and the grant of the Issue Mandate and the Repurchase Mandate are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

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

APPENDIX I EXPLANATORY STATEMENT – REPURCHASE MANDATE

The following is the explanatory statement required to be sent to the Shareholders of the Company, as required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide requisition information of the Repurchase Mandate and to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the granting of the Repurchase Mandate to be proposed at the Annual General Meeting.

The GEM Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their fully-paid up shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:–

1. REASONS FOR SHARE REPURCHASE

The Directors believe that it is in the best interest of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset per Share and/or earnings per Share and will only be made if the Directors believe such repurchase will benefit the Company and the Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued and fully paid up share capital of the Company is comprised of 293,880,000 Shares of HK\$0.01 each.

Subject to the passing of the ordinary resolution to approve the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 29,388,000 Shares.

3. FUNDING OF REPURCHASES

Repurchases to be made pursuant to the proposed Repurchase Mandate would be financed out of funds legally available for the purpose in accordance with the Articles of Association, the GEM Listing Rules and the Companies Law. The Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are repurchased in the manner provided for in the Companies Law.

There might be material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective associates (as defined in the GEM Listing Rules), have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

At the Latest Practicable Date, no connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorized to make repurchases of Shares.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the proposed resolution for the Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum and articles of association of the Company and any applicable laws of the Cayman Islands.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date were as follows:-

Month	Price per Share	
	Highest (HK\$)	Lowest (HK\$)
2014		
July	0.95	0.84
August	1.00	0.88
September	0.93	0.83
October	0.89	0.82
November	2.72	0.83
December	2.42	1.00
2015		
January	1.13	0.98
February	1.49	0.92
March	1.98	1.20
April	1.78	1.35
May	2.15	1.47
June	3.63	1.96
July (up to the Latest Practicable Date)	2.41	1.20

6. DISCLOSURE OF INTEREST

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

7. EFFECT OF THE TAKEOVERS CODE

If as a result of a share repurchase by the Company, a Shareholder’s proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of interests required to be kept by the Company under section 336 of the SFO, and to the best of the knowledge and belief of the Directors, the shareholding interests of the Substantial Shareholder were as follows:

Name of Substantial Shareholder	Number of Shares held	Approximate percentage of the issued share capital of the Company
Forever Star Capital Limited	179,640,000	61.13%

Note: Pursuant to the SFO, 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.

Assuming that there would not be any change in the issued share capital of the Company prior to the repurchase of Shares and that the above Substantial Shareholder would not dispose of its Shares nor acquire additional Shares prior to any repurchase of Shares, if the Repurchase Mandate were exercised in full, the percentage of shareholding of the above Substantial Shareholder would be increased as follows:

Name of Substantial Shareholder	Approximate percentage of shareholding immediately prior to the exercise of the Repurchase Mandate in full	Approximate percentage of shareholding immediately after the exercise of the Repurchase Mandate in full
Forever Star Capital Limited	61.13%	67.92%

The Directors consider that such an increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code, as such an increase would not reduce the amount of Shares held by the public to less than 25%.

8. SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company or any of its Subsidiaries (whether on the Stock Exchange or otherwise) during the last six months immediately preceding the Latest Practicable Date.

Stated below are the biographical details of the following Directors who will retire and be eligible for re-election at the Annual General Meeting according to the Articles of Association of the Company:

(A) MS. SHEN WEI

Ms. Shen Wei, aged 51, is a founder of Group, and is responsible for the financial and administrative management of the Group. Ms. Shen Wei has acquired over twelve years of experience in general administration management of DRAM module business. Ms. Shen Wei studied Pharmacology at the China Pharmaceutical University and graduated with a Bachelor of Science degree in 1987. Ms. Shen Wei also obtained a Master of Science degree in Toxicology from the University of New Mexico in 1991 and worked as a postgraduate researcher in the School of Pharmacy, Department of Pharmacy of the University of California, San Francisco from 1991 to 1994.

Ms. Shen Wei entered into a three year service contract with the Company and is subject to retirement by rotation and is eligible for re-election at the Annual General Meeting in accordance with the Articles of Association. Ms. Shen Wei is entitled to bonus payable at the discretion of the Board at a fixed remuneration of HK\$540,000 per annum which was determined with reference to the prevailing market conditions. Ms. Shen Wei's effort and expertise are subject to review by the Board from time to time. Ms. Shen Wei is deemed to be interested in the shareholding interest through Forever Star Capital Limited, a substantial shareholder and is owned as to 50% by Ms. Shen Wei. Mr. George Lu and Ms. Shen Wei are husband and wife, and Ms. Lu Qin Zhen, a Senior Management at the Company is a sister-in-law of Ms. Shen Wei. As at the Latest Practicable Date, no options have been granted to Ms. Shen Wei to subscribe shares of the Company.

Save as disclosed above, Ms. Shen Wei does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Save as disclosed above, there is no information in relation to the re-election of Ms. Shen Wei that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the holders of securities of the Company.

(B) MR. PANG CHUNG FAI, BENNY

Mr. Pang Chung Fai, Benny, aged 42, has been our independent non-executive Director since 26 June 2012. Mr. Pang Chung Fai, Benny has been the member of each of the audit committee and remuneration committee of the Company and the chairman of the nomination committee of the Company. Mr. Pang Chung Fai, Benny is the managing partner of Messrs. Pang & Co., in association with Loeb & Loeb LLP. Between 1997 and 2009, Mr. Pang Chung Fai, Benny practiced as a lawyer with several international law firms in Hong Kong and Sydney. Mr. Pang Chung Fai, Benny received his bachelor's degree in laws (honors) from Bond University, Australia, in 1996. In 1997, Mr. Pang Chung Fai, Benny obtained his Graduate Diploma in Legal Practice and master's degree in laws from The College of Law, Sydney and the University of New South Wales, Australia, respectively. He has been admitted as a legal practitioner of the Supreme Court of New South Wales, Australia since 1997 and as a solicitor of the High Court of Hong Kong since 2009. He is a member of both the Law Society of New South Wales, Australia and the Law Society of Hong Kong.

Mr. Pang Chung Fai, Benny entered into a three year service contract with the Company and is subject to retirement by rotation and is eligible for re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. Pang Chung Fai, Benny is entitled to bonus payable at the discretion of the Board at a fixed remuneration of HK\$120,000 per annum which was determined with reference to the prevailing market conditions. Mr. Pang Chung Fai, Benny's effort and expertise are subject to review by the Board from time to time.

Mr. Pang Chung Fai, Benny has been appointed as an independent non-executive director of Yuanda China Holdings Limited (Stock Code: 2789), a company listed on the Main Board of the Stock Exchange, since 2011. Mr. Pang Chung Fai, Benny has also been appointed as an independent non-executive director of China Regenerative Medicine International Limited (GEM Stock Code: 8158), a company listed on GEM, since 2012. As at the Latest Practicable Date, no options have been granted to Mr. Pang Chung Fai, Benny to subscribe shares of the Company.

Save as disclosed above, Mr. Pang Chung Fai, Benny (i) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) does not own any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) does not hold other position with other members of the Group. Save as disclosed above, there is no information in relation to the re-election of Mr. Pang Chung Fai, Benny that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of holders of securities of the Company.

NOTICE OF ANNUAL GENERAL MEETING

GoldenMars^{Technology}
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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of GOLDENMARS TECHNOLOGY HOLDINGS LIMITED (the “**Company**”) will be held at Monet Room, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Monday, 17 August 2015 at 11:00 a.m. for the following purposes:-

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor of the Company for the year ended 31 March 2015.
2.
 - A. To re-elect Ms. Shen Wei as director of the Company.
 - B. To re-elect Mr. Pang Chung Fai, Benny as director of the Company.
3. To re-appoint auditor and to authorize the board (the “**Board**”) of directors (the “**Directors**”) of the Company to fix their remuneration.
4. As special business, to consider and if thought fit, pass the following resolutions with or without amendments as ordinary resolutions:
 - (A) “**THAT:**
 - (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) to allot, issue and deal with the new shares in the capital of the Company, and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
 - (c) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) the exercise of any option scheme or similar

NOTICE OF ANNUAL GENERAL MEETING

arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and its subsidiaries and/or other eligible persons of shares or rights to acquire shares of the Company or (ii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution and the said approval shall be limited accordingly;

- (d) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
- (i) the conclusion of the next Annual General Meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(B) **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its own shares on The Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange or of any other stock exchange, be and is hereby generally and unconditionally approved and authorized;
- (b) the aggregate nominal amount of the shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next Annual General Meeting of the Company;
 - (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders of the Company in general meeting.”

(C) “**THAT:**

conditional upon Resolutions 4A and 4B being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution 4B shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution 4A above.”

On behalf of the Board
Goldenmars Technology Holdings Limited
George Lu
Chairman

Hong Kong, 17 July 2015

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

Notes:

- (1) A member of the Company entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint another person as his proxy to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Company but must attend the Annual General Meeting to represent the member.
- (2) In order to be valid, the form of proxy must be deposited with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with any power of attorney or other authority, under which it is signed, or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting.
- (3) In the case of joint holders of any shares in the Company, any one of such joint holders may vote at the Annual General Meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holders.
- (4) The register of members of the Company will be closed from 12 August 2015 to 17 August 2015 both days inclusive, for the purpose of determining entitlement of the Company’s shareholders to vote at the Annual General Meeting. During this period, no share transfer will be registered. In order to qualify for attending and voting at the Annual General Meeting, all completed share transfer forms, accompanied by the relevant certificates, must be lodged with the Company’s Hong Kong branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 11 August 2015.