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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 on GEM Board: 8036)

**PROPOSED TRANSFER OF LISTING FROM
THE GROWTH ENTERPRISE MARKET TO THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED**

Financial adviser to the Company



Guotai Junan Capital Limited

This announcement is made pursuant to Rules 9.26 and 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions. Reference is also made to the announcement of the Company dated 15 July 2015 regarding the possible application for the transfer of listing of Shares from GEM to the Main Board.

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 31 July 2015 for the transfer of listing of Shares from GEM to the Main Board pursuant to Chapter 9A of the Main Board Listing Rules.

The Board believes that the Proposed Transfer of Listing will enhance the profile of the Group and increase the trading liquidity of the Shares. The Board also considers that the listing of the Shares on the Main Board will be beneficial to the future growth, financing flexibility and business development of the Group.

Shareholders and potential investors should be aware that the implementation of the Proposed Transfer of Listing is subject to, among others, the granting of relevant approval by the Stock Exchange. There is no assurance that approval and permission will be obtained from the Stock Exchange for the Proposed Transfer of Listing. Accordingly, the Proposed Transfer of Listing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

PROPOSED TRANSFER OF LISTING

This announcement is made pursuant to Rules 9.26 and 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions.

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 31 July 2015 for the transfer of listing of Shares from GEM to the Main Board pursuant to Chapter 9A of the Main Board Listing Rules.

The Company has applied for the listing of and permission to deal in (i) the existing Shares in issue, and (ii) the new Shares which may fall to be issued upon the exercise of all options which may be granted under the Share Option Scheme, on the Main Board by way of transfer of the listing from GEM to the Main Board. Save as aforesaid, the Proposed Transfer of Listing will not involve the issue of any new Shares by the Company.

The Board would like to emphasise that the definitive timetable for the Proposed Transfer of Listing has not yet been finalised. There is no assurance that the Company will proceed with the Proposed Transfer of Listing.

The Company has appointed Guotai Junan Capital Limited as the financial adviser to the Company in relation to the Proposed Transfer of Listing.

REASONS FOR THE PROPOSED TRANSFER OF LISTING

The Company has been listed on GEM since 9 September 2013. The Group is principally engaged in manufacturing and sales of DRAM modules, USB flash drives and other data memory products, as well as trading of data memory related components including DRAM chips, NAND flash chips and CPU chips and other computer peripheral products.

The Board believes that the Proposed Transfer of Listing will enhance the profile of the Group and increase the trading liquidity of the Shares. The Board also considers that the listing of the Shares on the Main Board will be beneficial to the future growth, financing flexibility and business development of the Group.

As at the date of this announcement, the Board had no intention to change the nature of business of the Group.

CONDITIONS OF THE PROPOSED TRANSFER OF LISTING

Shareholders and potential investors should be aware that the implementation of the Proposed Transfer of Listing is subject to, among others, the granting of relevant approval by the Stock Exchange. There is no assurance that approval and permission will be obtained from the Stock Exchange for the Proposed Transfer of Listing. Accordingly, the Proposed Transfer of Listing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

Further announcement(s) will be made by the Company to keep the Shareholders and potential investors informed of the progress of the Proposed Transfer of Listing as and when appropriate.

DEFINITIONS

In this announcement, the following definitions shall have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“CPU”	acronym for central processing unit, the portion of a computer system that carries out the instructions of a computer program, and is the primary element carrying out the computer’s functions
“Company”	Goldenmars Technology Holdings Limited, a company duly incorporated in the Cayman Islands with limited liability, whose shares are listed and traded on the Stock Exchange
“Director(s)”	the director(s) of the Company
“DRAM” or “DRAM chips”	acronym for dual in line memory module, a series of dynamic random access memory integrated circuits. These modules are mounted on a printed circuit board and designed for use in personal computers, workstations and servers
“DRAM modules”	a series of DRAM chips mounted on a printed circuit board and designed for use in personal computers, workstations and servers
“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
“Group”	the Company and its subsidiaries
“HK\$” or “Hong Kong Dollar”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Inside Information Provisions”	the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the SFO
“Main Board”	the securities market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which continues to be operated by the Stock Exchange parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“NAND flash”	a type of flash memory, where NAND stands for “not and,” which describes the logic gate circuit the memory uses
“Proposed Transfer of Listing”	the proposed transfer of the listing of the Shares from GEM to Main Board pursuant to Chapter 9A of the Main Board Listing Rules
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 21 August 2013
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 31 July 2015

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

This announcement, for which the directors of the Company 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 of the Company, 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 seven days from the date of publication and on the website of the Company at www.goldenmars.com.