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## **GOLD-FINANCE HOLDINGS LIMITED**

### **金誠控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1462)**

### **CONVERSION OF CONVERTIBLE BONDS**

Reference is made to the announcements of Gold-Finance Holdings Limited (the “**Company**”) dated 1 June 2017 and 12 June 2017 in relation to the issue of the Convertible Bonds (the “**Announcements**”). Unless the context otherwise requires, capitalised words and expressions used herein shall have the same meanings as defined in the Announcements.

On 12 June 2018, the Company received a conversion notice from the Subscriber of the Convertible Bonds in relation to the exercise in full of the conversion rights attached to the Convertible Bonds, to convert the Convertible Bonds in the principal amount of US\$7.33 million (equivalent to HK\$56,807,500) at the conversion price of HK\$1.50 per Conversion Share (the “**Conversion**”). Accordingly, 37,871,666 Conversion Shares, representing approximately 0.95% of the total issued Shares of the Company immediately before the Conversion and approximately 0.94% of the total issued Shares of the Company immediately after the Conversion, were allotted and issued to the Subscriber on 12 June 2018 pursuant to the terms and conditions of the Convertible Bonds. The Conversion Shares rank *pari passu* in all respects among themselves and with all other existing Shares in issue.

After the Conversion, the Convertible Bonds of the Company owned by the Subscriber have been fully converted into Conversion Shares. The issued share capital of the Company has been increased to 4,037,871,666 Shares upon the allotment and issue of the Conversion Shares. The Conversion Shares were issued by the Company under the general mandate granted to the Directors by a resolution of the Shareholders passed at the annual general meeting of the Company held on 22 September 2017. The shareholding structure of the Company immediately before and after the Conversion and the issue of the Conversion Shares is set out below:

	Immediately before the Conversion and issue of the Conversion Shares		Immediately after the Conversion and issue of the Conversion Shares	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Subscriber	—	—	37,871,666	0.94
Gold-Finance (Hong Kong) Asset Management Limited ( <i>Note</i> )	2,200,000,000	55.00	2,200,000,000	54.48
Gold-Finance (Holdings) Group Co. Limited ( <i>Note</i> )	800,000,000	20.00	800,000,000	19.81
Other public Shareholders	<u>1,000,000,000</u>	<u>25.00</u>	<u>1,000,000,000</u>	<u>24.77</u>
Total	<u>4,000,000,000</u>	<u>100.00</u>	<u>4,037,871,666</u>	<u>100.00</u>

*Note:*

Mr. Wei Jie, the chairman and executive Director of the Company, holds 3,000,000,000 Shares through Gold-Finance (Hong Kong) Asset Management Limited (“**Gold-Finance HK**”) and Gold-Finance (Holdings) Group Co. Limited (“**Gold-Finance Holdings**”). Gold-Finance HK, a wholly-owned subsidiary of Gold-Finance Industrial Group Co., Limited, is wholly-owned by 浙江金誠資產管理有限公司 (Zhejiang Jin Cheng Asset Management Company Limited\*) (“**Zhejiang Jin Cheng**”). Zhejiang Jin Cheng is wholly-owned by 新余金誠實業集團有限公司 (Xinyu Jin Cheng Industrial Group Company Limited\*) (“**Xinyu Jin Cheng**”) (formerly known as 寧波和澤潤實業投資有限公司 (Ningbo He Ze Run Industrial Investment Limited\*)), Xinyu Jin Cheng is owned as to 95.78% directly by Mr. Wei Jie. Gold-Finance Holdings is 45.51% owned by Hengyuan Holdings Group Co. Ltd, which in turn is wholly-owned by Mr. Wei Jie.

By Order of the Board  
**Gold-Finance Holdings Limited**  
**WEI Jie**  
*Chairman and Chief Executive Officer*

Hong Kong, 12 June 2018

*At the date of this announcement, the Board comprises Mr. Wei Jie, Ms. Xu Li Yun and Mr. Wong Kam Ting as executive Directors; and Mr. Niu Zhongjie, Mr. Cheung Ying Kwan and Mr. Chen Zhao as independent non-executive Directors.*

*In this announcement, amounts denominated in US dollars have been translated into Hong Kong dollars at the pre-determined and fixed rate of US\$1 into HK\$7.75.*

\* For identification purposes only