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GOLD-FINANCE HOLDINGS LIMITED

金誠控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 1462)

MEMORANDUM OF UNDERSTANDING IN RESPECT OF POSSIBLE ACQUISITIONS

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Board is pleased to announce that on 24 July 2018, (i) the Company entered into a non-legally binding memorandum of understanding with Vendor A and Vendor B, pursuant to which the Company proposed to acquire, whether directly or through its subsidiaries, and Vendor A and Vendor B proposed to sell majority interest (the “**First MOU**”) of Target Company A, which is incorporated in the British Virgin Islands with limited liability; and (ii) the Company entered into a non-legally binding memorandum of understanding with Vendor B, pursuant to which the Company proposed to acquire, whether directly or through its subsidiaries, and Vendor B proposed to sell majority interest (the “**Second MOU**”) of Target Company B, which is incorporated in the British Virgin Islands with limited liability. GADC and AWAD each is entitled to an economic land concession granted by MAFF.

The Proposed Acquisitions may or may not proceed. If the Proposed Acquisitions materialise, each transaction may constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company. The Company will make further announcement in respect of the Proposed Acquisitions as and when appropriate in accordance with the Listing Rules.

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The Board is pleased to announce that on 24 July 2018, (i) the Company entered into a non-legally binding memorandum of understanding with Vendor A and Vendor B, pursuant to which the Company proposed to acquire, whether directly or through its subsidiaries, and Vendor A and Vendor B proposed to sell, majority interest (the “**First MOU**”) of Target Company A, which is incorporated in the British Virgin Islands with limited liability; and (ii) the Company entered into a non-legally binding memorandum of understanding with Vendor B, pursuant to which the Company proposed to acquire, whether directly or through its subsidiaries, and Vendor B proposed to sell majority interest (the “**Second MOU**”) of Target Company B, which is incorporated in the British Virgin Islands with limited liability. GADC and AWAD each is entitled to an economic land concession granted by MAFF.

FIRST MOU

On 24 July 2018, the Company entered into the First MOU with Vendor A and Vendor B in relation to the proposed acquisition of the majority interest of Target Company A. The amount of the consideration for the aforesaid proposed acquisition will be determined after arm’s length negotiation among the parties of the First MOU. Under the First MOU, the Company is not required to pay any amount to Vendor A and Vendor B. Except for the clauses on exclusivity, confidentiality, validity, dispute resolution and governing law, other clauses set out in the First MOU are subject to the negotiation and execution of the formal agreement in relation to the aforesaid proposed acquisition and shall not be binding upon the Company, Vendor A and Vendor B. During the period of six (6) months (the “**First Exclusivity Period**”) from the date of the First MOU (or such later date as the parties may agree in writing), Vendor A and Vendor B shall not dispose any of his/its shares of Target Company A to any other third party, and shall not solicit any third party to deal in any of the shares of Target Company A. The First MOU shall be valid until the earlier of: (i) the date of execution of the formal agreement in relation to the aforesaid proposed acquisition; and (ii) the expiry of the First Exclusivity Period.

THE SECOND MOU

On 24 July 2018, the Company entered into the Second MOU with Vendor B in relation to the proposed acquisition of the majority interest of Target Company B. The amount of the consideration for the aforesaid proposed acquisition will be determined after arm’s length negotiation among the parties of Second MOU. Under the Second MOU, the Company is not required to pay any amount to Vendor B. Except for the clauses on exclusivity, confidentiality, validity, dispute resolution and governing law, other clauses set out in the Second MOU are subject to the negotiation and execution of the formal agreement in relation to the aforesaid proposed acquisition and shall not be binding upon the Company and Vendor B. During the period of six (6) months (the “**Second Exclusivity Period**”) from the date of the Second MOU (or such later date as the parties may agree in

writing), Vendor B shall not dispose any of his shares of Target Company B to any other third party, and shall not solicit any third party to deal in any of the shares of Target Company B. The Second MOU shall be valid until the earlier of: (i) the date of execution of the formal agreement in relation to the aforesaid proposed acquisition; and (ii) the expiry of the Second Exclusivity Period.

INFORMATION OF TARGET COMPANY A AND TARGET COMPANY B

Target Company A and Target Company B each is an investment holding company incorporated in the British Virgin Islands with limited liability.

A wholly-owned subsidiary of Target Company A, GADC, is entitled to an economic land concession (the “**First Land Concession**”) granted by MAFF. In accordance with the First Land Concession, MAFF agreed to provide with GADC a land concession covering a total area of nine thousand eight hundred hectares located in the district of Sambour, Kratie province of Cambodia.

A wholly-owned subsidiary of Target Company B, AWAD, is entitled to an economic land concession (the “**Second Land Concession**”) granted by MAFF. In accordance with the Second Land Concession, MAFF agreed to provide with AWAD a land concession covering a total area of ten thousand hectares located in the district of Sambour, Kratie province of Cambodia.

REASONS FOR AND BENEFITS OF THE PROPOSED ACQUISITIONS

The Group is principally engaged in the provision of building services, investment and asset management services and property investment and development, with focus primarily in the development of unique towns in the PRC. If the Proposed Acquisitions materialise, the Group may apply for a change of the permitted use of the two parcels of land as they are currently permitted for agricultural use. Subject to the approval of the relevant authorities, it is anticipated that the two parcels of land will be developed as a unique town for ecotourism comprising commercial buildings, residential properties, hotels and casinos, with the purpose of balancing the ecological conservation and the improvement of well-being of the local people. It is expected that the aforesaid unique town will be the first and only one in Cambodia with the combination of ecotourism and casino business.

Cambodia is a member of the Association of Southeast Asian Nations (“**ASEAN**”) and is one of the most promising developing countries in the region. The country continuously recorded over 7% growth in its gross domestic product since 2011 and is ranked at the top places among the ASEAN countries in terms of economic growth. Cambodia has long friendly relationship with the PRC and has given the strongest support to the PRC in the ASEAN.

Launched by President Xi Jinping and emphasized at the 19th National Congress of the Communist Party of China, the “Belt and Road Initiative” highly fostered the policy coordination, connectivity, trade, financial integration and people-to-people bonds between the PRC and the rest of the world. The Company is mindful that the “One Belt One Road” development strategy of the PRC government has been attracting significant investment from the PRC enterprises to and creating great potential for business development in Cambodia.

According to the tourism statistic report published by the ministry of tourism of Cambodia, the international tourist arrivals exceeded 5.6 million in 2017. Recently, the government of Cambodia is pushing ahead with reformation of legislation and tax rate and has announced a 10-year industrial development plan, which to a large extent aligns with the “Belt and Road Initiative” of the PRC Government, making Cambodia a favourite investment destination for investors from the PRC.

Considering the above, the Company is optimistic that the Group’s proposed business development in Cambodia will benefit from the combined effects of the “One Belt One Road” development strategy of the PRC government and the positive legislation and industrial development plan in Cambodia. Accordingly, the Company is the view that the Proposed Acquisitions, if materialise, will be a stepping stone for the Group to expand its footprint in the other countries within One Belt One Road region, which can diversify the business of the Company, enhance the Company’s profitability and achieve a better return for the Shareholders.

GENERAL

The Board wishes to emphasise that the Proposed Acquisitions may or may not proceed and that the Company and the relevant vendors have not entered into any legally binding agreement in relation to the Proposed Acquisitions as at the date of this announcement. If the Proposed Acquisitions materialise, each transaction may constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company. The Company will make further announcement in respect of the Proposed Acquisitions as and when appropriate in accordance with the Listing Rules.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms shall have the following meanings:

“AWAD”	Asia World Agricultural Development (Cambodia) Co., Ltd, a company incorporated in Cambodia
“Board”	the board of directors of the Company
“Company”	Gold-Finance Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1462)
“Director(s)”	the director(s) of the Company
“GADC”	Global Agricultural Development (Cambodia) Co., Ltd, a company incorporated in Cambodia
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MAFF”	the Ministry of Agriculture, Forestry and Fisheries of Cambodia
“PRC”	the People’s Republic of China
“Proposed Acquisitions”	the proposed acquisitions of majority interest of Target Company A from Vendor A and Vendor B and majority interest of Target Company B from Vendor B, by the Company or its subsidiaries
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company A”	Global Agricultural Development Limited, an investment holding company incorporated in the British Virgin Islands with limited liability, and is wholly owned by Vendor A and Vendor B
“Target Company B”	Asia World Agricultural Development Limited, an investment holding company incorporated in the British Virgin Islands with limited liability, and is owned and controlled by Vendor B

“Vendor A” a company incorporated in the British Virgin Islands with limited liability, and is wholly-owned by Vendor B

“Vendor B” Chan Chi Kwong

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

Hong Kong, 24 July 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.