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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)**

### **VOLUNTARY ANNOUNCEMENT STRATEGIC COOPERATION AGREEMENT**

This announcement is made by Gold-Finance Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board of directors (the “**Board**”) of the Company is pleased to announce that on 14 November 2018, the Company entered into a strategic cooperation agreement (the “**Agreement**”) with 中國二冶集團有限公司 (China Second Metallurgical Group Corporation Limited\*) (the “**CSMGC**”) in relation to the formation of a strategic cooperation partnership with CSMGC for development of the current and potential public-private-partnership (the “**PPP**”) projects, unique town projects and infrastructural projects (collectively, the “**Projects**”) To the best of knowledge, information and belief of the directors of the Company, CSMGC and its ultimate beneficial owners are third parties independent of the Company and any connected person (as defined in the Listing Rules) of the Company and are not connected persons of the Company.

#### **SCOPE OF STRATEGIC COOPERATION**

Pursuant to the Agreement, to establish a long term, stable and mutually beneficial strategic cooperation relationship, the Company and CSMGC have agreed, among other things, (i) CSMGC intended to be involved in development of the Projects; (ii) by leveraging on its advantages in brand, technology, licenses and qualifications in the construction industry, CSMGC will provide construction engineering services (including, but not limited to exploration, foundation construction and buildings construction) to the Projects; and (iii) with its extensive experience relating to the PPP projects, CSMGC will assist or conduct jointly with the Group to invest, construct and develop the Projects.

## INFORMATION ON CSMGC

To the best of knowledge, information and belief of the directors of the Company, CSMGC is a company incorporated in the People's Republic of China (the "PRC") with limited liability and is a direct wholly-owned subsidiary of 中國冶金科工股份有限公司 (Metallurgical Corporation of China Ltd.\*) (the "MCC"). MCC and its subsidiaries are principally engaged in the business of engineering and construction, resources development, equipment manufacturing and property development with registered capital of approximately Renminbi 20 billion. MCC was incorporated as a joint stock limited company in 2008 under the approval of the State-owned Assets Supervision and Administration Commission of the State Council of the PRC. MCC is one of the largest conglomerate of engineering and construction in the PRC and the world. In 2009, MCC was listed on the Shanghai Stock Exchange and the main board of Stock Exchange.

## REASONS FOR AND BENEFITS OF ENTERING INTO THE AGREEMENT

The Company is of the view that, through the Agreement, a mutually beneficial and sustainable strategic relationship is established where both parties may combine their strengths and resources to implement various proposals that create greater business value, which is in line with the national strategy of the PRC in promotion of cooperation between the state-owned enterprises and private corporations. The Agreement enables both parties to jointly invest and develop projects where their relative strengths and advantages could come into use and complement each other. The Board believes that the Group is able to enrich and strengthen the operation and development of the Projects by entering into the Agreement with CSMGC and leveraging on the advantages, resources and industry experience of each party. The Company is also of the view that the entering into of the Agreement signifies the confidence of the CSMGC in the future growth, development and prospects of the Group and its Projects.

## GENERAL

Any specific cooperation or any proposed project as contemplated under the Agreement is subject to the further negotiation and execution of a separate formal agreement. Further announcement will be made in compliance with the Listing Rules on the Stock Exchange as and when appropriate.

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

Hong Kong, 14 November 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.*

\* For identification purpose only