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GOLD-FINANCE HOLDINGS LIMITED

金誠控股有限公司

(Provisional Liquidators Appointed)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1462)

**PETITION FOR WINDING-UP AND APPOINTMENT OF
PROVISIONAL LIQUIDATORS OF
THE CONTROLLING SHAREHOLDER
PETITION FOR WINDING-UP AND APPOINTMENT OF
PROVISIONAL LIQUIDATORS
OF THE COMPANY IN HONG KONG
WRIT OF SUMMONS ISSUED AGAINST THE COMPANY**

This announcement is made by Gold-Finance Holdings Limited (Provisional Liquidators Appointed) (the “**Company**”) pursuant to Rule 13.09 (1) of Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Petition for Winding-Up and Appointment of Provisional Liquidators of the Controlling Shareholder

Reference is made to the Company’s announcement dated 30 April 2019 (the “**Announcement**”) in relation to the information that Gold-Finance (Hong Kong) Asset Management Limited (Provisional Liquidators Appointed) (“**GFHK**”), a controlling shareholder and creditor of the Company, had received a notice on 30 April 2019 from a lender of a facility agreement dated 21 November 2016 (“**Facility Agreement**”). Pursuant to the said notice, GFHK is in default of the Facility Agreement.

The lender referred to in the Announcement was China Minsheng Financial Holding Corporation Limited.

The Company was informed that, on 20 May 2019, China Minsheng Financial Holding Corporation Limited presented a petition to the High Court of the Hong Kong Special Administrative Region (the “**Hong Kong High Court**”) for an order that GFHK be wound up (“**Winding-up Petition against the Controlling Shareholder**”), and applied to appoint Mr Lai Kar Yan (Derek) and Mr Ho Kwok Leung Glen both of Deloitte Touche Tohmatsu and Mr Yip Wa Ming (Ben) of Deloitte & Touche Financial Advisory Services Limited as joint and several provisional liquidators of GFHK (“**Application for Appointment of Provisional Liquidators of the Controlling Shareholder**”).

On 21 May 2019, the Hong Kong High Court heard the Application for Appointment of Provisional Liquidators of the Controlling Shareholder and granted an order on the same day that the above persons be appointed as joint and several provisional liquidators of GFHK. At the inter partes hearing held on 30 May 2019, the Hong Kong High Court ordered the continuation of its order of the appointment of provisional liquidators of the controlling shareholder dated 21 May 2019.

The Company was informed that a hearing for the Winding-up Petition against the Controlling Shareholder has been fixed for 17 July 2019 at 9:30 am.

The Company will keep the public informed of the progress of the matter by making further announcements as appropriate.

Petition for Winding-Up and Appointment of Provisional Liquidators of the Company in Hong Kong

On 3 June 2019, GFHK, through the provisional liquidators appointed presented a petition to the Hong Kong High Court for an order that the Company be wound up (“**Winding-up Petition against the Company**”), and applied to appoint Mr Lai Kar Yan (Derek) and Mr Ho Kwok Leung Glen both of Deloitte Touche Tohmatsu and Mr Yip Wa Ming (Ben) of Deloitte & Touche Financial Advisory Services Limited as joint and several provisional liquidators of the Company (“**Application for Appointment of Provisional Liquidators of the Company**”). Retrospective sanction for GFHK to present the Winding-up Petition against the Company and to take out the Application for Appointment of Provisional Liquidators of the Company was granted on 13 June 2019.

On 5 June 2019, the Hong Kong High Court heard the Application for Appointment of Provisional Liquidators of the Company and granted an order on the same day that the above persons be appointed as joint and several provisional liquidators of the Company. An inter partes hearing for the continuation of the order of the appointment of provisional liquidators of the Company dated 5 June 2019 by the Hong Kong High Court will be held on 5 August 2019.

The Company was informed that a hearing for the Winding-up Petition against the Company has been fixed for 31 July 2019 at 9:30 am.

The Company will keep the public informed of the progress of the matter by making further announcements as appropriate.

Writ of Summons Issued Against the Company

Reference is made to the Company’s announcement dated 8 May 2019 in relation to the receipt of a notice by the Company on 3 May 2019 from the solicitors of Lender A, demanding the Company for immediate repayment of a loan of HK\$120,000,000 plus interests. Unless stated otherwise, terms used herein shall have the same meanings as ascribed thereto in the aforementioned announcement.

Lender A issued a writ of summons (“**Writ**”) on 24 May 2019. Pursuant to the Writ, the Lender A claimed, among other things, a loan of HK\$120,000,000 plus interests against the Company pursuant to a purported loan agreement dated 16 April 2019 entered into between the Company as the borrower and the Lender A as the lender. The Writ was served on the Company on 27 May 2019 by the Lender A’s solicitors.

Pursuant to section 186 of the Companies (Winding Up And Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong), no action or proceeding shall be proceeded with once provisional liquidators have been appointed against the Company except by leave of the Court.

The Company is seeking legal advice on the issues and rights affected by the Writ.

Continued Suspension of Trading of the Shares

Trading in the shares of the Company has been suspended with effect from 9:00 am on 6 May 2019. Trading in the Shares will remain suspended pending fulfilment of the resumption guidance as disclosed in the announcement of the Company dated 8 May 2019 and any supplement or modification thereto.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

For and on behalf of
Gold-Finance Holdings Limited
(Provisional Liquidators Appointed)
Lai Kar Yan (Derek)
Ho Kwok Leung Glen
Yip Wa Ming (Ben)
Joint and Several Provisional Liquidators
acting as agents without personal liability

Hong Kong, 25 June 2019

On the basis of the information available from the previous announcements made by the Company, the Board comprises Mr. Wei Jie and Ms. Xu Li Yun as executive Directors.