

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **GOLD-FINANCE HOLDINGS LIMITED**

### **金誠控股有限公司**

(formerly known as “Nga Chun Holdings Company Limited 雅駿控股有限公司”)

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

**(Stock Code: 1462)**

## **PLACING OF EXISTING SHARES BY GOLD-FINANCE AND RESTORATION OF PUBLIC FLOAT**

### **INTRODUCTION**

Reference is made to (i) the composite offer and response document dated 26 January 2016 (the “**Composite Document**”) jointly issued by Gold-Finance (Hong Kong) Asset Management Limited (“**Gold-Finance**”) and the Company in relation to, among others, the Offer; (ii) the joint announcement jointly issued by the Company and Gold-Finance dated 16 February 2016 in relation to, among others, close of the Offer, results of the Offer and public float; and (iii) the announcement of the Company dated 22 February 2016 in relation to the temporary waiver granted by the Stock Exchange for a period commencing from 16 February 2016 to 30 April 2016.

Capitalized terms used in this announcement shall have the same meanings as those defined in the Composite Document unless otherwise defined.

### **PLACING OF EXISTING SHARES BY GOLD-FINANCE**

The Company had been informed by Gold-Finance that it entered into a placing agreement (the “**Placing Agreement**”) with China Everbright Securities (HK) Limited (the “**Placing Agent**”) on 18 April 2016 after trading hours for the placing, on a best-effort basis, of not less than 49,775,500 Shares (the “**Placing Shares**”) held by Gold-Finance at a placing price of HK\$2.45 per Placing Share, which is the same as the Offer Price.

The 49,775,500 Placing Shares represent approximately 12.44% of the existing issued share capital of the Company. As at the date of this announcement, Gold-Finance holds 349,775,500 Shares, representing approximately 87.44% of the existing issued share capital of the Company. Assuming not less than 49,775,500 Placing Shares are placed out, upon completion of the Placing, the number of Shares held by Gold-Finance will decrease from 349,775,500 Shares to 300,000,000 Shares, representing a decrease of shareholding from approximately 87.44% to 75% of the existing issued share capital of the Company. Completion of the Placing

is expected to take place on or before 30 April 2016 and a further announcement will be made upon completion of the Placing, as and when appropriate, in accordance with the Listing Rules.

The following is a summary of the shareholding structure of the Company as at the date of this announcement and immediately upon completion of the Placing (assuming all of the 49,775,500 Placing Shares are placed out):

|                                                       | <b>As at the date of<br/>this announcement</b> |                                           | <b>Shareholding immediately<br/>upon completion of<br/>the Placing (assuming all of<br/>the 49,775,500 Placing<br/>Shares are placed out)</b> |                                           |
|-------------------------------------------------------|------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
|                                                       | <i>Number of<br/>Shares</i>                    | <i>Approximate<br/>shareholding<br/>%</i> | <i>Number of<br/>Shares</i>                                                                                                                   | <i>Approximate<br/>shareholding<br/>%</i> |
| Gold-Finance and parties acting<br>in concert with it | 349,775,500                                    | 87.44                                     | 300,000,000                                                                                                                                   | 75.00                                     |
| Public Shareholders                                   | <u>50,224,500</u>                              | <u>12.56</u>                              | <u>100,000,000</u>                                                                                                                            | <u>25.00</u>                              |
| <b>Total</b>                                          | <b><u>400,000,000</u></b>                      | <b><u>100.00</u></b>                      | <b><u>400,000,000</u></b>                                                                                                                     | <b><u>100.00</u></b>                      |

## PLACEES

The placees and their respective ultimate beneficial owners shall be third parties independent of the Company and not connected with the Company and its connected persons (as defined in the Listing Rules).

It is expected that none of the Placees will become a substantial Shareholder of the Company. If any of the Placees will become a substantial Shareholder upon completion of the Placing, further announcement will be made by the Company.

## PLACING PRICE

The placing price shall be HK\$2.45 per Placing Share (same as the Offer Price), representing a discount of approximately 1.61% to the closing price of HK\$2.49 per Share as quoted on the Stock Exchange on 16 February 2016, being the date of the close of the Offer and the last trading day of the Company prior to the suspension of trading from 9:00 a.m. on 17 February 2016.

## MINIMUM PUBLIC FLOAT AND SUSPENSION OF TRADING

Following completion of the Placing and assuming all of the 49,775,500 Placing Shares are placed out, not less than 100,000,000 Shares will be held in the hands of the public, representing 25% of the existing issued share capital of the Company. Accordingly, the Company shall restore the 25% minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules.

The trading in the Shares on the Stock Exchange was suspended from 9:00 a.m. on 17 February 2016. The Company will make an application to the Stock Exchange to resume trading in the Shares on the Stock Exchange once completion of the Placing has taken place and the 25% minimum public float in the Shares has been restored.

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

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

Hong Kong, 18 April 2016

*As at the date of this announcement, the Board comprises Mr. Wei Jie, Ms. Xu Li Yun, Mr. Jiang Junwei and Ms. Fan Qi as executive Directors; and Mr. Niu Zhongjie, Mr. Cheung Ying Kwan and Mr. Chen Zhao as independent non-executive Directors.*