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)

COMPLETION OF PLACING OF EXISTING SHARES BY THE CONTROLLING SHAREHOLDER OF THE COMPANY, RESTORATION OF PUBLIC FLOAT AND RESUMPTION OF TRADING

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. Reference is also made to the announcement dated 18 April 2016 (the "**Announcement**") issued by the Company in relation to, among others, the Placing.

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

COMPLETION OF THE PLACING

On 18 April 2016 after trading hours, Gold-Finance entered into the Placing Agreement with the Placing Agent for the Placing of not less than 49,775,500 Placing Shares held by Gold-Finance at the placing price of HK$2.45 per Placing Share on a best-effort basis. The Company has been informed by Gold-Finance that 49,775,500 Placing Shares, representing approximately 12.44% of the issued share capital of the Company as at the date of this announcement, had been placed through the Placing Agent to not less than six placees, who are neither connected persons (as defined in the Listing Rules) of the Company nor parties acting in concert (as defined in the Takeovers Code) with Gold-Finance, at the placing price of HK$2.45 per Placing Share. Completion of the Placing took place in the afternoon of 25 April 2016. None of the investors under the Placing is expected to become a substantial Shareholder immediately upon completion of the Placing.

To the best of Gold-Finance's knowledge, information and belief having made all reasonable enquiry, each of the placees and their respective ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

RESTORATION OF PUBLIC FLOAT

Immediately upon completion of the Placing, a total of 100,000,000 Shares, representing 25% of the issued share capital of the Company, are held by the public. As such, the public float of the Company had been restored to 25% of the issued share capital of the Company in compliance with Rule 8.08(1)(a) of the Listing Rules with effect from completion of the Placing.

The following is a summary of the shareholding structure of the Company immediately before and upon completion of the Placing:

	Shareholding immediately before completion of the Placing		**Shareholding immediately upon completion of the Placing**	
	Number of Shares	*Approximate shareholding %*	*Number of Shares*	*Approximate shareholding %*
Gold-Finance and parties acting in concert with it	349,775,500	87.44	300,000,000	75.00
Public Shareholders	50,224,500	12.56	100,000,000	25.00
Total	**400,000,000**	**100.00**	**400,000,000**	**100.00**

SUSPENSION AND RESUMPTION OF TRADING

Trading in the Shares on the Stock Exchange was suspended from 9:00 a.m. on 17 February 2016 pending the restoration of the 25% minimum public float of the Shares. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 26 April 2016.

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

Hong Kong, 25 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.