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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)

RETIREMENT OF EXECUTIVE DIRECTOR AND PROPOSED ELECTION OF EXECUTIVE DIRECTOR

RETIREMENT OF EXECUTIVE DIRECTOR

The board of directors (the "**Board**") of Gold-Finance Holdings Limited (the "**Company**") hereby announces the retirement of Ms. Fan Qi ("**Ms. Fan**") as an executive director of the Company with effect from the conclusion of the Company's 2016 annual general meeting ("**AGM**").

Ms. Fan has been an executive director of the Company since 3 February 2016. Ms. Fan has decided to retire due to other business engagements which require more of her dedication and will not offer herself for re-election as a director of the Company at the AGM when she is due to retire by rotation.

Ms. Fan has confirmed that she has no disagreement with the Board, and there are no matters that need to be brought to the attention of the shareholders of the Company (the "**Shareholders**") in respect of her retirement.

The Board wishes to express its gratitude to Ms. Fan for her service to the Board, the Company and the Shareholders during her term as an executive director of the Company.

PROPOSED ELECTION OF EXECUTIVE DIRECTOR

The Board further announces that, following the recommendation from the Company's Nomination Committee, the Company's directors recommend to the Shareholders that Mr. Wong Kam Ting ("**Mr. Wong**") be elected as an executive director of the Company at the AGM in accordance with Article 111 of the articles of association of the Company to fill the casual vacancy arising from the retirement of Ms. Fan.

The biographical details of Mr. Wong are as follows:

Mr. Wong, aged 31, is the Company's company secretary, the financial controller, an authorised representative of the Company under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and an authorised representative of the Company for accepting service of process or notice in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) since 4 March 2016. Mr. Wong has seven years of experience in the field of auditing, equity research and investment. Mr. Wong began his career in PricewaterhouseCoopers as an auditor. Prior to joining the Company, Mr. Wong served as a research analyst in various investment banks. Mr. Wong received his bachelor's degree in Business Administration with a major in Professional Accountancy from The Chinese University of Hong Kong in 2008. He is also a member of the Hong Kong Institute of Certified Public Accountants.

As at the date of this announcement, Mr. Wong has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

If approved by the Shareholders, Mr. Wong will be elected as an executive director of the Company for an initial term of three years commencing from the date of the AGM. If elected, he will be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Listing Rules and the articles of association of the Company. Mr. Wong will be entitled to an annual director's fee of HK$144,000. The remuneration of Mr. Wong is determined and recommended by the Remuneration Committee and approved by the Board with reference to his background, qualifications, experience and level of responsibilities undertaken with the Company and prevailing market conditions and is subject to annual review by the Remuneration Committee and the Board. His annual director's fee will be covered by the letter of appointment to be issued by the Company and any subsequent revision approved by the Board.

Save as disclosed above, as at the date of this announcement, Mr. Wong (i) does not hold any other positions in the Company or its subsidiaries; (ii) does not have any other relationship with any other directors, senior management, or substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iii) does not have other major appointments and professional qualifications.

As at the date of this announcement, Mr. Wong does not have any interest in the shares or underlying shares of the Company or any of its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("**SFO**") as recorded in the register required to be kept under Section 352 of Part XV of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules.

Save for the information disclosed above, there is no information of Mr. Wong that is required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning the election of Mr. Wong as executive director that need to be brought to the attention of the Shareholders.

A circular containing, among other things, further details of the proposed election of executive director and a notice convening the AGM will be despatched to the Shareholders as soon as practicable.

By Order of the Board
Gold-Finance Holdings Limited
Wong Kam Ting
Company Secretary

Hong Kong, 18 July 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.