

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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1462)

MAJOR TRANSACTION IN RELATION TO INVESTMENT IN AN INVESTMENT FUND

Reference is made to the announcement of the Company dated 3 October 2016 in relation to the entering into of the Application Letter by the Subsidiary.

LIMITED PARTNERSHIP AGREEMENT

On 18 October 2016 (after trading hours), the Limited Partnership Agreement was entered into among the General Partner, the Subsidiary and another Limited Partner in relation to the formation of the Fund.

LISTING RULES IMPLICATIONS

As one or more applicable percentage ratios in respect of the Transaction are above 25% but less than 75%, the Transaction constitutes a major transaction for the Company and is subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

GENERAL

A circular, containing among other things, details of the Limited Partnership Agreement and other information as required under the Listing Rules is expected to be despatched to the Shareholders on or before 8 November 2016.

As at the date of this announcement, a closely allied group of Shareholders comprising of Gold-Finance (Hong Kong) Asset Management Limited and Gold-Finance (Holdings) Group Co. Limited (both of which are under the control of Mr. Wei Jie, an executive Director), are interested in 220,000,000 Shares and 80,000,000 Shares, respectively, representing in aggregate 75% of the issued share capital of the Company. On the basis that (i) no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Transaction; and (ii) a written Shareholders' approval dated 18 October 2016 has been obtained from Gold-Finance (Hong Kong) Asset Management Limited and Gold-Finance (Holdings) Group Co. Limited in respect of the Transaction, no physical general meeting of the Company will be convened to approve the Transaction pursuant to Rule 14.44 of the Listing Rules.

Reference is made to the announcement of the Company dated 3 October 2016 in relation to the entering into of the Application Letter by the Subsidiary.

LIMITED PARTNERSHIP AGREEMENT

On 18 October 2016 (after trading hours), the Limited Partnership Agreement was entered into among the General Partner, the Subsidiary and another Limited Partner in relation to the formation of the Fund.

The principal terms of the Limited Partnership Agreement are as follows:

- | | |
|---------------------|--|
| Date: | 18 October 2016 |
| Nature of the Fund: | A limited partnership established under the laws of the PRC on 29 August 2016 with business scope covering investment management and investment consultation. |
| Term of the Fund: | Seven years from the first closing date of the fund raising period (being one year from the date of signing of the Limited Partnership Agreement), including an investment period of five years, an exiting period of one year and an extendable period of one year, provided that the Executive Partner may in its sole discretion extend the term of the Fund or liquidate and dissolve the Fund prior to its term. |
| Purpose: | The capital raised by the Fund will be invested directly or indirectly in local governmental infrastructure projects in the form of a public-private partnership (“PPP”) model and other infrastructure related projects covering industries, including, but not limited to, integrated urban development, comprehensive tourism development, urban rail transit, security housing, sponge cities and related services in healthcare, culture, entertainment and financial services. |

The Fund may make investments of idle/unused funds in bank deposits, bank financial products, money market funds, short-term fund and medium-term fund, financial products of securities companies or fund management companies, sovereignty bonds, corporate bonds with AA rating or above as well as low-risk and high liquidity financial products approved by the China Securities Regulatory Commission or registered with the Securities Association of China.

The Fund is not allowed to provide securities to third parties, or make investments in high risk financial products such as bond repurchase, commodity futures including gold futures, stock index options and stock options or financial products prohibited by applicable laws and regulations.

Fund size:

The target Fund size shall be approximately RMB800 million. The General Partner has to make a required contribution of at least RMB1.00. The respective contribution of the Limited Partners, which is divided into two categories, namely the first class Limited Partner and the second class Limited Partner, are set out below:

Class of Limited Partners	Capital contribution	Percentage (%)
	amount RMB (million)	
— First class Limited Partner	600	75.0
— Second class Limited Partner	200	25.0

Subject to the terms of the Limited Partnership Agreement, in addition to their initial capital contribution, the Limited Partners may be required to make further capital contributions to the Fund. The Company will make announcements in relation to the further capital contributions in accordance with the Listing Rules as and when appropriate.

Capital contribution
from the
Subsidiary:

The Subsidiary shall contribute RMB200 million to the Fund for the participating shares of the Fund (the “**Participating Shares**”) as a second class Limited Partner. The Subsidiary must complete the capital contribution in full within 12 months from the date of the Limited Partnership Agreement. The Subsidiary may transfer the Participating Shares subject to the approval of the Executive Partner and in accordance with the provisions of the Limited Partnership Agreement.

General Partner:	Shanghai Dealchord, as the sole General Partner of the Fund, is responsible for making investment decisions for and provision of administrative and management services to the Fund. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the General Partner has obtained the necessary licences and qualifications in the PRC for the management and promotion of the Fund.
Executive Partner:	Shanghai Dealchord is appointed as an Executive Partner of the Fund. The Executive Partner shall be a General Partner and appointed by the General Partner and the Limited Partners with their unanimous consent. The Executive Partner has the exclusive authority over the general affairs of the Fund, including but not limited to, managing the investment and other businesses of the Fund, appointment of professional institutions, agents and consultants to provide services to the Fund, and increasing or decreasing the Fund size.
Allocation of investment return:	After deduction of the relevant expenses and fees, the Executive Partner shall distribute the investment return to the Limited Partners in the following manners: (a) a return of 9% per annum over the capital contributions of the first class Limited Partner is distributed to the first class Limited Partner; (b) upon deduction of item (a) above, the remaining investment return is distributed to the first class Limited Partner until it receives the amount of capital contributions which it has made to the Fund; and (c) upon deduction of items (a) and (b) above, the remaining investment return is distributed to the second class Limited Partner. The General Partner is not entitled to the distribution of the investment return.
Management fee:	The General Partner shall be entitled to receive an annual management fee amounting to 1.5% per annum of the aggregate sum of the capital contribution made by the Limited Partners to the Fund.
Conditions:	The Limited Partnership Agreement is conditional upon, among others, (i) the Fund being validly formed according to the Limited Partnership Agreement; and (ii) the capital contribution to the Fund has been confirmed by the Executive Partner and the Subsidiary has obtained the Participating Shares.

Appointment of custodian:	Other independent service providers will be appointed by the Fund, including but not limited to a custodian to safe keep the assets of the Fund. The custodian shall be entitled to receive an annual custody fee amounting to 0.03% per annum with reference to the aggregate value of the holdings.
Voting rights:	The Participating Shares carry voting rights in general meetings of the Fund. However, such voting rights are only restricted to the following affairs: (a) approval and selection of the General Partner in the event that the General Partner withdraws from the Fund; (b) participation in the selection of the auditor of the Fund; (c) reviewing the annual report prepared by the Executive Partner; (d) liquidation and dissolution of the Fund; (e) replacement of the Executive Partner; and (f) any other matters to be approved by general meetings pursuant to applicable laws and regulations or provisions of the Limited Partnership Agreement.

As at the date of this announcement, the Fund has not made any investment.

REASONS FOR THE TRANSACTION

To the best of the Directors' knowledge, information and belief, having made reasonable enquiries, the General Partner and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

Whilst the Group maintains its core businesses in the provision of building services in Hong Kong as subcontractor, the Board continuously explores investment opportunities to strengthen the long term growth of the Group. The Directors are of the view that the Transaction presents an excellent platform for the Group to expand its business portfolio in the areas of investment and asset management after considering the following: (i) the Group's strategy to enhance its long term growth, diversify risks and increase return to Shareholders; (ii) the extensive knowledge and transactional experience of 浙江誠澤金開投資管理有限公司 (Zhejiang Chengze Jinkai Investment Management Company Limited*), a company under the control of Mr. Wei Jie, the controlling shareholder, chairman and executive Director of the Company; (iii) the capabilities and experience in investment and asset management possessed by certain members of the Board; and (iv) the ability of the Group to form new private funds in the PRC to develop its asset management and investment business upon completion of the acquisition of 杭州金仲興投資管理有限公司 (Hangzhou Jin Zhong Xing Investment Management Company Limited*), details of which are set out in the announcement of the Company dated 16 October 2016. Furthermore, the Fund will be well-managed by investment professionals. The Directors expect that the Transaction will further diversify the Group's investment risk and enhance the rate of return of the Group's investment through access to a

wider variety of investment channels in which the Group may not have access at present. In addition, the Transaction provides the Group with an opportunity to manage its excess liquidity.

Based on the above, the Directors consider that the terms of the Limited Partnership Agreement are fair and reasonable and on normal commercial terms and the transactions contemplated thereunder are in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one or more applicable percentage ratios in respect of the Transaction are above 25% but less than 75%, the Transaction constitutes a major transaction for the Company and is subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

INFORMATION OF THE GROUP AND THE GENERAL PARTNER

The Group

The Group is principally engaged in the provision of building services in Hong Kong as a subcontractor.

The Subsidiary was established in the PRC with limited liability on 27 September 2016. It has not commenced business as at the date of this announcement.

The General Partner

Shanghai Dealchord, a limited partnership established under the laws of the PRC, is the General Partner and the Executive Partner of the Fund. The General Partner is principally engaged in asset management, investment management and consultation. Subject to the terms of the Limited Partnership Agreement, the General Partner shall manage the affairs of the Fund.

GENERAL

A circular, containing among other things, details of the Limited Partnership Agreement and other information as required under the Listing Rules is expected to be despatched to the Shareholders on or before 8 November 2016.

As at the date of this announcement, a closely allied group of Shareholders comprising of Gold-Finance (Hong Kong) Asset Management Limited and Gold-Finance (Holdings) Group Co. Limited (both of which are under the control of Mr. Wei Jie, an executive Director), are interested in 220,000,000 Shares and 80,000,000 Shares respectively, representing in aggregate 75% of the issued share capital of the Company. On the basis that (i) no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Transaction; and (ii) a written Shareholders' approval dated 18 October 2016 has been obtained from Gold-Finance (Hong Kong) Asset Management Limited and Gold-Finance (Holdings) Group Co. Limited in respect of the Transaction, no physical general meeting of the Company will be convened to approve the Transaction pursuant to Rule 14.44 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Application Letter”	the application letter dated 3 October 2016 entered into by the Subsidiary in relation to the application to subscribe for the participating shares of the Fund as a Limited Partner
“Board”	the board of Directors
“Company”	Gold-Finance Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Stock Exchange
“connected person”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Executive Partner”	the executive partner of the Fund
“Fund”	中興新城鎮產業投資私募基金 (Zhongxing New Town Industrial Investment Private Fund*), operating as a limited partnership, namely “寧波梅山保稅港區金優鼎投資管理中心(有限合夥) (Ningbo Meishan Duty-Free District Jinyouding Investment Management Centre (Limited Partnership)*)”, which was established under the laws of the PRC on 29 August 2016
“General Partner”	the general partner of the Fund
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Limited Partners”	the other subscribers of the Fund besides the General Partner, and are divided into two categories, first class Limited Partner and second class Limited Partner
“Limited Partnership Agreement”	the limited partnership agreement dated 18 October 2016 entered into among the General Partner, the Subsidiary and another Limited Partner
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai Dealchord”	上海鼎籌資產管理事務所(有限合夥) (Shanghai Dealchord Asset Management Firm (Limited Partnership)), a limited partnership established under the laws of the PRC, being the General Partner and the Executive Partner of the Fund

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	杭州金開圓觀投資管理有限公司 (Hangzhou Jinkai Yuanguan Investment Management Company Limited*), an indirect wholly-owned subsidiary of the Company established in the PRC on 27 September 2016 with limited liability, being one of the Limited Partners
“Transaction”	the Subsidiary’s investment of RMB200 million in the Fund

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

Hong Kong, 18 October 2016

At the date of this announcement, the Board comprises Mr. Wei Jie, Ms. Xu Li Yun, Mr. Jiang Junwei 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