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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)

PROPOSALS FOR

(1) SHARE SUBDIVISION

(2) CHANGE IN BOARD LOT SIZE

(3) INCREASE IN AUTHORISED SHARE CAPITAL

AND

(4) AMENDMENTS TO MEMORANDUM AND

ARTICLES OF ASSOCIATION

SHARE SUBDIVISION

The Board proposes that each of the existing issued and unissued Shares of HK\$0.01 each in the share capital of the Company will be subdivided into ten Subdivided Shares of HK\$0.001 each. The Share Subdivision will become effective upon the fulfilment of the conditions set out in the section headed “Conditions of Share Subdivision” below.

CHANGE IN BOARD LOT SIZE

The Board proposes that subject to and upon the Share Subdivision becoming effective, the board lot size will be changed from 4,000 Shares to 2,000 Subdivided Shares.

INCREASE IN AUTHORISED SHARE CAPITAL

The Board proposes to increase the authorised share capital of the Company from HK\$10,000,000 divided into 1,000,000,000 Shares to HK\$100,000,000 divided into 10,000,000,000 Shares by the creation of additional 9,000,000,000 Shares of HK\$0.01 each, which will rank *pari passu* with all existing Shares.

AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION

In view of the proposed Share Subdivision and the proposed increase in the authorised share capital of the Company, the Board also proposes to make certain amendments to the Memorandum and Articles of Association to reflect such changes.

GENERAL

A circular containing, among other things, details of the Share Subdivision, the Change in Board Lot Size, the increase in authorised share capital of the Company and the amendments to the Memorandum and Articles of Association together with the notice of the EGM and related proxy form, will be despatched to Shareholders on or around Monday, 28 November 2016.

SHARE SUBDIVISION

Basis of Share Subdivision

The Board proposes that each of the existing issued and unissued Shares of HK\$0.01 each in the share capital of the Company will be subdivided into ten Subdivided Shares of HK\$0.001 each. The Share Subdivision will become effective upon the fulfilment of the conditions set out in the section headed “Conditions of Share Subdivision” below. As at the date of this announcement, the authorised share capital of the Company is HK\$10,000,000 divided into 1,000,000,000 Shares of HK\$0.01 each, of which 400,000,000 Shares are in issue and fully paid or credited as fully paid. There are no outstanding options, warrants, conversion rights or other similar rights giving rights to subscribe for any Shares as at the date of this announcement.

Upon the Share Subdivision becoming effective, the authorised share capital of the Company will be HK\$10,000,000 divided into 10,000,000,000 Subdivided Shares of HK\$0.001 each, of which 4,000,000,000 Subdivided Shares will be in issue and fully paid or credited as fully paid, assuming that no further Shares are repurchased or issued prior to the Share Subdivision becoming effective.

Conditions of Share Subdivision

The completion of Share Subdivision is conditional upon: (a) the passing of an ordinary resolution by the Shareholders by way of poll at the EGM for approving the Share Subdivision; and (b) the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares. Assuming all the conditions are fulfilled, the Share Subdivision will become effective on the day next following the passing of the ordinary resolution as specified therein, which is expected to take place on Wednesday, 21 December 2016. Application will be made to the Stock Exchange in respect of such approval for the listing of, and permission to deal in, the Subdivided Shares.

Effect of the Share Subdivision

Upon the Share Subdivision becoming effective, the Subdivided Shares will rank *pari passu* with each other in all respects and the Share Subdivision will not result in any change in the rights of the Shareholders.

Exchange of share certificates

Upon the Share Subdivision becoming effective, the Shareholders may, during the period from Wednesday, 21 December 2016 to Thursday, 2 February 2017 (both dates inclusive), submit their existing certificates for the Shares to the Company’s share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, in exchange for the new share certificates for the Subdivided Shares free of charge. Thereafter,

existing certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each certificate issued or cancelled, whichever is higher. Existing certificates for the Shares will continue to be good evidence of legal title and may be exchanged for certificates for Subdivided Shares at any time at the expense of the Shareholders. The new share certificates will be pale blue in colour so as to be distinguished from the existing share certificates which are yellow in colour.

CHANGE IN BOARD LOT SIZE

As at the date of this announcement, the Shares are traded on the Stock Exchange in board lot size of 4,000 Shares. The Board proposes that subject to the Share Subdivision becoming effective, the board lot size will be changed from 4,000 Shares to 2,000 Subdivided Shares. The Change in Board Lot Size will not affect any of the relative rights of the Shareholders.

Based on the closing price of HK\$17.80 per Share (equivalent to HK\$1.78 per Subdivided Share) as at the date of this announcement, the value of each board lot of 2,000 Subdivided Shares, assuming the Share Subdivision and the Change in Board Lot Size had already become effective, would be HK\$3,560.

Dealing in the Subdivided Shares on the Stock Exchange in the new board lot size of 2,000 Subdivided Shares is expected to commence at 9:00 a.m. on Monday, 9 January 2017.

INCREASE IN AUTHORISED SHARE CAPITAL

The current authorised share capital of the Company is HK\$10,000,000 divided into 1,000,000,000 shares of HK\$0.01 each. As at the date of this announcement, 400,000,000 Shares are in issue and no options granted under the share option scheme of the Company are outstanding.

The Board proposes to increase the authorised share capital of the Company to HK\$100,000,000 by the creation of additional 9,000,000,000 Shares of HK\$0.01 each, all of which will rank *pari passu* with all existing Shares.

Immediately upon completion of the increase in the authorised share capital of the Company and assuming no Shares are issued or repurchased from the date of this announcement up to the EGM, the authorised share capital of the Company will be HK\$100,000,000 divided into 10,000,000,000 shares, with 400,000,000 Shares in issue and 9,600,000,000 Shares remaining unissued.

The proposed increase in the authorised share capital of the Company is subject to the approval by the Shareholders by way of poll of an ordinary resolution at the EGM.

AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In view of the proposed Share Subdivision and the proposed increase in the authorised share capital of the Company, the Board also proposes to make certain amendments to the Memorandum and Articles of Association to reflect such changes. Accordingly, the Board proposes to seek the approval of the Shareholders by way of poll of a special resolution for the amendments to the Memorandum and Articles of Association at the EGM.

REASONS FOR THE SHARE SUBDIVISION, CHANGE IN BOARD LOT SIZE AND INCREASE IN AUTHORISED SHARE CAPITAL

Upon the proposed Share Subdivision becoming effective, the par value of each Share will decrease and the total number of Shares in issue will increase. The Share Subdivision will result in a downward adjustment to the trading price of the Shares. Based on the closing price of HK\$17.80 per Share as quoted on the Stock Exchange as at the date of this announcement, the market value per board lot of 4,000 Shares is HK\$71,200. The estimated market value per board lot of 2,000 Subdivided Shares will theoretically be reduced to HK\$3,560 immediately upon the Share Subdivision becoming effective.

The Board considers that the Share Subdivision and the Change in Board Lot Size are both fundamental in enhancing the liquidity of the Shares as lower trading price of the Shares and lower entry level may attract different kinds of potential investors in the Company, thereby increasing the Shareholders' base to tackle high concentration of shareholding of the Company in the hands of a limited number of shareholders. The Board considers that the increase in the authorised share capital of the Company provides the Company with flexibility for fund raising by allotting and issuing new Shares in the future as and when appropriate for future investment opportunities and for other corporate purposes.

Save for the expenses to be incurred by the Company in relation to the Share Subdivision, the implementation of the Share Subdivision will not alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interest of the Shareholders. For the above reasons, the Board is of the view that the Share Subdivision, the Change in Board Lot Size and the increase in the authorised share capital of the Company are in the interests of the Company and the Shareholders as a whole.

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Subdivision, the Change in Board Lot Size, the increase in authorised share capital of the Company and the amendments to the Memorandum and Articles of Association is set out below:

Despatch of the circular in relation to the Share Subdivision,
the Change in Board Lot Size, the increase in authorised
share capital of the Company and the amendments to
the Memorandum and Articles of Association together
with the EGM notice and proxy form On or around Monday,
28 November 2016

Latest time for lodging the proxy form for the EGM
(not less than 48 hours prior to time of the EGM) 10:00 a.m. on Sunday,
18 December 2016

Expected date and time of the EGM to approve
the Share Subdivision, the increase in authorised
share capital of the Company and the amendments
to the Memorandum and Articles of Association 10:00 a.m. on Tuesday,
20 December 2016

Announcement of poll results of the EGM Tuesday, 20 December 2016

The following events are conditional on the fulfilment of the conditions for the implementation of the Share Subdivision, the increase in authorised share capital of the Company and the amendments to the Memorandum and Articles of Association, which are included in this announcement.

Effective date of the Share Subdivision, the increase
in authorised share capital of the Company and
the amendments to the Memorandum and
Articles of Association Wednesday, 21 December 2016

Free exchange of existing share certificates for new share
certificates for the Subdivided Share commences Wednesday, 21 December 2016

Dealing in Subdivided Shares commences 9:00 a.m. on Wednesday,
21 December 2016

Original counter for trading in Shares in board
lots of 4,000 Shares temporarily closes 9:00 a.m. on Wednesday,
21 December 2016

Temporary counter for trading in Subdivided Shares
in board lots of 40,000 Subdivided Shares
(in the form of existing share certificates) opens 9:00 a.m. on Wednesday,
21 December 2016

Original counter for trading in Subdivided Shares
(in board lots of 2,000 Subdivided Shares) re-opens 9:00 a.m. on Monday,
9 January 2017

Parallel trading in existing Shares and Subdivided Shares
(in form of existing share certificates and
new share certificates) begins 9:00 a.m. on Monday,
9 January 2017

Temporary counter for trading in Subdivided Shares
in board lots of 40,000 Subdivided Shares
(in form of existing share certificates) closes 4:00 p.m. on Friday,
27 January 2017

Parallel trading in Shares and Subdivided Shares
(in form of existing share certificates and
new share certificates) ends 4:00 p.m. on Friday,
27 January 2017

Free exchange of existing share certificates
for new share certificates ends Thursday, 2 February 2017

Further announcement will be made by the Company for changes, if any, in the expected timetable for implementation of the Share Subdivision, the Change in Board Lot Size, the increase in authorised share capital of the Company, the amendments to the Memorandum and Articles of Association as well as the associated trading arrangements listed above.

Dates or deadlines specified in this announcement are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

GENERAL

A circular containing, among other things, details of the Share Subdivision, the Change in Board Lot Size, the increase in authorised share capital of the Company and the amendments to the Memorandum and Articles of Association together with the notice of the EGM and related proxy form, will be despatched to Shareholders on or around Monday, 28 November 2016.

DEFINITIONS

In this announcement, the following terms shall have the meanings set opposite to them unless the context otherwise requires:

“Board”	the board of Directors
“Change in Board Lot Size”	the change in board lot size of the Shares for trading on the Stock Exchange from 4,000 Shares to 2,000 Subdivided Shares after the Share Subdivision becoming effective
“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
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve the Share Subdivision, the increase in authorised share capital of the Company and the amendments to the Memorandum and Articles of Association
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Share Subdivision”	the proposed subdivision of each of the existing issued and unissued Shares into ten Subdivided Shares
“Shareholder(s)”	holder(s) of the Share(s)

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company upon the Share Subdivision becoming effective

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

Hong Kong, 7 November 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.