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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)

VOLUNTARY ANNOUNCEMENT — MEMORANDUM OF UNDERSTANDING IN RELATION TO POSSIBLE CREATION OF A FUND

This announcement is made by Gold-Finance Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis to provide an update on the business development of the Group to its shareholders and potential investors of the Company.

Reference is made to the announcements of the Company dated 16 October 2016 and 18 October 2016 and the circular of the Company dated 18 November 2016, which provide, *inter alia*, the latest development of the Group to expand its business portfolio into the areas of investment and asset management. In line with the Group’s strategy to develop its investment and asset management business, the Group has been actively looking into potential business opportunities.

On 11 January 2017, (i) 杭州金仲興投資管理有限公司 (Hangzhou Jin Zhong Xing Investment Management Company Limited*) (“**Jin Zhong Xing**”), a wholly-owned subsidiary of the Company which has successfully registered with the Asset Management Association of China as private investment fund manager; and (ii) 汨羅市金澤端午文化產業發展有限公司 (Miluo City Jinze Duanwu Culture Industry Development Company Limited*) (“**Jinze Duanwu**”), entered into a non-legally binding memorandum of understanding (the “**MOU**”) in relation to the possible creation of a private equity fund (the “**Fund**”).

Jinze Duanwu, a limited liability company established in the People’s Republic of China (the “**PRC**”), is jointly formed by the government of Miluo City (the “**Miluo Government**”), Hunan province, the PRC and 杭州金誠新城鎮投資集團有限公司 (Hangzhou Jincheng New Town Investment Group Limited Company*) (“**Hangzhou Jincheng**”), a company under the control of Mr. Wei Jie, the chairman, executive director and the controlling shareholder of the Company, for the purpose of investing, constructing and operating all of the cultural projects in the form of public private partnership of the Miluo Government (the “**Projects**”) in accordance with an agreement entered into between the Miluo Government and Hangzhou Jincheng dated 22 November 2016.

Pursuant to the provisions of the MOU, Jin Zhong Xing shall be responsible for the creation and operation of the Fund. The Fund shall raise capital in accordance with the financial needs of Jinze Duanwu and the capital raised shall be solely invested in the Projects. Jin Zhong Xing shall receive an annual management fee of approximately 2% of the aggregate sum of capital raised by the Fund. The target size of the Fund is expected to be approximately RMB5 billion; however, the actual size of the Fund shall be based on the actual capital amount provided by the Fund to Jinze Duanwu. The MOU shall be terminated upon the earlier of (i) the entering into of a formal agreement in relation to the creation of the Fund; and (ii) the serving of a one-month termination notice in writing to the other party.

The MOU may or may not proceed, and no binding agreement in relation to creation of the Fund has been entered into as at the date of this announcement. Shareholders and potential investors of the Company should exercise caution when dealing in the shares of the Company. The Company will make further announcement(s) in respect of the Fund as and when appropriate in accordance with the Listing Rules.

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

Hong Kong, 11 January 2017

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*