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GOLD-FINANCE HOLDINGS LIMITED

金誠控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 1462)

VOLUNTARY ANNOUNCEMENT TENDER OF LAND

The Board is pleased to announce that You Xiang, an indirect wholly-owned subsidiary of the Company, intends to submit the Tenders to acquire Land A and Land B located at Gaoyou City, Jiangsu Province, the PRC. Pursuant to the requirements of the Tenders, You Xiang is required to pay the Vendor refundable Tender Fees in an aggregate sum of RMB9.44 million (of which RMB4.49 million is for Land A and RMB4.95 million is for Land B). The closing date in relation to the Tenders for both Land A and Land B is 31 July 2017.

Pursuant to the Listing Rules, if successful, each of the Tenders will constitute discloseable transaction of the Company under Rule 14.06(3) of the Listing Rules and is subject to the reporting and announcement requirements but is exempt from shareholders' approval requirement under the Listing Rules.

INTRODUCTION

The Board is pleased to announce that You Xiang, an indirect wholly-owned subsidiary of the Company, intends to submit the Tenders to acquire Land A and Land B located at Gaoyou City, Jiangsu Province, the PRC, no later than 31 July 2017. Pursuant to the requirements of the Tenders, You Xiang is required to pay the Vendor refundable Tender Fees in an aggregate sum of RMB9.44 million (of which RMB4.49 million is for Land A and RMB4.95 million is for Land B).

The closing date in relation to the Tenders for both Land A and Land B is 31 July 2017. According to the requirements of the Tenders, the Tender Fees will be refunded in full to You Xiang if You Xiang is unsuccessful with the biddings at the Tenders.

THE TENDERS

Expected Date of the Tenders

It is expected that the Tenders for Land A and Land B will be submitted no later than 31 July 2017.

The Vendor

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiry, the Vendor and its ultimate beneficial owners are third parties independent of the Company and any connected person of the Company and are not connected persons of the Company.

You Xiang

You Xiang is an indirect wholly-owned subsidiary of the Company and it has not conducted any business activities as at the date of this announcement.

Tender Fees and Consideration

As at the date of this announcement, no Tender Fees has been paid by You Xiang. In order to participate in the Tenders, You Xiang is required to pay refundable Tender Fees in the aggregate sum of RMB9.44 million (of which RMB4.49 million is for Land A and RMB4.95 million is for Land B) to the Vendor when the Tenders are submitted. Such Tender Fees will form part of the Consideration if You Xiang is successful with the biddings at the Tenders. The balance of the Consideration is expected to be paid by You Xiang upon the entering into the Sale and Purchase Agreement in accordance with the terms thereof.

The Consideration is expected to be satisfied by internal resources and external financing of the Group.

Completion

The Tenders will be awarded around 2 August 2017 by way of a notification. The awarded tenderer shall complete the confirmation procedures with the Vendor within 5 business days from the date of the notification, and thereafter, the awarded tenderer shall execute an Acceptance Letter. Within 10 business days from the date of the Acceptance Letter, the tenderer shall execute the Sale and Purchase Agreement with the Vendor. Completion shall take place in accordance with the terms of the Sale and Purchase Agreement. The Company will make an announcement on the result of the Tenders when it is available.

Information on the Properties

The Group is principally engaged in the provision of building services in Hong Kong as a subcontractor. As mentioned in the announcement of the Company dated 9 June 2017, apart from the expansion into the investment and asset management business, the Group is also diversifying its business portfolio into the areas of property investment and development with focuses primarily in developing unique towns in the PRC.

The Lands comprise two pieces of land parcels, both of which are located at Song Qiao Town, Li Gu Village and Xiao Ci Village, Gaoyou City, Jiangsu Province. Land A has a land area of approximately 90,175 sqm whereas Land B has a land area of approximately 99,581 sqm.

Pursuant to the requirements of the Tenders, the Company intends to erect commercial properties such as office buildings and standardised plants thereon.

REASONS FOR AND BENEFITS OF THE TENDERS

The Group is principally engaged in the provision of building services in Hong Kong as a subcontractor. As mentioned in the announcement of the Company dated 9 June 2017, apart from the expansion into the investment and asset management business, the Group is also diversifying its business portfolio into the areas of property investment and development with focuses primarily in developing unique towns in the PRC.

Gaoyou City is strategically located in Yangtze River Delta along the Yangtze River Economic Zone. It has been awarded as one of the hundredth small and medium sized cities in the PRC with most investment potential for seven consecutive years by the Chinese Academy of Social Sciences. The Lands are situated in Gaoyou City. In recent years, the local government of Gaoyou City has vigorously promoted the development of economic zones and has implemented a series of measures to attract investments into Gaoyou City. The Company considers the Potential Acquisitions are in line with the business strategies of the Group to expand the footprint of the Group's business to property investment and development and the outlook of the Potential Acquisitions is promising in view of the strategic location, the investment potential and favourable policies of the local government.

The Board considers the terms of the Potential Acquisitions of the Lands under the Tenders are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Listing Rules Implication

Pursuant to the Listing Rules, if successful, each of the Tenders will constitute discloseable transaction of the Company under Rule 14.06(3) of the Listing Rules and is subject to the reporting and announcement requirements but is exempt from shareholders' approval requirement under the Listing Rules.

As the Potential Acquisitions are subject to the result of the Tenders and therefore, may or may not proceed. The Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires.

“Board”	the board of Directors
“Company”	Gold-Finance Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Consideration”	the tender prices submitted by You Xiang for the Potential Acquisitions under the Tenders and to be eventually accepted by the Vendor
“connected person”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company

“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Potential Acquisitions”	potential acquisitions of the Lands in the event You Xiang has successfully won the Tenders to acquire the Lands
“PRC”	the People’s Republic of China
“Land A”	a land parcel with a land area of approximately 90,175 sqm located at Song Qiao Town, Li Gu Village, Gaoyou City, Jiangsu Province
“Land B”	a land parcel with a land area of approximately 99,581 sqm located at Song Qiao Town, Xiao Ci Village, Gaoyou City, Jiangsu Province
“Lands”	Land A and Land B
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holders of shares of the Company
“sqm.”	square meters
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tenders”	the tenders to be submitted by You Xiang to the Vendor to acquire Land A and Land B through an open tender
“Tender Fees”	the initial deposit of RMB9.44 million paid by the tenderer to the Vendor pursuant to the tender documents
“Vendor”	Gaoyou City Land Resources Bureau 高郵市國土資源局
“You Xiang”	Yang Zhou You Xiang Science & Technology Co., Ltd.* (揚州有象物聯科技有限公司), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“%”	per cent.

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

Hong Kong, 19 July 2017

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