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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)**

**INSIDE INFORMATION AND RESUMPTION GUIDANCE**

This announcement is made by Gold-Finance Holdings Limited (the “**Company**” together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) of Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

**REPAYMENT NOTICE**

On 16 April 2019, the Company, as borrower, entered into a loan agreement (the “**Loan Agreement A**”) with a lender (the “**Lender A**”) for the aggregate principal loan (the “**Loan A**”) amount of HKD 120,000,000, repayable on 16 March 2020. On the same date, Fungs E&M Engineering Company Limited, a wholly-owned subsidiary of the Company, entered into several security documents (the “**Security Documents**”) in favour of the Lender A in respect of the repayment obligations of the Loan: (i) a legal charge on its properties; (ii) a share charge on its entire issue share capital; and (iii) a debenture to create a first floating charge over all its undertaking, properties and assets.

On 3 May 2019, the Company received a fax letter (the “**Notice**”) from a Hong Kong solicitor firm which is acting for the Lender A to demand the Company for immediate repayment. Pursuant to the Notice, (i) the Lender A shall have unrestricted right to demand, by written notice, the Company for the immediate repayment of any amount of outstanding to the Lender A according to clause 12.3 of the Loan Agreement A; (ii) the Loan A together with interests (up to the date of repayment) accrued is due and payable immediately from the date of the Notice; and (iii) if the Company fails to repay accordingly, the Lender A will institute legal proceedings against the Company and will also exercise its rights under the Security Documents without further reference.

On 15 December 2017, the Company, as borrower, entered into two loan agreements (the “**2017 Loan Agreements**”) with the lender B for the aggregate principal loan amount of EUR 17,500,000 (the “**Loan B**”), among others, EUR 12,500,000 is repayable on 14 December 2020 and EUR 5,000,000 is repayable on 11 December 2020. To secure the repayment obligations, Mr. Wei Jie (“**Mr. Wei**”), the controlling shareholder and executive director and chairman of the Company, has procured his controlled company to provide two EUR irrevocable standby letter of credit in favour of the Lender B.

On 6 May 2019, the Company received two early loan repayment notices (the “**Repayment Notices**”) from the Lender B. As per the clause 5(e) of the 2017 Loan Agreements, the Company shall notify the Lender B promptly of the occurrence of any event of which might affect the Company’s ability to perform its repayment obligation or any change in control of it. Pursuant to the Repayment Notice, the Lender B has not received any notice from the Company in relation to the coercive measures imposed on Mr. Wei by the police, therefore, the Company has breached the clause 5(e) of the 2017 Loan Agreements and the Lender B has the right to request for the repayment of outstanding principal together with interests accrued from the last interest payment date to the repayment date. The Loan B together with interests accrued is due and payable immediately from the date of the Repayment Notice

The board (“**Board**”) of directors of the Company expects that the Notice and the Repayment Notices will have material effect on the overall financial and operation conditions of the Company and its subsidiaries. The Company is seeking legal advice in relation to the Loan Agreement A, Security Documents, the Notice, the 2017 Loan Agreements, and the Repayment Notices. Further announcement will be made to update on the progress of the matter as and when appropriate.

## **RESUMPTION GUIDANCE**

Reference is made to the announcement of the Company dated 29 April 2019, 30 April 2019 and 2 May 2019 in relation to: (i) the absence of Mr. Wei and Ms. Xu Li Yun (“**Ms. Xu**”), the executive director of the Company; (ii) Gold-Finance (Hong Kong) Asset Management Limited, a controlling shareholder of the Company, is under default in according with a facility letter; and (iii) the resignation of Mr. Wong Kam Ting (“**Mr. Wong**”), the former executive director, financial controller, company secretary , authorized representative and process agent of the Company on 2 May 2019.

The Board announces that on 6 May 2019, the Company received a letter (the “**Letter**”) from the Stock Exchange, in which, among other things, the Stock Exchange sets out the following resumption guidance (the “**Resumption Guidance**”) for the Company:

- (i) demonstrate its compliance with Rule 13.24 of the Listing Rules;
- (ii) demonstrate that the Company has an effective board responsible for the Group's management and operations and adequate financial reporting and other procedures and systems to meet all continuing obligations under the Listing Rules; and
- (iii) inform the market of all material information for the Company's shareholders and investors to appraise its position.

The Letter also states that the Company must remedy the issues causing its trading suspension and fully comply with the Listing Rules to the Stock Exchange's satisfaction before trading in its securities is allowed to resume and, for this purpose, the Company has the primary responsibility to devise its action plan for resumption. The Stock Exchange may modify or supplement the Resumption Guidance if the Company's situation changes.

Under Rule 6.01A(1) of the Listing Rules, the Stock Exchange may cancel the Company's listing if trading in the Company's shares has remained suspended for 18 continuous months. The 18-month period expires on 5 November 2020. If the Company fails to remedy the issues causing its trading suspension and fully comply with the Listing Rules to the Stock Exchange's satisfaction and resume trading in its shares by 5 November 2020, the Listing Department of the Stock Exchange will recommend the Listing Committee to proceed with the cancellation of the Company's listing. Under Rules 6.01 and 6.10 of the Listing Rules, the Stock Exchange also has the right to impose a shorter specific remedial period where appropriate.

The Company will take appropriate steps to fully comply with the Listing Rules to Stock Exchange's satisfaction in order to have trading in the shares (the "**Shares**") of the Company resumed. The Company will keep the public informed of developments in this regard by making further announcements as and when appropriate.

## **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the Shares has been suspended with effect from 9:00 a.m. on 6 May 2019. Trading in the Shares will remain suspended pending fulfilment of the Resumption Guidance and any supplement or modification thereto.

Considering the present circumstances, (i) Mr. Wei and Ms. Xu are both in absence and the Company has not been able to contact them up to the date of this announcement; and (ii) the resignation of Mr. Wong, the Board considers that the Company is unable to maintain the proper functioning of its board of directors and to ensure compliance with the Listing Rules.

Immediately after the Company became aware of the absence of Mr. Wei and Ms. Xu, the management team of the Company has conducted an internal checking, up to the date of this announcement, except for certain former junior or middle level staff, the Company did not receive any responses from the relevant responsible persons in the PRC. In according with the various press articles reported and the feedback from certain former staff, the relevant government authorities: (i) has suspended the operation of the PRC subsidiaries of the Company; (ii) has seized and sealed up the office of such PRC subsidiaries; and (iii) has dismissed the staff in such PRC subsidiaries. Considering the failure in communication with responsible staff in the PRC and the resignation of Mr. Wong, the Board believes that the continued absence of Mr. Wei and Ms. Xu will have material adverse impact on the business, daily operations and financial positions of the Group.

The day-to-day business operation and management of the Group are undertaken by the senior management team of the Company, among others, Mr. Wong was the vital member of the senior management team holding various core positions in the Company and the then only executive director of the Company who was not in absence. Therefore, the Board is of the view that the resignation of Mr. Wong will have material adverse impact to the operation of the Group.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.**

On behalf of the Board  
**Gold-Finance Holdings Limited**  
**Mr. Niu Zhongjie Mr. Cheung Ying Kwan Mr. Chen Zhao**  
*Independent non-executive Directors*

Hong Kong, 8 May 2019

*At the date of this announcement, the Board comprises Mr. Wei Jie and Ms. Xu Li Yun as executive Directors; and Mr. Niu Zhongjie, Mr. Cheung Ying Kwan and Mr. Chen Zhao as independent non-executive Directors.*