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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 CHANGE IN INTERMEDIATE CONTROLLING SHAREHOLDER OF THE COMPANY

The Company has been informed by Gold-Finance (Hong Kong) Asset Management Limited, the immediate controlling shareholder of the Company, of the change in its shareholder as a result of the transfer of shares on 28 July, 2017.

Zhejiang Jin Cheng (a company indirectly owned as to 90% by Mr. Wei) transferred its 100% issued share capital in Gold-Finance (Hong Kong) to Gold-Finance Industrial, both Zhejiang Jin Cheng and Gold-Finance Industrial Group are companies ultimately controlled by Mr. Wei.

After completion of the Transfer, Gold-Finance Industrial becomes an intermediate controlling shareholder of the Company. However, the immediate and ultimate controlling shareholders of the Company, being Gold-Finance (Hong Kong) and Mr. Wei, remain unchanged. The Directors consider that the Transfer will not have any impact on the financial position and operations of the Group.

This is a voluntary announcement made by Gold-Finance Holdings Limited (the “**Company**”), which together with its subsidiaries are collectively referred to as the “**Group**”.

CHANGE IN INTERMEDIATE CONTROLLING SHAREHOLDER OF THE COMPANY

The Company has been informed by Gold-Finance (Hong Kong) Asset Management Limited (“**Gold-Finance (Hong Kong)**”), the immediate controlling shareholder of the Company, of the change in its shareholder as a result of the completion of the transfer of its entire issued share capital (the “**Transfer**”).

Immediately prior to the Transfer, Mr. Wei Jie (“**Mr. Wei**”), who is the chairman and executive director of the Company, and is the director of Gold-Finance (Hong Kong), through a company which is indirectly owned as to 90% by him, namely Zhejiang Jin Cheng Asset Management Company Limited* (“**Zhejiang Jin Cheng**”), owned entire issued share capital in Gold-Finance (Hong Kong). As at 28 July, 2017, Gold-Finance Industrial Group Co., Limited Holdings Limited (“**Gold-Finance Industrial**”) was indirectly owned as to 90% by Mr. Wei. On

28 July, 2017, Zhejiang Jin Cheng transferred its entire issued share capital in Gold-Finance (Hong Kong) to Gold-Finance Industrial Group, both of which companies ultimately controlled by Mr. Wei.

As a result of the completion of the Transfer on 28 July, 2017, Gold-Finance Industrial becomes an intermediate controlling shareholder of the Company. However, the immediate and ultimate controlling shareholders of the Company, being Gold-Finance (Hong Kong) and Mr. Wei, remain unchanged. Following the completion of the Transfer, the Company continues to be owned as to approximately 55% by Gold-Finance (Hong Kong), the entire issued capital of which is entirely owned by Gold-Finance Industrial, which is ultimately controlled by Mr. Wei.

The directors of the Company (the “**Directors**”) consider that the Transfer will not have any impact on the financial position and operations of the Group.

An application has been submitted to the Executive Director (the “**Executive**”) of the Corporate Finance Division of the Securities and Futures Commission for a ruling under Rule 26 of the Codes on Takeovers and Mergers, and the Executive has confirmed that no obligation to make a general offer for the shares of the Company will arise as a result of the Transfer.

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

Hong Kong, 28 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 purpose only*