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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 POTENTIAL INVESTMENT IN AN INVESTMENT FUND

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 Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“**SFO**”).

POTENTIAL INVESTMENT IN AN INVESTMENT FUND

The board of directors of the Company (the “**Board**”) announces that 杭州金開圓觀投資管理有限公司 (Hangzhou Jinkai Yuanguan Investment Management Company Limited*), an indirectly wholly-owned subsidiary of the Company established under the laws of the People’s Republic of China (the “**PRC**”) (the “**Subsidiary**”), intends to make an application (the “**Potential Investment**”) to contribute not more than RMB100 million for the subscription of the participating shares as a Class A2 Limited Partner of

金誠聚寶盆私募基金(一期)(Jincheng Jubaopeng Investment Private Fund (Phase One)*) (the “**Fund**”). The target Fund size is approximately RMB1 billion and the main objective of the Fund is to invest in public-private partnership related unique town projects. The below is the general information of the Fund:

General partner and fund manager of the Fund:	北京嘉軒財富資產管理有限公司 (Beijing Jiaxuan Caifu Asset Management Company Limited*), as the sole general partner and fund manager of the Fund (the “ General Partner ”), is responsible for the management, operation and administration of the Fund. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the General Partner is third party independent of the Company and its connected person and has obtained the necessary licences and qualifications in the PRC for the management of the Fund.
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Limited partners of the Fund:	There are two types of limited partners in the Fund (the “ Limited Partner ”). One is the Class A1 Limited Partner as the preferential limited partner and the other is the Class A2 Limited Partner as the deferred limited partner. The Limited Partners shall not be involved in the management and operations of the Fund.
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Priority of distribution of income:	Any distribution of income by the Fund shall be made in accordance with following priority: (i) Management fee of the General Partner and other operating cost of the Fund; (ii) Investment capital and return of the Class A1 Limited Partner of the Fund, the preferential limited partner; and (iii) Investment capital and return of the Class A2 Limited Partner, the deferred limited partner.
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REASONS FOR THE POTENTIAL INVESTMENT

The Group is principally engaged in the provision of building services and provision of investment and asset management services.

The Board considers that the Potential Investment is in line with the Group’s objective to grow its investment return by adopting a proactive but prudent approach in investments. Considering that the Fund will be well-managed by investment professionals, the Board expects that the Potential Investment will diversify the Group’s investment risk and further enhance the rate of return of the Group’s investment through access to a wider variety of investment channels in which the Group may not have access at present. The Potential Investment also provides the Group with an opportunity to manage its excess liquidity.

POSSIBLE IMPLICATIONS UNDER THE LISTING RULES

The Potential Investment, if materialised, may constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules. As at the date of this announcement, no binding limited partnership agreement has been entered into in relation to the Fund. Further announcement will be made by the Company in accordance with the Listing Rules and Part XIVA of the SFO as and when appropriate.

The Potential Investment may or may not materialise as no legally binding limited partnership agreement has been executed and discussions are still in progress. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 12 December 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*