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GOLD-FINANCE HOLDINGS LIMITED
金誠控股有限公司

(Provisional Liquidators Appointed)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1462)

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND EXECUTIVE DIRECTOR**

Gold-Finance Holdings Limited (Provisional Liquidators Appointed) (the "**Company**") hereby announces that Mr. Huen Clay ("**Mr. Huen**") has tendered his resignation as an independent non-executive director of the Company ("**INED**") and Mr. Shi Wai Lim, William ("**Mr. Shi**") has tendered his resignation as executive director of the Company with effect from 4 March 2021 and 8 March 2021 respectively in order to devote more time to their other business commitments which will require their substantial involvement onwards.

Both Mr. Huen and Mr. Shi have confirmed that they have no disagreement with the board (the "**Board**") of directors of the Company (the "**Directors**" and each a "**Director**") and there is no other matter in relation to their resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or the shareholders of the Company.

Following the resignation of Mr. Huen and as at the date of this announcement, the Company fails to meet the requirements of

- (i) Rule 3.10 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") that the Board must include at least three INEDs and at least one of the INEDs must have appropriate professional qualifications or accounting or related financial management expertise;
- (ii) Rule 3.10A of the Listing Rules that INEDs must represent at least one-third of the Board;
- (iii) Rule 3.21 of the Listing Rules that the audit committee must comprise a minimum of three members and at least one of whom is an INED with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules;
- (iv) Rule 3.25 of the Listing Rules that remuneration committee must comprise a majority of INEDs; and
- (v) having INEDs representing majority of the members of the nomination committee under code provision A5.1 of Appendix 14 Corporate Governance Code and Corporate Governance Report of the Listing Rules.

Continued Suspension of Trading of the Shares

Trading in the Shares has been suspended since 9:00 a.m. on 6 May 2019. Trading in the Shares will remain suspended pending fulfilment of the resumption guidance as disclosed in the announcements of the Company dated 8 May 2019, 5 July 2019 and 24 July 2019 and any supplement or modification thereto.

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

For and on behalf of
Gold-Finance Holdings Limited
(Provisional Liquidators Appointed)
Lai Kar Yan (Derek)
Ho Kwok Leung Glen
Yip Wa Ming (Ben)
Joint and Several Provisional Liquidators
acting as agents without personal liability

Hong Kong, 11 March 2021

As at the date of this announcement, the executive Directors of the Company are Mr. Wei Jie and Ms. Xu Li Yun; and the independent non-executive Director of the Company is Mr. Leung Kwok Chung