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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)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of Gold-Finance Holdings Limited (the “**Company**”) hereby announces that Mr. Cheung Ying Kwan (“**Mr. Cheung**”), Mr. Niu Zhongjie (“**Mr. Niu**”) and Mr. Chen Zhao (“**Mr. Chen**”) have tendered their resignation as an independent non-executive Directors of the Company with effect from 15 May 2019 on the following grounds:

1. The Company has been unable to reach Mr. Wei Jie and Ms. Xu Li Yun, the two executive Directors of the Company, since 28 April 2019 as per the announcement of the Company dated 29 April 2019. As at the date of this announcement, all executive directors of the Company are either in absence or has resigned, the Board considers the Company unable to maintain proper functioning of its Board and to ensure compliance with the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) as per the announcement of the Company dated 8 May 2019;
2. Mr. Wong Kam Ting, the former executive director, financial controller, company secretary, authorized representative and process agent of the Company resigned from his post on 2 May 2019. The Company has no authorized representative, company secretary, process agent and financial controller from 2 May 2019; and
3. The Company has failed to receive any responses from the relevant responsible staff in the PRC as disclosed in the announcement of the Company dated 8 May 2019.

Upon their resignation, (i) Mr. Cheung will cease to act as the chairman of the audit committee (the “**Audit Committee**”) of the Board and as a member of the remuneration committee (the “**Remuneration Committee**”) of the Board; (ii) Mr. Niu will cease to act as the chairman of the Remuneration Committee and as a member of each of the Audit Committee and nomination committee (the “**Nomination Committee**”) of the Board; and (iii) Mr. Chen will cease to act as a member of each of the Audit Committee and Nomination Committee.

Mr. Cheung, Mr. Niu and Mr. Chen have confirmed that they have no dispute or disagreement with the Company and there is no matter relating to their resignation that needs to be brought to the attention of the Stock Exchange and the shareholders of the Company.

The Company will need to select suitable candidate to fill the vacancies as soon as practicable with the relevant appointments to be made for the purpose of re-complying with the relevant Listing Rules. The Company will make further announcement(s) as and when appointments are made.

At the request of the Company, trading in the shares (“**Shares**”) of the Company 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 as disclosed in the announcement of the Company dated 8 May 2019 and any supplement or modification thereto.

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

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, 15 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.