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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)**

### **GRANT OF SHARE OPTIONS**

This announcement is made pursuant to Rule 17.06A of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of Gold-Finance Holdings Limited (the “**Company**”) announces that on 17 February 2017 (the “**Date of Grant**”), the Company offered to grant a total of 5,000,000 share options (the “**Share Options**”) under the share option scheme adopted by the Company on 22 September 2014 to certain eligible persons (the “**Grantees**”), subject to acceptance by the Grantees. The Grantees are entitled, subject to the terms and conditions of the grant and upon exercise, to subscribe for a total of 5,000,000 ordinary shares (the “**Shares**”) in the share capital of the Company, representing approximately 0.125% of the 4,000,000,000 Shares in issue at the Date of Grant. A summary of such grant is set out below:

Date of Grant	:	17 February 2017
Exercise price of Share Options granted	:	HK\$2.00 per Share, is not less than the highest of: (i) the closing price of HK\$1.27 per Share as quoted in the Stock Exchange’s daily quotations sheet on the Date of Grant; (ii) the average closing price of HK\$1.302 per Share as quoted in the Stock Exchange’s daily quotations sheets for the five trading days immediately preceding the Date of Grant; and (iii) the nominal value of HK\$0.001 per Share
Closing price of the Shares on the Date of Grant	:	HK\$1.27 per Share

- Validity period of the Share Options : The Share Options are exercisable for a period commencing from the Date of Grant and expiring on 16 February 2027 (both days inclusive)
- Restrictions as to the exercise of the Share Options : No Share Options shall be exercised if as a result of which (i) the Grantee and the parties acting in concert with him (as defined in the Hong Kong Code of Takeovers and Mergers (the “**Takeovers Code**”)) will be obliged to make a general offer for all the Shares and other securities not already owned by them under Rule 26 of the Takeovers Code; or (ii) the aggregate holding of the Shares by him and his associates (as defined in the Listing Rules) may cause the Company failing to maintain the minimum public float as stipulated by the Listing Rules

Among the 5,000,000 Share Options, 2,500,000 Share Options were granted to Mr. Wei Jie, the chairman, executive Director and controlling shareholder of the Company and 2,500,000 Shares Options were granted to Ms. Xu Li Yun, the executive Director.

Each Share Option shall entitle the Grantees to subscribe for one Share upon exercise of such Share Option at a subscription price of HK\$2.00 per Share.

The total number of Shares to be issued upon exercise of the Share Options granted to Mr. Wei in any 12-month period neither exceeds 0.1% of the total number of the Shares in issue as at the Date of Grant and nor having an aggregate value, based on the closing price of the Shares as at the Date of Grant, in excess of HK\$5,000,000.

The grant of Share Options to each of the Grantees has been approved by the independent non-executive Directors in accordance with Rule 17.04(1) of the Listing Rules. Save as disclosed in this announcement, none of the Grantees is a Director, a chief executive or a substantial shareholder of the Company, nor an associate (as defined in the Listing Rules) of any of them.

By Order of the Board  
**Gold-Finance Holdings Limited**  
**WEI Jie**  
*Chairman and Executive Director*

Hong Kong, 19 February 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.*