

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

金邦達 Goldpac

Goldpac Group Limited

金邦達寶嘉控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 3315)

VOLUNTARY ANNOUNCEMENT

ACQUISITION OF 19.68% EQUITY INTEREST IN SICHUAN ZHONGRUAN TECHNOLOGY LIMITED

This announcement is made by Goldpac Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis to keep shareholders and potential investors of the Company informed of the Group’s latest business development.

GOLDPAC ACQUIRES 19.68% EQUITY INTEREST IN SICHUAN ZHONGRUAN TECHNOLOGY LIMITED

The Board of Directors (the “**Board**”) is pleased to announce that, on 13 August 2015, Goldpac Secur-Card (Zhuhai) Limited (“**Goldpac Secur-Card**”), a direct wholly-owned subsidiary of the Company, entered into a capital increase agreement (the “**Capital Increase Agreement**”) with, among others, Sichuan Zhongruan Technology Limited (“**SCZR**”) and China National Software & Service Co., Ltd (“**CS&S**”), pursuant to which, among other things, Goldpac Secur-Card agreed to contribute RMB29.92 million in cash to SCZR’s share capital, resulting in Goldpac Secur-Card’s obtaining of 19.68% of the equity interest in SCZR and becoming the second largest shareholder of SCZR after CS&S. In addition, Goldpac Secur-Card shall gain 2 out of 7 seats in SCZR’s board of directors after the completion of the aforesaid increase of the share capital of SCZR pursuant to the Capital Increase Agreement.

BACKGROUND

SCZR is a company established under the laws of the People’s Republic of China (the “**PRC**”) in January 2011. As at the date of this announcement, its core scope of business includes, among other things, software development, city intelligent project construction, smart city core PAAS, city information system & intelligent operation integrated solutions, software & platform development and

solutions based on 3S¹ and Internet of Things². As at the date of this announcement, SCZR is owned as to 42.5% by CS&S, which is listed on Shanghai Stock Exchange with the stock code of 600536 and owned as to 47.16% by China Electronics Corporation as at 31 March 2015, 27.5% by Guorun Technology Development Limited and 30% by Mr. Zeng Yi and other three individuals.

SCZR is seeking to raise fund of RMB52 million by increasing its share capital to accelerate its development. Goldpac Secur-Card will be holding 19.68% of the equity interest of SCZR after the completion of the aforesaid increase of the share capital of SCZR pursuant to the Capital Increase Agreement.

REASONS FOR AND BENEFITS OF THE ACQUISITION OF THE EQUITY INTEREST IN SCZR

The Board considers that it is of strategic significance for the Group to invest in SCZR for the following reasons:

- (1) Promoting the Group's comprehensive cooperation with CS&S and accelerating the Group's development in the software, smart city and payment platform domains.
- (2) Merging the Group's current business with cutting-edge technologies of Cloud, online payment and O2O (Online To Offline), and reinforcing the Group's payment and secure products cycle, and applying successful experience into different geographical regions and industrial domains.
- (3) Beneficial to the expansion of the smart card business and secure payment total solution business of the Group.

To the best of the knowledge, information and belief of the directors of the Company having made all reasonable enquiries, the parties to the Capital Increase Agreement and their ultimate beneficial owner(s) are third parties independent of the Company and connected persons.

¹ 3S, Remote Sensing RS, Geographical Information System GIS and Global Positioning System GPS.

² Interest of Thing, as defined by Wikipedia, the Internet of Things (IoT) is the network of physical objects or "things" embedded with electronics, software, sensors, and connectivity to enable objects to exchange data with the manufacturer, operator and/or other connected devices based on the infrastructure of International Telecommunication Union's Global Standards Initiative.

IMPLICATIONS UNDER THE LISTING RULES

As none of the applicable percentage ratio(s) (as calculated in accordance with Rule 14.07 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) for the transaction contemplated under the Capital Increase Agreement exceeds 5%, the transaction contemplated under the Capital Increase Agreement does not constitute a notifiable transaction of the Company under Chapter 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The Board wishes to make a voluntary disclosure to keep shareholders and potential investors of the Company informed of the Group's latest business development.

By Order of the Board
Goldpac Group Limited
Lu Run Ting
Chairman and Executive Director

Hong Kong, 13 August 2015

As at the date of this announcement, the executive Directors of the Company are Mr. Lu Run Ting, Mr. Hou Ping, Mr. Lu Runyi and Mr. Lu Xiaozhong; the non-executive Directors of the Company are Mr. Christophe Jacques Pagezy and Mr. Ting Tao I; and the independent non-executive Directors of the Company are Mr. Mak Wing Sum Alvin, Mr. Zhu Lijun and Mr. Liu John Jianhua.