

Reference is made to the prospectus of PF Group Holdings Limited (the “Company”) dated 12 December 2016 (the “Prospectus”). Unless otherwise defined, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the Prospectus.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company 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.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares or other securities of the Company. Potential investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.

Prospective investors of the Placing Shares should note that Joint Lead Managers (for themselves and on behalf of the Underwriters) are entitled to terminate the Underwriting Agreement by giving notice in writing to the Company upon the occurrence of any of the events stated in the paragraph headed “Grounds for termination” in the “Underwriting” section of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date.



PF Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING

Number of Placing Shares : 500,000,000 Placing Shares
Placing Price : HK\$0.15 per Placing Share,
excluding brokerage of 1%, SFC
transaction levy of 0.0027% and
Stock Exchange trading fee of
0.005%
Nominal value : HK\$0.01 per Share
Stock code : 8221

Sponsor

AmCap

Ample Capital Limited
豐盛融資有限公司

Joint Bookrunners

AmCap
Ample Orient Capital Limited

平安證券有限公司
Ping An Securities Limited

Joint Lead Managers

AmCap
Ample Orient Capital Limited

平安證券有限公司
Ping An Securities Limited

 **潮商證券有限公司**
ChaoShang Securities Limited

Co-manager

 **WealthLink**
Securities Limited

Financial Adviser

VEDA | CAPITAL
智略資本

SUMMARY

- The Placing Price has been determined at HK\$0.15 per Placing Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).
- Based on the Placing Price of HK\$0.15 per Placing Share, the net proceeds from the Placing to be received by the Company, after deducting the underwriting fees and other expenses payable by the Group in relation to the Listing, are estimated to be approximately HK\$55.3 million. The Company intends to apply the net proceeds from the Placing in accordance with the purposes set forth in the section headed “Reasons for the Placing and Use of Proceeds” in the Prospectus.
- The 500,000,000 Placing Shares offered by the Company under the Placing have been fully subscribed.
- Pursuant to the Placing, 500,000,000 Placing Shares have been conditionally allocated to a total of 114 selected professional, institutional and other investors in Hong Kong. A total of 64 placees have been allotted five board lots of Shares or less, representing approximately 56.14% of the total number of placees under the Placing. These placees have been allocated 0.41% of the Placing Shares under the Placing. A total of 48 placees have been allotted one board lot of Shares, representing approximately 42.11% of the total number of placees under the Placing. These placees have been allocated 0.19% of the Placing Shares under the Placing.
- The Offer Size Adjustment Option has not been exercised by the Joint Lead Managers and has lapsed.
- The Directors confirm that, to the best of their knowledge and belief, all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, Substantial Shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective close associates (as defined in the GEM Listing Rules), and are not any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing, and none of the Placing Shares subscribed by the placees has been financed directly or indirectly by any of the Directors, chief executive, Controlling Shareholders, Substantial Shareholders or significant shareholders of the Company or any of its subsidiaries or their respective close associates, and none of the placees is accustomed to taking

instructions from any of the Directors, chief executive, Controlling Shareholders, Substantial Shareholders or significant shareholders of the Company or any of its subsidiaries or their respective close associates in relation to the acquisition, disposal, voting or other disposition of Shares registered in his/her/its name or otherwise held by him/her/it. No placee, individually, has been or will be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing. The Directors confirm that there will not be any new Substantial Shareholder within the meaning of the GEM Listing Rules immediately after completion of the Capitalisation Issue and the Placing.

- Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of at least 25% of its total number of issued Shares at the time of Listing and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of Listing shall be beneficially owned by the three largest public shareholders. The Directors confirm that, immediately after completion of the Capitalisation Issue and the Placing, the public float of the Company will be 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of Listing will be beneficially owned by the three largest public Shareholders. Therefore the Company is in compliance with Rule 11.23(7) and Rule 11.23(8) of the GEM Listing Rules.
- No receipt will be issued for subscription monies for the Placing Shares. The Company will not issue temporary documents of title.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Friday, 6 January 2017. The Shares will be traded in board lots of 20,000 Shares each. The stock code for the Shares is 8221.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

PLACING PRICE AND USE OF NET PROCEEDS

The Placing Price has been determined at HK\$0.15 per Placing Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).

Based on the Placing Price of HK\$0.15 per Placing Share, the net proceeds from the Placing to be received by the Company, after deducting the underwriting fees and other expenses payable by the Group in relation to the Listing, are estimated to be approximately HK\$55.3 million. The Company intends to apply the net proceeds from the Placing in accordance with the purposes set forth in the section headed “Reasons for the Placing and Use of Proceeds” in the Prospectus in the following manner:

- (a) approximately HK\$48.1 million or approximately 87.0% of the net proceeds will be used for the expansion of the Group’s margin financing services. As margin receivable, subject to FRR calculation is classified as liquid assets under the FRR, the funds designated for margin financing also has the effect of improving the Group’s liquid capital and thus raising its capacity of undertaking underwriting activities;
- (b) approximately HK\$1.7 million or approximately 3.0% of the net proceeds will be used to upgrade the Group’s IT systems; and
- (c) approximately HK\$5.5 million or approximately 10.0% of the net proceeds will be used as general working capital of the Group.

LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING

The 500,000,000 Placing Shares offered by the Company under the Placing have been fully subscribed.

As at the date of this announcement, the Offer Size Adjustment Option has not been exercised by the Joint Lead Managers and has lapsed.

RESULTS OF ALLOCATION

Pursuant to the Placing, 500,000,000 Placing Shares have been conditionally allocated to a total of 114 selected professional, institutional and other investors in Hong Kong. A total of 64 placees have been allotted five board lots of Shares or less, representing approximately 56.14% of the total number of placees under the Placing. These placees have been allocated 0.41% of the Placing Shares under the Placing. A total of 48 placees have been allotted one board lot of Shares, representing approximately 42.11% of the total number of placees under the Placing. These placees have been allocated 0.19% of the Placing Shares under the Placing. The distribution of the Placing Shares is set forth as below:

	Aggregate number of Placing Shares allocated	Approximate percentage of the total number of Placing Shares allocated	Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing
Top placee	35,000,000	7.00%	1.75%
Top 3 placees	101,600,000	20.32%	5.08%
Top 5 placees	167,900,000	33.58%	8.40%
Top 10 placees	295,900,000	59.18%	14.80%
Top 25 placees	438,900,000	87.78%	21.95%

Number of Placing Shares allocated	Number of Placees	Approximate percentage of the total number of Placing Shares allocated
20,000 to 1,000,000	75	1.28%
1,000,001 to 10,000,000	22	21.16%
10,000,001 to 20,000,000	9	25.78%
20,000,001 to 30,000,000	1	5.00%
30,000,001 and above	<u>7</u>	<u>46.78%</u>
Total:	<u>114</u>	<u>100.00%</u>

The Directors confirm that, to the best of their knowledge and belief, all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, Substantial Shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective close associates (as defined in the GEM

Listing Rules), and are not any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing, and none of the Placing Shares subscribed by the placees has been financed directly or indirectly by any of the Directors, chief executive, Controlling Shareholders, Substantial Shareholders or significant shareholders of the Company or any of its subsidiaries or their respective close associates, and none of the placees is accustomed to taking instructions from any of the Directors, chief executive, Controlling Shareholders, Substantial Shareholders or significant shareholders of the Company or any of its subsidiaries or their respective close associates in relation to the acquisition, disposal, voting or other disposition of Shares registered in his/her/its name or otherwise held by him/her/it. No placee, individually, has been or will be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing. The Directors confirm that there will not be any new Substantial Shareholder within the meaning of the GEM Listing Rules immediately after completion of the Capitalisation Issue and the Placing.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of at least 25% of its total number of issued Shares at the time of Listing and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of Listing shall be beneficially owned by the three largest public shareholders. The Directors confirm that, immediately after completion of the Capitalisation Issue and the Placing, the public float of the Company will be 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of Listing will be beneficially owned by the three largest public Shareholders. Therefore the Company is in compliance with Rule 11.23(7) and Rule 11.23(8) of the GEM Listing Rules.

DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the approval of the listing of, and permission to deal in, the Shares on GEM and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date (i.e. Friday, 6 January 2017) or on any other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

No receipt will be issued for subscription monies for the Placing Shares. The Company will not issue temporary documents of title.

The share certificates issued in respect of the Placing Shares will be deposited into CCASS on Thursday, 5 January 2017 for credit to the respective CCASS participants' or the CCASS Investor Participants' stock accounts designated by the Joint Lead Managers (for themselves and on behalf of the Underwriters), the placees or their respective agents (as the case may be).

Prospective investors of the Placing Shares should note that the Joint Lead Managers (for themselves and on behalf of the Underwriters) are entitled to terminate their obligations under the Underwriting Agreement by notice in writing to the Company given by the Joint Lead Managers (for themselves and on behalf of the Underwriters), upon the occurrence of any of the events set forth under the section headed "Underwriting — Underwriting Arrangements and Expenses — Grounds for termination" of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Friday, 6 January 2017. In the event that the Underwriting Agreement is terminated, the Placing will lapse and thereafter, all monies received will be refunded to applicants of the Placing without interests and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.pfs.com.hk accordingly.

All share certificates for the Placing Shares will only become valid certificates of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms at or before 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Friday, 6 January 2017.

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Friday, 6 January 2017. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the Stock Exchange's Website at www.hkexnews.hk and the Company's website at www.pfs.com.hk. Shares will be traded in board lots of 20,000 Shares each. The stock code for the Shares is 8221.

By order of the Board
PF Group Holdings Limited
Lo Tak Wing Benson
Chairman and Executive Director

Hong Kong, 5 January 2017

As at the date of this announcement, the executive Directors are Mr. Lo Tak Wing Benson and Mr. Lo Shiu Wing Chester; the non-executive Director is Mr. Khoo Ken Wee; and the independent non-executive Directors are Mr. Ma Wai Hung Vincent, Mr. Mok Kwai Pui Bill and Mr. Ng Shu Bun Andrew.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or in this announcement misleading.

This announcement will remain on the Stock Exchange's website at www.hkexnews.hk and in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the day of its posting. This announcement will also be published on the Company's website at www.pfs.com.hk.