

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 29 March 2017 (the “**Prospectus**”) issued by F8 Enterprises (Holdings) Group Limited (the “**Company**”).

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 any Shares or other securities of the Company. Potential investors should read the Prospectus for detailed information about the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby being offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States. This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States.

## **F8 ENTERPRISES (HOLDINGS) GROUP LIMITED**

**F 8 企 業 ( 控 股 ) 集 團 有 限 公 司**

*(Incorporated in the Cayman Islands with limited liability)*

### **LISTING BY WAY OF SHARE OFFER ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

Number of Offer Shares : 200,000,000 Shares  
Number of Placing Shares : 180,000,000 Shares (subject to reallocation)  
Number of Public Offer Shares : 20,000,000 Shares (subject to reallocation)  
Offer Price : Not more than HK\$0.40 per Offer Share and  
expected to be not less than HK\$0.30 per  
Offer Share, plus brokerage of 1%, SFC  
transaction levy of 0.0027% and Stock  
Exchange trading fee of 0.005% (payable in  
full on application in Hong Kong dollars and  
subject to refund)  
Nominal value : HK\$0.01 each  
Stock code : 8347

*Sole Sponsor*



*Sole Global Coordinator, Sole Bookrunner and Sole Lead Manager*



Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued on the GEM pursuant to the Share Offer, the Capitalisation Issue and any new Shares which may be allotted and issued pursuant to the exercise of options that may be granted under the Share Option Scheme as described in the Prospectus.

The Share Offer comprises the Public Offer of initially 20,000,000 Public Offer Shares representing 10% of the total number of Offer Shares made available under the Share Offer (subject to reallocation), and the Placing of initially 180,000,000 Placing Shares, representing 90% of the total number of Offer Shares under the Share Offer (subject to reallocation). The allocation of the Shares between the Public Offer and the Placing is subject to adjustment as stated in the section headed “Structure and conditions of the Share Offer — Re-allocation of the Offer Shares between Placing and Public Offer” of the Prospectus.

Applicants who would like the allotted Public Offer Shares to be issued in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like the allotted Public Offer Shares to be registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or their designated CCASS Participant’s stock accounts maintained with CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Printed copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 29 March 2017 until 12:00 noon on Monday, 3 April 2017 at:

(a) the following office of the Public Offer Underwriters:

**Guotai Junan Securities (Hong Kong) Limited**

27/F., Low Block, Grand Millennium Plaza  
181 Queen’s Road Central  
Hong Kong

**Bluemount Securities Limited**

Flat C & D, 12/F  
Hang Seng Tsuen Wan Building  
289 Sha Tsui Road, Tsuen Wan  
New Territories  
Hong Kong

**Eternal Pearl Securities Limited**

19/F, 88 Gloucester Road  
Wanchai  
Hong Kong

(b) any of the following branches of Standard Chartered Bank (Hong Kong) Limited, the receiving bank for the Public Offer:

District	Branch Name	Address
Hong Kong Island	Hennessy Road Branch	399 Hennessy Road, Wanchai
Kowloon	Mei Foo Stage I Branch	G/F, 1C Broadway, Mei Foo Sun Chuen Stage I Lai Chi Kok
New Territories	Metroplaza Branch	Shop No. 175, Level 1, Metroplaza 223 Hing Fong Road, Kwai Chung

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 29 March 2017 until 12:00 noon on Monday, 3 April 2017 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or your stockbroker.

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "HORSFORD NOMINEES LIMITED — F8 ENTERPRISES PUBLIC OFFER" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following dates and times:

**Wednesday, 29 March 2017 — 9:00 a.m. to 5:00 p.m.**  
**Thursday, 30 March 2017 — 9:00 a.m. to 5:00 p.m.**  
**Friday, 31 March 2017 — 9:00 a.m. to 5:00 p.m.**  
**Saturday, 1 April 2017 — 9:00 a.m. to 1:00 p.m.**  
**Monday, 3 April 2017 — 9:00 a.m. to 12:00 noon**

The application lists will be open from 11:45 a.m. to 12:00 noon on Monday, 3 April 2017, the last application day or such later time as described in the section headed "How to apply for Public Offer Shares — 9. Effect of bad weather on the opening of the application lists" of the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Wednesday, 29 March 2017 until 12:00 noon on Monday, 3 April 2017 or such later time as described in the section headed "How to apply for Public Offer Shares — 9. Effect of bad weather on the opening of the application lists" of the Prospectus.

If you are **not a CCASS Investor Participant**, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Public Offer Shares on your behalf.

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to the Company, the Sole Global Coordinator, the Sole Bookrunner, the Sole Lead Manager and the Hong Kong Branch Share Registrar.

Please refer to the sections headed “Structure and conditions of the Share Offer” and “How to apply for Public Offer Shares” of the Prospectus for details of the conditions and procedures of the Public Offer.

The Company will disclose in the announcement of the results of allocations and the basis of allocation of the Public Offer Shares on Tuesday, 11 April 2017.

The Offer Price will not be more than HK\$0.40 per Offer Share and is expected to be not less than HK\$0.30 per Offer Share. Applicants for Public Offer Shares under the Public Offer are required to pay, on application, the maximum Offer Price of HK\$0.40 per Offer Share (plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%). If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is lower than the maximum Offer Price of HK\$0.40 per Offer Share, appropriate refund payments (including the brokerage fee, SFC transaction levy and Stock Exchange trading fee attributable to the excess application monies) will be made to applicants, without interest. Please refer to section headed “How to apply for Public Offer Shares — 12. Refund of Application Monies” of the Prospectus.

The final Offer Price is expected to be determined by agreement between the Company and the Sole Global Coordinator, the Sole Bookrunner and the Sole Lead Manager (for themselves and on behalf of the Underwriters) on the Price Determination Date, which is currently expected to be on or around Monday, 3 April 2017 (Hong Kong time), or such later date as the parties may agree.

Share certificates for the Offer Shares distributed pursuant to the Share Offer will only become valid documents of title when the Share Offer has become unconditional in all respects and the Underwriting Agreements have not been terminated in accordance with their terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Wednesday, 12 April 2017. The Company will not issue any temporary document of title. No receipt will be issued for the subscription monies received in respect of the Offer Shares.

Application for the Public Offer Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus and the Application Forms. The Share Offer is conditional upon the fulfillment of the conditions set forth under the section headed “Structure and conditions of the Share Offer — Conditions of the Share Offer” of the Prospectus.

The Offer Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreements. Prospective investors of the Offer Shares should note that the Sole Global Coordinator, the Sole Bookrunner and the Sole Lead Manager (for themselves and on behalf of the Underwriters) are entitled, in their sole and absolute discretion, to terminate the Underwriters’ obligations under the Underwriting Agreements by notice in writing to the Company, upon the occurrence of any of the events set forth under section headed “Underwriting — Underwriting arrangement 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. Wednesday, 12 April 2017. If, for any reason, the Offer Price is not agreed between the Company and the Sole Global Coordinator, the Sole Bookrunner and the Sole Lead Manager (for themselves and on behalf of the Underwriters) on Monday, 3 April 2017, or such later date as may be agreed between the Company and the Sole Global Coordinator, the Sole Bookrunner and the Sole Lead Manager (for themselves and on behalf of the Underwriters),

the Share Offer will not become unconditional and will lapse. In the event that the terms and conditions of the Share Offer as mentioned therein are not fulfilled or waived by the Sole Global Coordinator, the Sole Bookrunner and the Sole Lead Manager (for themselves and on behalf of the other Underwriters) (as the case may be) on or before such dates and times, the Share Offer will lapse and all monies received will be refunded to the applicants of the Share Offer without interest and the Stock Exchange will be notified immediately. If the Share Offer does not become unconditional or the Underwriting Agreements are terminated in accordance with their terms, the Company will make an announcement as soon as possible on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.f8.com.hk](http://www.f8.com.hk) on the next business day following the date of such lapse.

Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM and the Company's 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. Wednesday, 12 April 2017 or 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.

The announcement of the final Offer Price, the level of indications of interest in the Placing, the level of applications, the basis of allotment and the results of applications in the Public Offer will be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.f8.com.hk](http://www.f8.com.hk) on Tuesday, 11 April 2017.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers (where appropriate) of successful applicants under the Public Offer will be made available on Tuesday, 11 April 2017 in the manner described in the section headed "How to apply for Public Offer Shares — 10. Publication of results" of the Prospectus.

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Wednesday, 12 April 2017, dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Wednesday, 12 April 2017. The Shares will be traded in board lots of 8,000 Shares each. The GEM stock code of the Shares is 8347.

By order of the Board  
**F8 Enterprises (Holdings) Group Limited**  
**Fong Chun Man**  
*Chairman and Executive Director*

Hong Kong, 29 March 2017

*As at the date of this announcement, the executive Directors are Mr. Fong Chun Man, Ms. Lo Pui Yee and, Mr. Chan Chi Fai, and the independent non-executive Directors are Mr. Chui Chi Yun, Robert, Mr. Kwong Yuk Lap and Mr. Wang Anyuan.*

*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 which 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 this announcement misleading.*

*This announcement and a copy of the Prospectus will remain on the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) and, in the case of this announcement, on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at [www.f8.com.hk](http://www.f8.com.hk).*