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COFI FORTIS HOLDINGS LIMITED
(中 建 富 通 集 團 有 限 公 司)

*(Incorporated in the Cayman Islands and
continued in Bermuda with limited liability)*

(Stock Code: 00138)

**COMPLETION OF PLACING OF EXISTING SHARES AND
TOP-UP SUBSCRIPTION OF NEW SHARES
UNDER GENERAL MANDATE**

Sole Placing Agent

SUNWAH KINGSWAY
新華滙富

KINGSWAY FINANCIAL SERVICES GROUP LIMITED

COMPLETION OF THE PLACING AND THE SUBSCRIPTION

The Board is pleased to announce that completion of the Placing took place on 17 November 2014 and completion of the Subscription took place on 21 November 2014. The Company received total net proceeds of approximately HK\$66.0 million from the Subscription and intends to utilize the net proceeds from the Subscription as general working capital and funding business need for the Group.

Reference is made to the announcement of the Company dated 12 November 2014 (the “**Announcement**”) in relation to, among other things, the Placing and the Subscription. Unless otherwise defined herein, capitalized terms used in the announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE PLACING AND THE SUBSCRIPTION

The Board is pleased to announce that completion of the Placing took place on 17 November 2014 and as all conditions of the Subscription have been fulfilled, completion of the Subscription took place on 21 November 2014.

A total of 75,000,000 Sale Shares have been successfully placed at the Placing Price of HK\$0.90 per Share to not less than six independent placees which are professional, institutional and/or individual investors. The Placees and their ultimate beneficial owners are third parties independent of the Company and its connected persons, and independent of and not acting in concert (as defined in the Hong Kong Code on Takeovers and Mergers) with the Vendor and parties acting in concert with it. None of the Placees has become a substantial shareholder of the Company upon completion of Placing.

Further, all the conditions of the Subscription have been fulfilled and completion of the Subscription took place on 21 November 2014. A total of 75,000,000 Subscription Shares (equal to the number of the Sale Shares successfully placed under the Placing) were subscribed by the Vendor at HK\$0.90 per Subscription Share.

The Sale Shares (which is equal to the number of the Subscription Share) represent (i) approximately 9.90% of the total number of issued Shares immediately after completion of the Placing but before completion of the Subscription; and (ii) approximately 9.01% of the total number of issued Shares as enlarged by the issue of the Subscription Shares.

The total gross proceeds from the Subscription are approximately HK\$67.5 million and the net proceeds from the Subscription are approximately HK\$66.0 million. The Company intends to use the net proceeds from the Subscription as general working capital and funding business need for the Group.

EFFECTS OF THE PLACING AND THE SUBSCRIPTION ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) as at the date of the Announcement; (ii) immediately after completion of the Placing but before completion of the Subscription; and (iii) immediately after completion of both the Placing and the Subscription are as follows:

<u>Shareholders</u>	As at the date of the Announcement		After completion of the Placing but before completion of the Subscription		After completion of both the Placing and the Subscription	
	<u>No. of Shares</u>	<u>%</u>	<u>No. of Shares</u>	<u>%</u>	<u>No. of Shares</u>	<u>%</u>
Vendor- Capital Force International Limited (<i>Note</i>)	96,868,792	12.79%	21,868,792	2.89%	96,868,792	11.64%
New Capital Industrial Limited (<i>Note</i>)	171,357,615	22.62%	171,357,615	22.62%	171,357,615	20.59%
Capital Winner Investments Limited (<i>Note</i>)	177,798,672	23.47%	177,798,672	23.47%	177,798,672	21.36%
Mr. Mak	8,475,652	1.12%	8,475,652	1.12%	8,475,652	1.02%
Sub-total for the Vendor and parties acting in concert with it	454,500,731	60.00%	379,500,731	50.10%	454,500,731	54.60%
Other Directors:						
Tam Ngai Hung, Terry	500,000	0.07%	500,000	0.07%	500,000	0.06%
William Donald Putt	591,500	0.08%	591,500	0.08%	591,500	0.07%
Sub-total for other directors	1,091,500	0.15%	1,091,500	0.15%	1,091,500	0.13%
Total non-public shareholders	455,592,231	60.15%	380,592,231	50.25%	455,592,231	54.73%
The Places	-	0.00%	75,000,000	9.90%	75,000,000	9.01%
Other Public Shareholders	301,802,676	39.85%	301,802,676	39.85%	301,802,676	36.26%
TOTAL	757,394,907	100.00%	757,394,907	100.00%	832,394,907	100.00%

Note: The Vendor, New Capital Industrial Limited and Capital Winner Investments Limited are corporations wholly-owned by Mr. Mak beneficially.

By Order of the Board of
CCT FORTIS HOLDINGS LIMITED
Tam Ngai Hung, Terry
Director

Hong Kong, 21 November 2014

As at the date of this announcement, the executive directors are Mr. Mak Shiu Tong, Clement, Mr. Tam Ngai Hung, Terry, Ms. Cheng Yuk Ching, Flora and Dr. William Donald Putt and the independent non-executive directors are Mr. Tam King Ching, Kenny, Mr. Chow Siu Ngor and Mr. Chen Li.

This announcement will be published and remains on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk for at least seven days from the day of its publication and will be published and remains on the website of the Company at www.cct-fortis.com.hk/eng/investor/announcements.php.