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eprint GROUP LIMITED

eprint 集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1884)

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

Placing Agent

Convoy Investment Services Limited

康宏証券投資服務有限公司

PLACING OF EXISTING SHARES

On 29 July 2015, the Subscriber and the Placing Agent entered into the Placing Agreement, pursuant to which the Placing Agent has agreed to act as agent for the Subscriber to find purchasers to place, on a best endeavour basis, and the Subscriber has agreed to sell, a total of up to 50,000,000 Placing Shares to not less than six Placees who and whose ultimate beneficial owners will be Independent Third Parties, at the Placing Price of HK\$1.12 per Placing Share.

The Placing Shares represent (i) 10% of the existing issued share capital of the Company of 500,000,000 Shares as at the date of this announcement; and (ii) approximately 9.09% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares as a result of the Subscription.

PLACING OF EXISTING SHARES

On 29 July 2015, the Subscriber and the Placing Agent entered into the Placing Agreement, pursuant to which the Placing Agent has agreed to act as agent for the Subscriber to find purchasers to place, on a best endeavour basis, and the Subscriber has agreed to sell, a total of up to 50,000,000 Placing Shares to not less than six Placees who and whose ultimate beneficial owners will be Independent Third Parties, at the Placing Price of HK\$1.12 per Placing Share.

The Placing Shares represent (i) 10% of the existing issued share capital of the Company of 500,000,000 Shares as at the date of this announcement; and (ii) approximately 9.09% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares as a result of the Subscription.

SUBSCRIPTION OF NEW SHARES

On 29 July 2015, the Company and the Subscriber entered into the Subscription Agreement, pursuant to which the Subscriber has conditionally agreed to subscribe for up to 50,000,000 new Subscription Shares at the Subscription Price of HK\$1.12 per Subscription Share.

The Subscription Shares are equal to the Placing Shares in number which represent (i) 10% of the existing issued share capital of the Company of 500,000,000 Shares as at the date of this announcement; and (ii) approximately 9.09% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares as a result of the Subscription.

The Subscription is conditional upon, among others, (i) the Listing Committee granting the listing of, and permission to deal in, the Subscription Shares; and (ii) completion of the Placing.

The gross proceeds from the Subscription will be up to a maximum of HK\$56.00 million. The maximum net proceeds from the Subscription will amount to approximately HK\$52.40 million, which is intended to be used for general working capital of the Group. The net price raised per Share upon the completion of the Placing and the Subscription will be approximately HK\$1.048 per Share.

THE PLACING

THE PLACING AGREEMENT

Date

29 July 2015

Parties

(1) the Subscriber; and

(2) the Placing Agent.

As at the date of the Placing Agreement, the Subscriber holds 292,500,000 Shares, representing approximately 58.50% of the existing issued share capital of the Company.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

The Placing

The Placing Agent has agreed to act as agent for the Subscriber to find purchasers to place, on a best endeavour basis, and the Subscriber has agreed to sell, a total of up to 50,000,000 Placing Shares to not less than six Placees who and whose ultimate beneficial owners will be Independent Third Parties, at the Placing Price of HK\$1.12 per Placing Share.

Placee(s)

The Placing Agent agreed to place the Placing Shares to not less than six Placees who and whose ultimate beneficial owners will be Independent Third Parties. It is not expected that any individual Placee will become a substantial shareholder of the Company immediately after the Placing. In the event any of the Placees becomes a substantial shareholder after completion of the Placing, further announcement will be made by the Company.

Placing Shares

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing, the Placing Shares represent (i) 10% of the existing issued share capital of the Company of 500,000,000 Shares as at the date of this announcement; and (ii) approximately 9.09% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares as a result of the Subscription. The aggregate nominal value of the Placing Shares is HK\$500,000.

Rights of Placing Shares

The Placing Shares will be sold free from all liens, charges and encumbrances and together with the rights attaching to them, including the right to receive all dividends declared, made or paid on or after the Placing Completion Date.

Placing Price

The Placing Price of HK\$1.12 represents:

- (i) a discount of 20% to the closing price of HK\$1.40 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and
- (ii) a discount of approximately 16.67% to the average closing price of approximately HK\$1.34 per Share in the last 5 trading days prior to the date of the Placing Agreement.

The Placing Price was determined with reference to the prevailing market price of the Shares and was negotiated on an arm's length basis between the Subscriber and the Placing Agent. The Directors consider that the terms of the Placing are fair and reasonable based on the current market conditions and are in the interests of the Company and the Shareholders as a whole.

Placing Commission and Expenses

The Company will be responsible for the placing commission of 5.0% of the aggregate Placing Price for the Placing Shares, trading fee and the transaction levy chargeable to the Subscriber in relation to the Placing, and all Hong Kong stamp duty at the rate of HK\$1.00 per HK\$1,000 of the Placing Price and all fees payable to the Stock Exchange and SFC, and all charges, fees and expenses of the Company's branch share registrar in Hong Kong.

Completion of the Placing

The Placing is expected to be completed on the third Business Day after the date of the Placing Agreement.

THE SUBSCRIPTION

THE SUBSCRIPTION AGREEMENT

Date

29 July 2015

Parties

- (1) the Subscriber; and
- (2) the Company.

As at the date of the Subscription Agreement, the Subscriber holds 292,500,000 Shares, representing approximately 58.50% of the existing issued share capital of the Company.

The Subscription

The Subscriber has conditionally agreed to subscribe for up to 50,000,000 new Subscription Shares at the Subscription Price of HK\$1.12 per Subscription Share.

The Subscription Shares

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Subscription, the Subscription Shares are equal to the Placing Shares in number which represent (i) 10% of the existing issued share capital of the Company of 500,000,000 Shares as at the date of this announcement; and (ii) approximately 9.09% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares as a result of the Subscription.

Ranking of the Subscription Shares

The Subscription Shares will rank, when fully paid, *pari passu* in all respects with the Shares in issue or to be issued by the Company on or prior to the date of completion of the Subscription.

Subscription Price

The Subscription Price of HK\$1.12 per Subscription Share:

- (i) represents a discount of 20% to the closing price of HK\$1.40 per Share as quoted on the Stock Exchange on the date of the Subscription Agreement; and
- (ii) represents a discount of approximately 16.67% to the average closing price of approximately HK\$1.34 per Share in the last 5 trading days prior to the date of the Subscription Agreement; and
- (iii) is equal to the Placing Price.

The Directors (including the independent non-executive Directors) consider that the Subscription Price and the terms and conditions of the Subscription Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Conditions of the Subscription

The Subscription is conditional upon:

1. the Listing Committee of the Stock Exchange granting listing of and permission to deal in the Subscription Shares (and such permission and listing not subsequently being revoked prior to the allotment and issue of the Subscription Shares);
2. the completion of the Placing in accordance with the terms of the Placing Agreement; and
3. the Company obtaining all consents and approvals from the relevant authorities, if applicable, to allot and issue of the Subscription Shares.

In the event that all the conditions of the Subscription, or any of them are not satisfied or waived by the Subscription Completion Date (or such later time and/or date as the parties may agree in writing), all obligations of parties to the Subscription Agreement hereunder shall cease and determine and no party hereto shall have any claim against any other in respect of any matter arising out of or in connection with the Subscription Agreement except for any antecedent breach of any obligation under the Subscription Agreement.

Completion of the Subscription

Completion of the Subscription will take place on the Subscription Completion Date.

Under Rule 14A.92(4) of the Listing Rules, if the Subscription is to be completed after 12 August 2015 (being 14 days after the date of the Placing and Subscription Agreement), it will constitute a connected transaction under the Listing Rules. As the Subscription is expected to

be completed on or before 12 August 2015, it is exempt from all of the connected transaction requirements under Chapter 14A of the Listing Rules.

General Mandate

The Subscription Shares will be issued under the General Mandate granted to the Directors at the AGM, subject to the limit of 100,000,000 Shares (representing 20% of the aggregate share capital of the Company in issue on that date). The 50,000,000 Subscription Shares to be allotted and issued will utilize 50% of the General Mandate. As at the date of this announcement, the Company has not utilized any of the General Mandate.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Directors consider the Placing represents an opportunity for the Company to raise capital while broadening its shareholder base as well as its capital base.

The gross proceeds from the Subscription will be up to a maximum of HK\$56.00 million. The maximum net proceeds from the Subscription will amount to approximately HK\$52.40 million, which is intended to be used for general working capital of the Group. The net price raised per Share upon the completion of the Placing will be approximately HK\$1.048 per Share.

Completion of the Placing and the Subscription is subject to the satisfaction of the conditions precedent in the Placing Agreement and the Subscription Agreement. As the Placing and the Subscription may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has not conducted any equity fund raising activities for the twelve months immediately prior to the date of this announcement.

EFFECTS ON SHAREHOLDING STRUCTURE

The existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon completion of the Placing and the Subscription are set out as below:

	As at the date of this announcement		Immediately after the completion of Placing but before the completion of Subscription		Immediately after the completion of Subscription	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
The Subscriber (Note 1)	292,500,000	58.50	242,500,000	48.50	292,500,000	53.18
<i>Directors</i>						
Mr. She Siu Kee	4,462,500	0.89	4,462,500	0.89	4,462,500	0.81
Mr. Chong Cheuk Ki	4,462,500	0.89	4,462,500	0.89	4,462,500	0.81
Mr. Lam Shing Kai	4,462,500	0.89	4,462,500	0.89	4,462,500	0.81
Mr. Leung Wai Ming	4,262,500	0.89	4,462,500	0.89	4,462,500	0.81
<i>Former Director</i>						
Mr. Leung Yat Pang	2,775,000	0.56	2,775,000	0.56	2,775,000	0.51
Hong Kong Luck Investment Company Limited (Note 2)	61,875,000	12.38	61,875,000	12.38	61,875,000	11.25
The Placees	-	-	50,000,000	10.00	50,000,000	9.09
Other public shareholders	125,000,000	25.00	125,000,000	25.00	125,000,000	22.73
Total	500,000,000	100.00	500,000,000	100.00	550,000,000	100.00

Notes:

1. The Subscriber is held as to 21.62%, 21.62%, 21.62%, 21.62% and 13.52% by Mr. She Siu Kee William, Mr. Chong Cheuk Ki, Mr. Lam Shing Kai, Mr. Leung Wai Ming and Mr. Leung Yat Pang (collectively, the "Concerted Shareholders") respectively. Pursuant to a deed of confirmation dated 2 July 2013 and entered into by them confirming the existence of their acting in concert arrangement, each of them has agreed to jointly control their respective interests in the Company. Accordingly, the Subscriber shall be accustomed to act in accordance with joint instructions of the Concerted Shareholders. Hence, each of the Concerted Shareholders is deemed to be interested in all the Shares held by the Subscriber by virtue of the SFO.
2. These 61,875,000 shares are held by Hong Kong Luck Investment Company Limited, which is a wholly-owned subsidiary of Shantou Dongfeng feng Printing Co. Ltd ("Shantou Dongfeng"), an A share company listed on the main board of the Shanghai Stock Exchange. Shantou Dongfeng is 54.40% held by Hong Kong Tung Fung Investment Company Limited which is owned as to 34% by Mr. Huang Xiaopeng, 33% by Mr. Huang Xiaojia and 33% by Mr. Huang Bingwen. Under the SFO, each of Shantou Dongfeng, Hong Kong Tung Fung Investment Company Limited, Mr. Huang Xiaopeng, Mr. Huang Xiaojia and Mr. Huang Bingwen is taken to be interested in the same number of Shares in which Hong Kong Luck Investment Company Limited is interested.

GENERAL

Application will be made by the Company to the Listing Committee for the grant of the listing of, and permission to deal in, the Subscription Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the meaning ascribed to them below:

“AGM”	the annual general meeting of the Company held on 8 August 2014
“associates”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Business Day”	any day on which the Stock Exchange is open for securities dealings
“Company”	eprint Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	the mandate granted to the Directors by the Shareholders at the AGM to allot, issue and deal with up to 20% of the then issued share capital of the Company as at the date of the AGM
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of PRC
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and its connected persons (has the meaning ascribed to it in the Listing Rules)
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placee(s)”	any individual(s), institutional or other professional investor(s) or any of their respective subsidiaries or associates (including the Placing Agent itself) procured by the Placing Agent to purchase any of the Placing Shares pursuant to the Placing Agent’s

	obligations under the Placing Agreement
“Placing”	the placing of the Placing Shares on the terms and subject to the conditions set out in the Placing Agreement
“Placing Agent”	Convoy Investment Services Limited, a licensed corporation to carry out business in type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO
“Placing Agreement”	the placing agreement dated 29 July 2015 entered into between the Subscriber and the Placing Agent in relation to the Placing
“Placing Price”	HK\$1.12 per Placing Share
“Placing Shares”	a total of up to 50,000,000 existing Shares, all beneficially owned by the Subscriber as at the date of this announcement, to be placed pursuant to the Placing Agreement
“PRC”	The People’s Republic of China
“SFC”	the Securities and Futures Commission
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.01 in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	eprint Limited, the controlling Shareholder holding 292,500,000 Shares as at the date of this announcement
“Subscription”	the subscription of the Subscription Shares by the Subscriber at the Subscription Price pursuant to the Subscription Agreement
“Subscription Agreement”	the conditional agreement dated 29 July 2015 entered into between the Subscriber and the Company in relation to the Subscription
“Subscription Price”	HK\$1.12 per Subscription Share
“Subscription Shares”	a total of up to 50,000,000 new Shares to be allotted and issued by the Company to the Subscriber pursuant to the Subscription Agreement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“%”

per cent.

By Order of the Board
eprint Group Limited
Fung Hong Keung
Executive Director and Company Secretary

Hong Kong, 29 July 2015

As at the date of this announcement, the executive Directors are Mr. She Siu Kee William and Mr. Fung Hong Keung; the non-executive Directors are Mr. Lam Shing Kai, Mr. Leung Wai Ming, Mr. Chong Cheuk Ki and Mr. Deng Xiaen; and the independent non-executive Directors are Dr. Lung Cheuk Wah, Mr. Chan Chi Yu, Mr. Chi Man Shing Stephen and Ms. Luk Mei Yan.