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*This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the prospectus dated May 9, 2016 (the “**Prospectus**”) of Yadea Group Holdings Ltd. (the “**Company**”) for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares.*

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute and is not an offer to sell or a solicitation of any offer to buy securities in Hong Kong, the United States or any other jurisdiction. The Offer Shares have not been and will not be registered under the US Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States except that Offer Shares may be offered, sold or delivered in the United States to qualified institutional buyers in accordance with the restrictions of Rule 144A or another exemption from, or in a transaction not subject to, the registration requirements under the US Securities Act and outside the United States in offshore transactions in accordance with Regulation S. There is not and it is not currently intended for there to be any public offering of securities of the Company in the United States.

*In connection with the Global Offering, China Securities (International) Corporate Finance Company Limited, as stabilizing manager (the “**Stabilizing Manager**”), or any person acting for it, on behalf of the Underwriters, may over-allocate or effect short sales or any other stabilizing transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager, or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, or any person acting for it, and may be discontinued at any time. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong). Pursuant to the Over-allotment Option, the Stabilizing Manager, as representative of the International Underwriters, has the right, exercisable at any time from the date of the International Underwriting Agreement until 30 days after the last date for the lodging of applications under the Hong Kong Public Offering, to require the Company to issue and allot up to 112,500,000 additional Offer Shares, representing 15% of the initial Offer Shares, at the same price per Offer Share under the International Offering to cover, among other things, over-allocation in the International Offering, if any. If the Over-allotment Option*

is exercised in full, the additional Offer Shares will represent approximately 3.61% of the Company's enlarged issued share capital immediately following the completion of the Global Offering and the exercise of the Over-allotment Option. In the event that the Over-allotment Option is exercised, a press announcement will be made.

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on Saturday, June 11, 2016, being the 30th day after the last day for the lodging of the applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



Yadea Group Holdings Ltd.

雅迪集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 750,000,000 Shares (including 720,000,000 New Shares and 30,000,000 Sale Shares, subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 75,000,000 Shares (subject to adjustment)
Number of International Offer Shares	: 675,000,000 Shares (including 645,000,000 New Shares and 30,000,000 Sale Shares, subject to adjustment and the Over-allotment Option)
Maximum Offer Price	: HK\$2.48 per Offer Share, plus a brokerage of 1.0%, an SFC transaction levy of 0.0027% and a Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: US\$0.00001 per Share
Stock code	: 1585

Sole Sponsor, Joint Global Coordinator, Joint Bookrunner and Joint Lead Manager



Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

J.P.Morgan

 華泰金融控股 (香港) 有限公司
HUATAI FINANCIAL HOLDINGS (HONG KONG) LIMITED

 Alliance Capital Partners Limited
同人融資有限公司

Application has been made by the Company to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares in issue and the Offer Shares to be issued pursuant to the Global Offering (including any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option). Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. on Thursday, May 19, 2016, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, May 19, 2016. In the event that the Over-allotment Option is exercised, an announcement will be made by the Company on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.yadea.com.cn. The Shares will be traded in board lots of 2,000 shares each.

The Global Offering comprises the Hong Kong Public Offering of initially 75,000,000 Shares (subject to adjustment) and the International Offering of initially 675,000,000 Shares (including 645,000,000 New Shares and 30,000,000 Sale Shares, subject to adjustment and the Over-allotment Option) representing 10% and 90% of the total number of Offer Shares initially being offered under the Global Offering, respectively. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to reallocation as described in the section headed “Structure of the Global Offering” in the Prospectus. In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, which is exercisable by the China Securities (International) Corporate Finance Company Limited (on behalf of the International Underwriters), to require the Company to allot and issue up to 112,500,000 additional Shares, representing 15% of the total number of Offer Shares initially available under the Global Offering.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange as well as 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 or such other date as may be 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 to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$2.48 per Offer Share and is expected to be not less than HK\$1.72 per Offer Share unless otherwise announced, not later than on the morning of the last day for lodging applications under the Hong Kong Public Offering. Applicants under the Hong Kong Public Offering are required to pay, on application, the maximum Offer Price of HK\$2.48 per Offer Share plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%.

If the Offer Price as finally determined is less than HK\$2.48 per Offer Share, appropriate refund payments (including the brokerage, SFC transaction levy and Stock Exchange trading fee attributable to the surplus application monies) will be made to successful applicants without interest. Further details are set out in the paragraph headed “13. Refund of Application Monies” in the section headed “How to Apply for the Hong Kong Offer Shares” in the Prospectus.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms.

Applicants who would like the Hong Kong Offer Shares to be allotted in their own names should either (i) complete and sign the **WHITE** Application Forms or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at **www.hkeipo.hk** through the **HK eIPO White Form** service. Applicants who would like the Hong Kong Offer Shares to be allotted in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Monday, May 9, 2016 until 12:00 noon on Thursday, May 12, 2016 (or such later date as may apply as described in the section headed “How to Apply for the Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus) from:

1. the following offices of the Hong Kong Underwriters:

China Securities (International) Corporate Finance Company Limited	18/F, Two Exchange Square 8 Connaught Place Central Hong Kong
J.P. Morgan Securities (Asia Pacific) Limited	28/F, Chater House, 8 Connaught Road Central Central Hong Kong
Huatai Financial Holdings (Hong Kong) Limited	Room 5808–12 The Center 99 Queen’s Road Central Hong Kong
Alliance Capital Partners Limited	Unit 318, 3rd Floor Shui On Centre 6–8 Harbour Road Wanchai Hong Kong

2. the following branches of Standard Chartered Bank (Hong Kong) Limited:

	Branch Name	Branch address
Hong Kong Island	88 Des Voeux Road Branch	88 Des Voeux Road Central, Central
	Wanchai Southorn Branch	Shop C2 on G/F and 1/F to 2/F, Lee Wing Building, No. 156–162 Hennessy Road, Wanchai
	North Point Centre Branch	Shop G, G/F, North Point Centre, 284 King’s Road, North Point
Kowloon	Kwun Tong Hoi Yuen Road Branch	G/F, Fook Cheong Building, No. 63 Hoi Yuen Road, Kwun Tong
	68 Nathan Road Branch	Basement, Shop B1, G/F and M/F Golden Crown Court, 66–70 Nathan Road, Tsimshatsui
New Territories	Shatin Plaza Branch	Shop No. 8, Shatin Plaza 21–27 Shatin Centre Street Shatin
	Maritime Square Branch	Shop 308E, Level 3, Maritime Square, Tsing Yi
	Tuen Mun Town Plaza Branch	Shop No. G047–G052, Tuen Mun Town Plaza Phase I, Tuen Mun

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Monday, May 9, 2016 until 12:00 noon on Thursday, May 12, 2016 at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

Your **WHITE** or **YELLOW** Application Forms can be lodged at the following times on the following dates:

Monday, May 9, 2016	–	9:00 a.m. to 5:00 p.m.
Tuesday, May 10, 2016	–	9:00 a.m. to 5:00 p.m.
Wednesday, May 11, 2016	–	9:00 a.m. to 5:00 p.m.
Thursday, May 12, 2016	–	9:00 a.m. to 12:00 noon

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "Horsford Nominees Limited – Yadea Public Offer" should be deposited in the special collection boxes provided at any of the branches of the receiving bank referred to above on such dates and during such time as specified in the Application Forms.

Applicants applying through the **HK eIPO White Form** service may submit applications through the designated website at **www.hkeipo.hk** from 9:00 a.m. on Monday, May 9, 2016 until 11:30 a.m. on Thursday, May 12, 2016 (24 hours daily, except on the last application day) or such later time as described in the section headed "*How to Apply for the Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists*" in the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Monday, May 9, 2016 until 12:00 noon on Thursday, May 12, 2016 or such later time as described in the section headed "*How to Apply for the Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists*" in the Prospectus. **Electronic application instructions** can be inputted by CCASS Clearing/Custodian Participants at the following times on the following dates:

Monday, May 9, 2016	–	9:00 a.m. to 8:30 p.m. ⁽¹⁾
Tuesday, May 10, 2016	–	8:00 a.m. to 8:30 p.m. ⁽¹⁾
Wednesday, May 11, 2016	–	8:00 a.m. to 8:30 p.m. ⁽¹⁾
Thursday, May 12, 2016	–	8:00 a.m. ⁽¹⁾ to 12:00 noon

Note:

- (1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

Please refer to the sections headed "*Structure of the Global Offering*" and "*How to Apply for the Hong Kong Offer Shares*" in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to announce the final Offer Price, the level of indication of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of Hong Kong Offer Shares on or before Wednesday, May 18, 2016 on the website of the Company at **www.yadea.com.cn** and the website of the Stock Exchange at **www.hkexnews.hk**.

The results of allocations (with the successful applicants' identification document numbers, where applicable) under the Hong Kong Public Offering will be made available from Wednesday, May 18, 2016 through a variety of channels at the times and dates and in the manner specified in the section headed "*How to Apply for the Hong Kong Offer Shares – 11. Publication of Results*" in the Prospectus.

The Company will not issue temporary documents of title or receipt for application fees received. Share certificates will only become valid certificates of title at 8:00 a.m. on Thursday, May 19, 2016 provided that the Hong Kong Public Offering has become

unconditional in all respects and the right of termination described in the section headed “*Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Grounds for Termination*” in the Prospectus has not been exercised.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, May 19, 2016. The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Shares will be 1585.

By Order of the Board of Directors
Yadea Group Holdings Ltd.
Jinggui Dong
Chairman

Hong Kong, Monday, May 9, 2016

As at the date of this announcement, Mr. Jinggui Dong, Ms. Jinghong Qian, Mr. Yeming Liu, Mr. Rui Shi and Mr. Yu Shen are the executive Directors, Mr. Xiang Fan is the non-executive Director, and Mr. Zongwei Li, Mr. Biguang Wu and Mr. Naisheng Yao are the independent non-executive Directors.