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## **NEPTUNE GROUP LIMITED**

### **海王國際集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 00070)**

#### **(I) RESULTS OF THE OPEN OFFER ON THE BASIS OF ONE (1) OFFER SHARE FOR EVERY TWO (2) CONSOLIDATED SHARES HELD ON THE RECORD DATE;**

**AND**

#### **(II) ADJUSTMENTS TO THE OUTSTANDING OPTIONS**

##### **RESULTS OF THE OPEN OFFER**

The Board is pleased to announce that as at 4:00 p.m. on Friday, 17 June 2016, being the Latest Time for Acceptance of, and the payment for, the Offer Shares and the latest time for the application and payment for the excess Offer Shares, a total of 29 valid applications and acceptances had been received, which comprise:

- (a) a total of 22 valid acceptances under the Application Forms of a total of 123,334,033 Offer Shares, representing approximately 53.44% of the total number of 230,812,225 Offer Shares available for subscription under the Open Offer; and
- (b) a total of 7 valid applications for excess Offer Shares under the EAFs of a total of 74,553,258 Offer Shares, representing approximately 32.30% of the total number of 230,812,225 Offer Shares available for subscription under the Open Offer.

In aggregate, the 197,887,291 Offer Shares validly applied for and accepted under the Application Forms and the EAFs represented approximately 85.74% of the total number of 230,812,225 Offer Shares available for subscription under the Open Offer. Accordingly, the Open Offer was under-subscribed by 32,924,934 Offer Shares, representing approximately 14.26% of the total number of 230,812,225 Offer Shares available under the Open Offer.

##### **THE UNDERWRITING AGREEMENT**

Faith Mount and Ultra Choice have successfully subscribed for 45,375,000 Offer Shares and 36,000,000 Offer Shares, respectively, in accordance with the Subscription Undertaking.

As all the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement was not terminated by the Underwriter prior to the Latest Time for Termination, the Open Offer and the Underwriting Agreement became unconditional at 4:00 p.m. on Monday, 20 June 2016. Pursuant to the Underwriting Agreement, the subscribers procured by the Underwriter have subscribed for the remaining 32,924,934 Untaken Shares, representing approximately 14.26% of the total number of 230,812,225 Offer Shares available for subscription under the Open Offer and representing approximately 4.75% of the issued share capital of the Company of 692,436,675 Shares as enlarged by the issue of the Offer Shares.

### **EXCESS OFFER SHARES**

Regarding the 7 valid applications for a total of 74,553,258 excess Offer Shares, the Board has resolved to accept all valid applications and allot and issue such number of excess Offer Shares as having been validly applied for under each application. Accordingly, a total of 74,553,258 excess Offer Shares will be allotted to the Shareholders lodging valid applications and each of them will be allotted with the number of excess Offer Shares for which they have validly applied.

### **DESPATCH OF SHARE CERTIFICATES FOR THE OFFER SHARES**

Share certificates for the Offer Shares are expected to be despatched to those entitled thereto by ordinary post at their own risk on Monday, 27 June 2016.

### **COMMENCEMENT OF DEALINGS IN THE OFFER SHARES**

Dealings in the Offer Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Tuesday, 28 June 2016.

### **ADJUSTMENTS TO THE OUTSTANDING OPTIONS**

As a result of the Open Offer, adjustments were required to be made to the exercise prices and number of the Outstanding Options under the Share Option Scheme. Crowe Horwath (HK) CPA Limited, the auditors of the Company, has certified in writing that the adjustments in relation to the Outstanding Options are in compliance with the requirements as set out in Rule 17.03(13) of the Listing Rules and the supplementary guidelines regarding the adjustments to the share options issued by the Stock Exchange on 5 September 2005.

Reference is made to the prospectus of Neptune Group Limited dated 2 June 2016 (“**Prospectus**”) in relation to the Open Offer. All capitalised terms used herein shall, unless otherwise defined, have the same meanings as those defined in the Prospectus.

## **RESULTS OF THE OPEN OFFER**

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- (b) a total of 7 valid applications for excess Offer Shares under the EAFs of a total of 74,553,258 Offer Shares, representing approximately 32.30% of the total number of 230,812,225 Offer Shares available for subscription under the Open Offer.

In aggregate, the 197,887,291 Offer Shares validly applied for and accepted under the Application Forms and the EAFs represented approximately 85.74% of the total number of 230,812,225 Offer Shares available for subscription under the Open Offer. Accordingly, the Open Offer was under-subscribed by 32,924,934 Offer Shares (the “**Untaken Shares**”), representing approximately 14.26% of the total number of 230,812,225 Offer Shares available under the Open Offer.

## **THE UNDERWRITING AGREEMENT**

Faith Mount and Ultra Choice have successfully subscribed for 45,375,000 Offer Shares and 36,000,000 Offer Shares, respectively, in accordance with the Subscription Undertaking.

As all the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement was not terminated by the Underwriter prior to the Latest Time for Termination, the Open Offer and the Underwriting Agreement became unconditional at 4:00 p.m. on Monday, 20 June 2016. Pursuant to the Underwriting Agreement, the subscribers procured by the Underwriter have subscribed for the remaining 32,924,934 Untaken Shares, representing approximately 14.26% of the total number of 230,812,225 Offer Shares available for subscription under the Open Offer and representing approximately 4.75% of the issued share capital of the Company of 692,436,675 Shares as enlarged by the issue of the Offer Shares.

## **EXCESS OFFER SHARES**

Regarding the 7 valid applications for a total of 74,553,258 excess Offer Shares, the Board has resolved to accept all valid applications and allot and issue such number of excess Offer Shares as having been validly applied for under each application. Accordingly, a total of 74,553,258 excess Offer Shares will be allotted to the Shareholders lodging valid applications and each of them will be allotted with the number of excess Offer Shares for which they have validly applied.

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Share certificates for the Offer Shares are expected to be despatched to those entitled thereto by ordinary post at their own risk on Monday, 27 June 2016.

## COMMENCEMENT OF DEALINGS IN THE OFFER SHARES

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## EFFECT OF THE OPEN OFFER ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge and information, the following is a table showing the changes in the shareholding structure of the Company immediately before and after completion of the Open Offer:

	Immediately before completion of the Open Offer		Immediately after completion of the Open Offer	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Faith Mount ( <i>Note 1</i> )	90,750,000	19.66%	205,125,000	29.62%
Ultra Choice	72,000,000	15.60%	108,000,000	15.60%
<b>Public</b>				
The subscribers procured by the Underwriter ( <i>Note 2</i> )	–	–	32,924,934	4.75%
Existing public Shareholders	298,874,450	64.74%	346,386,741	50.03%
<b>Total</b>	<b>461,624,450</b>	<b>100.00%</b>	<b>692,436,675</b>	<b>100.00%</b>

*Notes:*

- (1) Faith Mount has subscribed for (i) 45,375,000 Offer Shares in accordance with the Subscription Undertaking; and (ii) 69,000,000 excess Offer Shares.
- (2) As confirmed by the Underwriter, the Underwriter does not subscribe, for its own account, for such number of Untaken Shares which will result in the shareholding of it and parties acting in concert (within the meaning of the Takeovers Code) with it in the Company to exceed 9.9% of the voting rights of the Company upon the completion of the Open Offer. The Underwriter has also confirmed that it has used its best endeavours to ensure that the subscribers of the Untaken Shares procured by it: (i) are third party independent of, not acting in concert (within the meaning of the Takeovers Code) with and not connected with the Company, any of the directors or chief executive or substantial shareholders of the Company or their respective associates; (ii) do not, together with any parties acting in concert (within the meaning of the Takeovers Code) with it, hold more than 9.9% of the voting rights of the Company upon completion of the Open Offer.

## ADJUSTMENTS TO THE OUTSTANDING OPTIONS

As a result of the Open Offer, adjustments were required to be made to the exercise prices and number of the Outstanding Options under the Share Option Scheme. Details of such adjustments, which will become effective on the date of completion of the Open Offer, are as follows:

Date of Grant	Exercise period of the Outstanding Options	Immediately before completion of the Open Offer		Immediately after completion of the Open Offer	
		Number of Shares to be issued under the Outstanding Options	Exercise price per Share (HK\$)	Number of Shares to be issued under the Outstanding Options	Exercise price per Share (HK\$)
29 October 2007	29 October 2007 to 28 October 2017	690,000	3.37	703,168	3.307
1 April 2016	1 April 2016 to 31 March 2026	16,400,000	0.622	16,713,240	0.610

Crowe Horwath (HK) CPA Limited, the auditors of the Company, has certified in writing that the adjustments in relation to the Outstanding Options are in compliance with the requirements as set out in Rule 17.03(13) of the Listing Rules and the supplementary guidelines regarding the adjustments to the share options issued by the Stock Exchange on 5 September 2005. Save for the above adjustments, all other terms and conditions of the Outstanding Options remain unchanged.

By Order of the Board  
**Neptune Group Limited**  
**Chan Shiu Kwong, Stephen**  
*Executive Director*

Hong Kong, 24 June 2016

*As at the date of this announcement, the Board of the Company comprises Mr. Danny Xuda Huang (Chairman), Mr. Nicholas J. Niglio, Mr. Chan Shiu Kwong, Stephen and Mr. Lin Chuen Chow, Andy (all being executive Directors), three Independent Non-Executive Directors, being Mr. Cheung Yat Hung, Alton, Mr. Yue Fu Wing and Mr. Chow Chung Lam, Louis.*