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COGOBUY GROUP

科通芯城集團

(a company incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 400)

**SUPPLEMENTAL PLACING AGREEMENT
COMPLETION OF
PLACING OF NEW SHARES UNDER GENERAL MANDATE**

Joint Placing Agents



**香港國際證券有限公司
HONG KONG INTERNATIONAL
SECURITIES LIMITED**



**建銀國際
CCB International
CCB INTERNATIONAL
CAPITAL LIMITED**



**農銀國際
ABC INTERNATIONAL
ABCI SECURITIES
COMPANY LIMITED**

THE SUPPLEMENTAL PLACING AGREEMENT

The Board announces that on 22 September 2016 (after trading hours), the Company and the Placing Agent entered into the supplemental placing agreement (“**Supplemental Placing Agreement**”) pursuant to which, among other things, (i) parties to the Supplemental Placing Agreement agree that each of CCB International Capital Limited and ABCI Securities Company Limited is added as an additional placing agent with respect to the Placing on terms separately agreed between the Company and CCB International Capital Limited and ABCI Securities Company Limited; and (ii) for the avoidance of doubt, the obligations and liabilities of each of the placing agents to the Placing is not joint and several.

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COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that the Placing was completed on 22 September 2016 in which a total of 160,420,232 new Placing Shares have been successfully placed to not less than six independent Placees at the Placing Price of HK\$12.50 per Placing Share.

Reference is made to the announcement of the Company dated 1 September 2016 (the “**Announcement**”) in relation to the Placing. Capitalized terms used in this announcement have the same meanings as defined in the Announcement unless otherwise stated.

THE SUPPLEMENTAL PLACING AGREEMENT

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On 22 September 2016, each of CCB International Capital Limited and ABCI Securities Company Limited has entered into an engagement letter with the Company whereby they agreed to act as an additional placing agent in the Placing.

THE PLACING

The Board is pleased to announce that CCB International Capital Limited and ABCI Securities Company Limited has been added as additional placing agents with respect to the Placing, the Placing Agreement has become unconditional and the Placing was completed on 22 September 2016. An aggregate of 160,420,232 new Placing Shares, representing approximately 10.60% of the enlarged issued share capital of the Company immediately after Completion, have been successfully placed to not less than six Placees who and whose ultimate beneficial owner(s) are Independent Third Parties, at the Placing Price of HK\$12.50 per Placing Share. To the best knowledge of the Company, amongst not less than six independent Placees (as well as their ultimate beneficiaries), they include Da Cheng

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International Asset Management Co., Ltd, Lindeman Asia Global Pioneer Private Equity Fund No. 11 (with the National pension service, Korea Development Bank, Korea Teachers' Credit Union, Korea Post being its ultimate investors), China Reinsurance (Group) Corporation, The People's Insurance Company (Group) of China Limited, New China Asset Management (Hong Kong) Limited and 重慶高新創投兩江品牌汽車產業投資中心(有限合夥). The net proceeds from the Placing amount to approximately HK\$2,000 million, which will be used as general working capital of the Group.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) each of the Placees and, where appropriate, their respective ultimate beneficial owners, is an Independent Third Party; and (ii) none of the Placees becomes a substantial Shareholder (as defined under the Listing Rules) upon completion of the Placing.

CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and after Completion is as follows:

	Immediately before Completion		Immediately after Completion	
	<i>Number of Shares</i>	<i>Approximate percentage of shareholding</i>	<i>Number of Shares</i>	<i>Approximate percentage of shareholding</i>
Connected Persons				
Envision Global	700,000,000	51.76%	700,000,000	46.27%
Total Dynamic Holdings Limited (<i>Note 1</i>)	220,184,000	16.28%	220,184,000	14.56%
Mr. Kang Jingwei, Jeffrey (<i>Note 2</i>)	1,800,000	0.13%	1,800,000	0.12%
Mr. Wu Lun Cheung Allen (<i>Note 2</i>)	1,800,000	0.13%	1,800,000	0.12%
Existing grantees under the RSU Scheme (<i>Note 3</i>)	<u>3,680,000</u>	<u>0.27%</u>	<u>3,680,000</u>	<u>0.24%</u>
Subtotal	<u>927,464,000</u>	<u>68.58%</u>	<u>927,464,000</u>	<u>61.31%</u>
In Public Hands				
Placees	437,000	0.03%	160,857,232	10.63%
Other existing grantees under the RSU Scheme (<i>Note 4</i>)	21,466,800	1.59%	21,466,800	1.42%
Other public shareholders	<u>402,666,700</u>	<u>29.78%</u>	<u>402,666,700</u>	<u>26.62%</u>
Subtotal	<u>424,570,500</u>	<u>31.40%</u>	<u>584,990,732</u>	<u>38.67%</u>
Others				
Returned Shares (<i>Note 5</i>)	300,000	0.02%	300,000	0.02%
Subtotal	<u>300,000</u>	<u>0.02%</u>	<u>300,000</u>	<u>0.02%</u>
Total	<u>1,352,334,500</u>	<u>100%</u>	<u>1,512,754,732</u>	<u>100%</u>

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Notes:

1. Total Dynamic Holdings Limited is owned by Ms. Yao Yi as to 100%.
2. Each of Mr. Kang Jingwei, Jeffrey and Mr. Wu Lun Cheung Allen is a Director. For each of Mr. Kang Jingwei, Jeffrey and Mr. Wu Lun Cheung Allen, 300,000 Shares have not yet vested under the RSU scheme as at the date of this announcement and are held by The Core Trust Company Limited on trust.
3. As at the date of this announcement, 8,969,700 Shares were awarded to employees of the Company who are connected persons of the Company (excluding the Shares awarded to Mr. Kang Jingwei, Jeffrey and Mr. Wu Lun Cheung Allen under the RSU Scheme), of which 7,519,700 Shares were vested with 2,230,000 Shares currently undisposed of held under a nominee account for and on behalf of the beneficiaries; and 1,450,000 Shares have not yet vested under the RSU scheme and are held by The Core Trust Company Limited, which is also a connected person of the Company, for and on behalf of the beneficiaries.
4. As at the date of this announcement, 32,804,500 Shares were awarded to employees of the Company who are not connected persons of the Company, of which 19,561,800 Shares were vested with 7,924,100 Shares currently undisposed of held under a nominee account for and on behalf of the beneficiaries; and 13,542,700 Shares have not yet vested under the RSU scheme and are held by Computershare Hong Kong Trustees Limited, which is not a connected person of the Company, for and on behalf of the beneficiaries.
5. Returned Shares refer to the unvested Shares previously granted to the resigned employees but were forfeited at the date of their resignation. Returned Shares are held by Computershare Hong Kong Trustees Limited on trust and is expected to be utilized to satisfy future grant of award, if any.

By Order of the Board
COGOBUY GROUP
KANG Jingwei, Jeffrey
Chairman and Executive Director

Hong Kong, 22 September 2016

As at the date of this announcement, our executive directors are Mr. KANG Jingwei, Jeffrey, Mr. WU Lun Cheung Allen and Ms. NI Hong, Hope; our non-executive director is Mr. GUO Jiang; and our independent non-executive directors are Mr. ZHONG Xiaolin, Forrest, Mr. YE Xin and Mr. YAN Andrew Y.

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