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Yunfeng Financial Group Limited

雲鋒金融集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 376)

COMPLETION OF ISSUE OF NEW SHARES PURSUANT TO 2016 SHARE AWARD SCHEME AND GRANT OF SHARE AWARDS PURSUANT TO THE 2016 SHARE AWARD SCHEME

Reference is made to the announcement of Yunfeng Financial Group Limited (the “**Company**”) dated 12 December 2016 in relation to the adoption of the 2016 Share Award Scheme (the “**December Announcement**”) and the announcement of the Company dated 11 January 2017 in relation to, among other things, the issue of New Shares under the General Mandate pursuant to the 2016 Share Award Scheme (the “**January Announcement**” together with the December Announcement, the “**Announcements**”).

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

COMPLETION OF ISSUE OF NEW SHARES TO TMF TRUSTEE UNDER GENERAL MANDATE PURSUANT TO THE 2016 SHARE AWARD SCHEME

The Board announces that the Listing Committee of the Stock Exchange has granted the listing of, and permission to deal in, the New Shares and the Company and TMF Trustee has entered into the trust deed in relation to the appointment of TMF Trustee as a trustee of the 2016 Share Award Scheme. All the conditions precedent to the issue of the New Shares are satisfied and the Company has, on 24 January 2017, issued a total of 23,990,000 New Shares to TMF Trustee to hold on trust for the Pool A Selected Participants.

The New Shares represent approximately 0.99% of the issued Shares as enlarged by the issue of the New Shares and are issued under the general mandate granted to the Board pursuant to a resolution passed by the shareholders of the Company at the annual general meeting of the Company held on 31 May 2016.

GRANT OF POOL A SHARE AWARDS PURSUANT TO THE 2016 SHARE AWARD SCHEME

The Board also announces that on 24 January 2017, the Board has granted Pool A Share Awards in respect of an aggregate of 23,990,000 Shares to a total of 25 Pool A Selected Participants who are employees of the Group pursuant to the 2016 Share Award Scheme, subject to the acceptances by the relevant Pool A Selected Participants. The Grant Shares represent approximately 0.99% of the issued Shares as enlarged by the issue of the New Shares.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, none of the Pool A Selected Participants is a Director, chief executive or substantial shareholder of the Company or their respective associates or otherwise a connected person of the Company.

Subject to the relevant Pool A Selected Participants satisfying certain performance targets and vesting conditions, the Pool A Share Awards shall be vested in four tranches of 25% each on 4 May 2017 and on every anniversary date thereafter until the third anniversary.

The Pool A Share Awards shall be satisfied by the New Shares allotted and issued to TMF Trustee. Upon vesting of the Pool A Share Awards, TMF Trustee shall transfer the New Shares to the Pool A Selected Participants at nil consideration.

The closing price of the Shares on The Stock Exchange of Hong Kong Limited as at the date of grant of the Pool A Share Awards is HK\$5.25 per Share.

By Order of the Board
Yunfeng Financial Group Limited
Li Ting
Executive Director and Chief Executive Officer

Hong Kong, 24 January 2017

As at the date of this announcement, the Board comprises Mr. Yu Feng (who is Chairman and non-executive director), Ms. Li Ting and Mr. Huang Xin (who are executive directors), Mr. Ko Chun Shun, Johnson, Ms. Hai, Olivia Ou and Mr. Huang Youlong (who are non-executive directors), and Mr. Lin Lijun, Mr. Qi Daqing, Mr. Chu Chung Yue, Howard and Dr. Wong Yau Kar, David, BBS, JP (who are independent non-executive directors).