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天順證券集團有限公司*
SKYWAY SECURITIES GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE

This announcement is made by Skyway Securities Group Limited (the “**Company**”) pursuant to Rule 3.7 of The Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to the announcement of the Company dated 16 December 2016 and 17 January 2017 (the “**Announcements**”). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as defined in the Announcements.

The Board would like to update the Shareholders and potential investors of the Company that, as at the date of this announcement, (i) the negotiations between the Vendors and CMBCI and China Huarong in respect of the Possible Transfer are on-going and no agreement has been reached yet; (ii) the negotiations between the Company and CMBCI and China Huarong in respect of the Possible Subscription are on-going and no agreement has been reached yet; and (iii) other than the MOU as disclosed in the Announcements, no formal or legally binding agreement has been entered into between the Vendors and any other parties in respect of the Possible Transfer and no formal or legally binding agreement has been entered into between the Company and any other parties in respect of the Possible Subscription.

Further announcement(s) setting out the progress of the Possible Transfer and/or the Possible Subscription will be made as and when appropriate in accordance with the Listing Rules and the Takeovers Code and on a monthly basis until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer under the Takeovers Code is made.

* For identification purpose only

There is no assurance that the Possible Transfer and/or the Possible Subscription or any transactions referred to in this announcement will materialise or eventually be consummated and the relevant discussions may or may not lead to a general offer under Rule 26.1 of the Takeovers Code. Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).

By Order of the Board
Skyway Securities Group Limited
Lin Yuehe
Chairlady

Hong Kong, 16 February 2017

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors:

Ms. Lin Yuehe (*Chairlady*)

Mr. Wang Haixiong (*Chief Executive Officer*)

Independent Non-executive Directors:

Mr. Chan Kwan Pak

Mr. Siu Gee Tai

Mr. Siu Siu Ling Robert

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement contained in this announcement misleading.