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## **TFG INTERNATIONAL GROUP LIMITED**

**富元國際集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 542)**

### **COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE**

Reference is made to the announcement (the “**Announcement**”) of the Company dated 6 June 2018 in relation to, among other things, the Subscription. Unless otherwise specified, capitalised terms used in this announcement shall have the same meaning as those defined in the Announcement.

#### **SUBSCRIPTION COMPLETION**

The Board is pleased to announce that all the conditions precedent to the Subscription Agreement had been fulfilled and the Subscription Completion took place on 22 June 2018, whereby an aggregate of 164,712,000 Subscription Shares were allotted and issued to the Subscriber at the Subscription Price of HK\$0.255 per Subscription Share under the General Mandate.

The gross proceeds from the Subscription amounted to approximately HK\$42 million. The net proceeds from the Subscription (after deduction of related expenses) amounted to approximately HK\$41 million, which will be applied as general working capital of the Group.

#### **EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY**

The Subscription Shares represent (i) approximately 2.43% of the issued share capital of the Company as at the date of the Subscription Agreement; and (ii) approximately 2.37% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares.

Set out below is the shareholding structure of the Company (i) immediately before the Subscription Completion; and (ii) immediately following the Subscription Completion:

Shareholders	Immediately before the Subscription Completion		Immediately following the Subscription Completion	
	Number of Shares	Approximate %	Number of Shares	Approximate %
<b>Directors</b>				
Yang Lijun	2,872,000	0.04	2,872,000	0.04
Wan Jianjun	<u>4,608,000</u>	<u>0.07</u>	<u>4,608,000</u>	<u>0.07</u>
Sub-total	7,480,000	0.11	7,480,000	0.11
All Great International Holdings Limited ( <i>Note</i> )	4,150,195,152	61.20	4,150,195,152	59.75
<b>Public Shareholders</b>				
The Subscriber	—	—	164,712,000	2.37
Other public Shareholders	<u>2,623,962,888</u>	<u>38.69</u>	<u>2,623,962,888</u>	<u>37.77</u>
<b>Total</b>	<u><u>6,781,638,040</u></u>	<u><u>100.00</u></u>	<u><u>6,946,350,040</u></u>	<u><u>100.00</u></u>

*Note:* The Shares are held by All Great International Holdings Limited. All Great International Holdings Limited is owned as to 51% by Jade Leader International Investment Limited, 35% by Honor Huge Investment Holdings Limited and 14% by Ever Star International Investment Limited. Mr. Yang Lijun is the sole beneficial owner of Jade Leader International Investment Limited and Honor Huge Investment Holdings Limited. Therefore, he is deemed to be interested in the 4,150,195,152 Shares held by All Great International Holdings Limited under the SFO.

By order of the Board  
**TFG International Group Limited**  
**YANG Lijun**  
*Chairman*

Hong Kong, 22 June 2018

*As at the date of this announcement, the Board comprises Mr. YANG Lijun, Mr. WAN Jianjun and Mr. WONG Kui Shing, Danny being the executive Directors; and Ms. CHAN Hoi Ling, Ms. SO Wai Lam and Mr. SUNG Yat Chun being the independent non-executive Directors.*