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云 鋒 金 融

Yunfeng Financial Group Limited

雲鋒金融集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 376)

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Reference is made to the announcement of Yunfeng Financial Group Limited (the “**Company**”) dated 17 August 2017 in relation to (i) the very substantial acquisition in relation to the acquisition of 60% of the issued share capital of MassMutual Asia Limited; (ii) an issue of ordinary shares pursuant to specific mandate; (iii) an application for whitewash waiver; (iv) the special deal; (v) the strategic cooperation among the Company, Massachusetts Mutual Life Insurance Company and Ant Financial Group; and (vi) the proposed continuing connected transactions (the “**Announcement**”). Reference is also made to the announcement of the Company dated 6 September 2017 in relation to the delay in despatch of the Circular. Capitalized terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

The Board is pleased to announce that China Everbright Capital Limited, a corporation licensed to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the SFO, has been appointed as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Acquisition, the Whitewash Waiver and the Sheen Light Acquisition.

The appointment of China Everbright Capital Limited as the Independent Financial Adviser has been approved by the Independent Board Committee in accordance with Rule 2.1 of the Takeovers Code. The letter of advice from China Everbright Capital Limited to the Independent Board Committee and the Independent Shareholders in respect of the Acquisition, the Whitewash Waiver and the Sheen Light Acquisition, will be included in the Circular which is expected to be despatched to the Shareholders on or before 31 December 2017.

WARNING

The Acquisition is subject to a number of Conditions, including but not limited to, approvals by the HKIA, the SFC, the MPFA and the AMCM and approval of the Acquisition, the Whitewash Waiver and the Sheen Light Acquisition by the Independent Shareholders, which may or may not be fulfilled. Shareholders and potential investors of the Company should exercise caution when they deal or contemplate dealing in the Shares or other securities of the Company.

Shareholders and potential investors should refer to the Circular for further details of the Acquisition, the Specific Mandate, the Whitewash Waiver, the Sheen Light Acquisition and the transactions contemplated under the Share Purchase Agreement.

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

Hong Kong, 25 October 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, GBS, JP (who are independent non-executive directors).

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, 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 in this announcement misleading.