

Unless otherwise defined in this announcement, capitalized terms used in this announcement shall have the same meanings as those defined in the prospectus dated 17 September 2013 (the “**Prospectus**”) issued by Hong Kong Finance Group Limited (the “**Company**”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Shares. Potential investors should read the Prospectus for detailed information about the Share Offer described below before deciding whether or not to invest in the Offer Shares.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



HONG KONG FINANCE GROUP LIMITED

香港信貸集團有限公司

(Incorporated in the Cayman Islands with limited liability)

SHARE OFFER

- Number of Offer Shares** : 100,000,000 Shares (subject to the Offer Size Adjustment Option)
- Number of Public Offer Shares** : 10,000,000 Shares (subject to adjustment)
- Number of Placing Shares** : 90,000,000 Shares (subject to adjustment and the Offer Size Adjustment Option)
- Offer Price** : Not more than HK\$1.03 per Offer Share and expected to be not less than HK\$0.85 per Offer Share, plus brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
- Nominal value** : HK\$0.01 per Share
- Stock code** : 1273

Sole Sponsor and Sole Bookrunner



Joint Lead Managers



Application has been made by the Company to the Listing Committee for the listing of, and permission to deal in, our Shares in issue, and the Shares to be issued pursuant to (i) the Share Offer; (ii) the Capitalisation Issue; (iii) the exercise of the Offer Size Adjustment Option; and (iv) the exercise of any options that may be granted under our Share Option Scheme.

The Offer Price will be not more than HK\$1.03 per Offer Share and is expected to be not less than HK\$0.85 per Offer Share. Applicants for Public Offer Shares under the Public Offer are required to pay, on application, the maximum Offer Price of HK\$1.03 (plus brokerage fee of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%) for each Public Offer Share, subject to refund if the final Offer Price should be lower than HK\$1.03.

The Share Offer comprises the Public Offer of initially 10,000,000 Public Offer Shares, representing approximately 10% of the total number of Offer Shares initially made available under the Share Offer (subject to adjustment), and the Placing of initially 90,000,000 Placing Shares, representing approximately 90% of the total number of Offer Shares under the Share Offer (subject to adjustment and the Offer Size Adjustment Option). The allocation of the Shares between the Public Offer and the Placing is subject to adjustment as stated in the section headed “Structure and conditions of the Share Offer – The Public Offer – Allocation” in the Prospectus.

In connection with the Share Offer, we have granted the Offer Size Adjustment Option to the Sole Bookrunner (for itself and on behalf of the Placing Underwriters). Under the Offer Size Adjustment Option, the Sole Bookrunner shall have the right to require the Company to allot and issue at the Offer Price up to an aggregate of 15,000,000 additional new Shares, representing approximately 15% of the Offer Shares initially made available for subscription under the Share Offer. If the Offer Size Adjustment Option is exercised in full, we will be required to issue 15,000,000 additional new Shares, representing approximately 3.6% of the Company’s total enlarged number of Shares in issue immediately following completion of the Share Offer and the Capitalisation Issue and the exercise of the Offer Size Adjustment Option but without taking into account any Shares which may fall to be issued upon the exercise of any option that may be granted under the Share Option Scheme. Please refer to the section headed “Structure and conditions of the Share Offer – Offer Size Adjustment Option” in the Prospectus for further details.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms.

Applicants who would like the Public Offer Shares to be issued in their own name should complete and sign the **WHITE** Application Forms. Applicants who would like the Public Offer Shares to be registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock account or their designated CCASS Participant’s stock account maintained in CCASS should complete and sign the **YELLOW** Application Forms.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 17 September 2013 until 12:00 noon on Monday, 23 September 2013 at:

(i) any of the following offices of the Public Offer Underwriters:

| | |
|---|--|
| (1) Asian Capital (Corporate Finance) Limited | Suite 1006, Bank of America Tower 12 Harcourt Road Central Hong Kong |
| (2) Head & Shoulders Securities Limited | Room 2511, 25 th Floor COSCO Tower 183 Queen's Road Central Hong Kong |
| (3) Convoy Investment Services Limited | Ground Floor & 1 st Floor Li Po Chun Chambers 189 Des Voeux Road Central Hong Kong |
| (4) Kingsway Financial Services Group Limited | 7 th Floor, Tower One Lippo Centre 89 Queensway Hong Kong |
| (5) Phillip Securities (Hong Kong) Limited | 11-12 th Floor United Centre 95 Queensway Hong Kong |
| (6) VC Brokerage Limited | 28 th Floor, The Centrium 60 Wyndham Street Central Hong Kong |

(ii) any of the following branches of Industrial and Commercial Bank of China (Asia) Limited, a receiving banker for the Public Offer:

| District | Branch Name | Branch Address |
|-----------------|-------------------------|--|
| Hong Kong | Central Branch | 1/F., 9 Queen's Road Central |
| | North Point Branch | G/F, 436-438 King's Road, North Point |
| Kowloon | Tsimshatsui East Branch | Shop B, G/F., Railway Plaza, 39 Chatham Road South, Tsimshatsui |
| | Hung Hom Branch | Shop 2A, G/F, Hung Hom Shopping Mall, 2-34E Tak Man Street, Hung Hom |
| | Kwun Tong Branch | Shop 5 & 6, 1/F, Crocodile Center, 79 Hoi Yuen Road, Kwun Tong |
| New Territories | Tseung Kwan O Branch | Shop Nos. 2011-2012, Level 2, Metro City, Plaza II, 8 Yan King Road, Tseung Kwan O |
| | Tai Po Branch | Shop F, G/F, Mee Fat Building, No 34-38 Tai Wing Lane, Tai Po |

- (iii) any of the following branches of DBS Bank (Hong Kong) Limited, a receiving banker for the Public Offer:

| District | Branch Name | Branch Address |
|-----------------|--|--|
| Hong Kong | Head Office Hennessy Road Branch | G/F, The Center, 99 Queen's Road Central 427-429 Hennessy Road, Causeway Bay |
| Kowloon | Nathan Road Branch Tsimshatsui Branch Hoi Yuen Road Branch | G/F, Wofoo Commercial Building, 574-576 Nathan Road, Mongkok G/F, 22-24 Cameron Road, Tsimshatsui Unit 2, G/F, Hewlett Centre, 54 Hoi Yuen Road, Kwun Tong |
| New Territories | Yuen Long Branch Shatin Plaza Branch Tsuen Wan Branch | G/F, 1-5 Tai Tong Road, Yuen Long Shop 47 & 48, Level 1, Shatin Plaza, No. 21-27 Sha Tin Centre Street, Shatin G/F, 23 Chung On Street, Tsuen Wan |

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 17 September 2013 until 12:00 noon on Monday, 23 September 2013 at:

- (i) the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong; and
- (ii) your stock broker, who may have the Prospectus and the **YELLOW** Application Forms available.

The completed **WHITE** Application Forms or **YELLOW** Application Forms, with payment attached, should be deposited in the special collection boxes provided at any of the branches of the receiving bankers referred to above on the following dates during the following times:

Tuesday, 17 September 2013 – 9:00 a.m. to 5:00 p.m.
Wednesday, 18 September 2013 – 9:00 a.m. to 5:00 p.m.
Thursday, 19 September 2013 – 9:00 a.m. to 5:00 p.m.
Saturday, 21 September 2013 – 9:00 a.m. to 1:00 p.m.
Monday, 23 September 2013 – 9:00 a.m. to 12:00 noon

Please refer to the sections headed “Structure and conditions of the Share Offer” and “How to apply for Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to publish the announcement on the Offer Price, together with the level of interest in the Placing and the application results and basis of allotment of the Public Offer Shares on or before Monday, 30 September 2013 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), on the Company's website at www.hkfinance.hk and the website of the Stock Exchange at www.hkexnews.hk.

The results of allocations of the Public Offer, and the Hong Kong Identity Card/passport/Hong Kong business registration numbers (when supplied) of successful applicants and the number of Public Offer Shares successfully applied for under **WHITE** or **YELLOW** Application Forms, will be made available in the manner described in the section head “How to apply for Public Offer Shares – Results of Allocations” in the Prospectus.

The Company will not issue temporary documents of title of the Shares. No receipt will be issued for sum paid on application.

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Wednesday, 2 October 2013, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 2 October 2013. The Shares will be traded in board lots of 4,000 Shares each.

By order of the Board
Hong Kong Finance Group Limited
Chan Kwong Yin William
Chairman of the Company

Hong Kong, 17 September 2013

As at the date of this announcement, the Board comprises Mr. Chan Koung Nam, Mr. Chan Kwong Yin William and Mr. Tse Pui To as the executive Directors, and Mr. Chan Siu Wing Raymond, Mr. Chu Yat Pang Terry and Mr. Cheung Kok Cheong as the independent non-executive Directors.

Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).