

*Hong Kong Exchanges and Clearing Limited, Hong Kong Securities Clearing Company Limited and The Stock Exchange of Hong Kong Limited 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.*

*This announcement is for information purposes only and does not constitute an invitation or solicitation of an offer to acquire, purchase or subscribe for any securities of the Company.*

## **REF Holdings Limited**

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

**(Stock Code on Main Board: 1631)**

**(Stock Code on GEM: 8177)**

### **TRANSFER OF LISTING FROM THE GROWTH ENTERPRISE MARKET TO THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

On 10 March 2017, an application was made by the Company to the Stock Exchange for the transfer of listing of the Shares from GEM to the Main Board. The Company has applied for the listing of, and permission to deal in, (i) the 256,000,000 Shares in issue; and (ii) up to 25,600,000 Shares which may fall to be issued pursuant to the exercise of the outstanding share options being granted under the Share Option Scheme, on the Main Board by way of Transfer of Listing.

The Board is pleased to announce that the approval-in-principle for the Transfer of Listing was granted by the Stock Exchange on 12 June 2017. The last day of dealings in the Shares on GEM (Stock code: 8177) will be on 19 June 2017. Dealings in the Shares on the Main Board (Stock code: 1631) will commence at 9:00 a.m. on 20 June 2017. The Directors confirm that all pre-conditions for the Transfer of Listing under Rule 9A.02 of the Listing Rules have, insofar as applicable, been fulfilled in relation to the Company and the Shares.

The Transfer of Listing will have no effect on the existing share certificates in respect of the Shares which will continue to be admissible in evidence as proof of the title of such Shareholder(s) specified therein to those Share(s) and be valid for trading, settlement and registration purposes and will not involve any transfer or exchange of the existing share certificates. No change is proposed to be made to the stock short name of the Company, the share certificate, the board lot size which is 5,000 Shares each, the trading currency of the Shares which is Hong Kong dollars, the principal share registrar and transfer office of the Company in the Cayman Islands which is Estera Trust (Cayman) Limited, and the branch share registrar and transfer office of the Company in Hong Kong which is Union Registrars Limited, following the Transfer of Listing.

Reference is made to the announcement issued by the Company dated 10 March 2017 in relation to the formal application submitted to the Stock Exchange for the Transfer of Listing pursuant to Chapter 9A of the Listing Rules. On 10 March 2017, an application was made by the Company to the Stock Exchange in relation to the Transfer of Listing. The Company has applied for the listing of, and permission to deal in, (i) the 256,000,000 Shares in issue; and (ii) up to 25,600,000 Shares which may fall to be issued pursuant to the exercise of the outstanding share options being granted under the Share Option Scheme, on the Main Board by way of Transfer of Listing.

The approval-in-principle for the Transfer of Listing was granted by the Stock Exchange on 12 June 2017. The last day of dealings in the Shares on GEM (Stock code: 8177) will be on 19 June 2017. Dealings in the Shares on the Main Board (Stock code: 1631) will commence at 9:00 a.m. on 20 June 2017 and the Shares will be delisted from GEM according to Rule 9A.09(6) of the Listing Rules.

### **REASONS FOR THE TRANSFER OF LISTING**

The Group engages the business of the provision of financial printing services for the financial sector in Hong Kong. The Group offers to its customers a wide range of convenient and quality financial printing services, from typesetting, proofreading, translation, design, printing, web submitting, newspaper placement to distribution. The Board believes that the Transfer of Listing will enhance the trading liquidity of the Shares and promote the Group's corporate image to public investors. The Board also considers that the listing of the Shares on the Main Board will be beneficial to the Group's future growth and business development as well as its financing flexibility.

As at the date of this announcement, the Board has no immediate plans to change the nature of the business of the Group following the Transfer of Listing. The Transfer of Listing will not involve any issue of new Shares by the Company.

### **DEALINGS IN THE SHARES ON THE MAIN BOARD**

The Shares have been accepted as eligible securities by HKSCC for deposit, clearance and settlement in the CCASS with effect from 25 September 2015, the GEM Listing Date. Subject to the continued compliance with the stock admission requirements of HKSCC, the Shares will continue to be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS once dealings in the Shares on the Main Board commence, and that all activities under CCASS are subject to the General Rules of the CCASS and CCASS Operational Procedures in effect from time to time.

The last day of dealings in the Shares on GEM (Stock code: 8177) will be on 19 June 2017. Dealings in the Shares on the Main Board (Stock code: 1631) will commence at 9:00 a.m. on 20 June 2017.

The Transfer of Listing will have no effect on the existing share certificates in respect of the Shares which will continue to be admissible in evidence as proof of the title of such Shareholder(s) specified therein to those Share(s) and be valid for trading, settlement and registration purposes and will not involve any transfer or exchange of the existing share certificates. No change is proposed to be made to the stock short name of the Company, the share certificate, the board lot size which is 5,000 Shares each, the trading currency of the

Shares which is Hong Kong dollars, the principal share registrar and transfer office of the Company in the Cayman Islands which is Estera Trust (Cayman) Limited, and the branch share registrar and transfer office of the Company in Hong Kong which is Union Registrars Limited, following the Transfer of Listing.

## **SHARE OPTION SCHEME**

The Share Option Scheme was adopted by the Company on 12 August 2015, for the purpose of advancing the interests of the Company and its Shareholders by enabling (i) the Company to grant options to attract, retain and reward the eligible persons and to provide them with an incentive or reward for their contribution to the Group and (ii) such persons' contribution to further advance the interests of the Group, which will expire on 11 August 2025. As at the date of this announcement, the Share Option Scheme fully complies with the requirements of Chapter 17 of the Listing Rules. Thus, the Share Option Scheme will remain effective upon the Transfer of Listing.

Pursuant to the Share Option Scheme and as at the date of this announcement, the Company may grant options in respect of a total of 25,600,000 Shares, representing 10% of the share capital of the Company in issue as at the GEM Listing Date, during the remaining term of the Share Option Scheme. The listing of the Shares to be issued pursuant to the Share Option Scheme will also be transferred to the Main Board pursuant to Rule 9A.10 of the Listing Rules.

As at the date of this announcement, the Company has not issued, any options under the Share Option Scheme, warrants or similar rights or convertible equity securities of which will be transferred to the Main Board.

## **PUBLIC FLOAT**

The Directors confirm that at least 25% of the total issued shares of the Company was held by the public (as defined in the Listing Rules) as at the Latest Practicable Date. Accordingly, the minimum 25% public float requirement has been maintained in compliance with Rule 8.08 of the Listing Rules.

## **COMPETING BUSINESSES**

As at the date of this announcement, none of the Directors or the controlling shareholders of the Company, nor their respective associates had any interests in a business, which competes or is likely to compete either directly or indirectly with the business of the Group pursuant to Rule 9A.09(10) of the Listing Rules.

## **GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

Pursuant to Rule 9A.12 of the Listing Rules, the general mandates granted by the Shareholders at the annual general meeting of the Company held on 21 March 2017 to the Directors to allot and issue new Shares and repurchase Shares will continue to be valid and remain in effect until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles or any applicable laws of the Cayman Islands; or
- (c) the date on which such authority is revoked or varied by an ordinary resolution of Shareholders in general meeting.

## **REGULAR PUBLICATION OF RESULTS**

Upon the Transfer of Listing, the Company will cease the practice of reporting financial results on a quarterly basis and will follow the relevant requirements of the Listing Rules, which include publishing its interim results and annual results within two months and three months from the end of the relevant periods or financial year ends respectively. The Directors are of the view that potential investors and Shareholders will continue to have access to relevant information of the Company following the reporting requirements under the Listing Rules.

## **COMPLIANCE WITH THE LISTING RULES**

The Board confirms that all pre-conditions for the Transfer of Listing under Rule 9A.02 of the Listing Rules have, insofar as applicable, been fulfilled in relation to the Company and the Shares as at the date of this announcement.

## **THE BUSINESS AND FINANCIAL OVERVIEW**

The Shares of the Company has been listed on GEM since 25 September 2015. The Group is principally engaged in the provision of financial printing services for the financial sector in Hong Kong. The Group offers to its customers a wide range of convenient and quality financial printing services, from typesetting, proofreading, translation, design, printing, web submitting, newspaper placement to distribution. The Group's financial printing services cover printing listing documents, financial reports, compliance documents and other documents. In addition to the core services the Group offers, it also provided ancillary services such as provision of conference room facilities, which could cater for its customers' different requirements.

The Group's services can be broadly categorised into three types, namely printing, translation and media placement. There has been no significant change in the business model of the Group subsequent to the listing of the Shares on the GEM. Printing maintains to be the Group's mainstream of revenue.

## **Material risks associated with the Group's business**

The Board considers that the material risks associated with the Group's business include the following:

*The Group in general does not enter into long-term agreements with its customers, and the Group may not maintain its relationship with its existing customers or attract new customers, which exposes the Group to potential uncertainty with respect to its revenue from time to time.*

The Group, in general, does not enter into any long-term agreements with its customers and its sales are concluded on a project-by-project basis. There is no assurance that any of the Group's customers will continue to choose the Group as their financial printing service providers in the future. Further, the Group's success is partly attributable to its ability to maintain its existing customers and attract new customers, which depends on a variety of factors such as the effectiveness of its marketing strategies. There is no assurance that the Group will be able to do so in the future. Therefore, the Group's results of operations may fluctuate significantly in the future.

*The Group's revenue may fluctuate from period to period due to variations in types of services required by its customers and the timing of completion of its projects.*

The Group's revenue may vary from period to period depending upon the types of services required by its customers. In addition, the progress of the Group's projects, especially for those in relation to listing documents and compliance documents, are subject to various factors such as the clearance from the respective regulators, which are out of the Group's control and will affect its cash flows generated from operations. Any delays in the completion of the Group's projects may defer payments from its customers, and hence, adversely affect its cash flows and results of operations. If the projects cannot be completed after a substantial amount of time and costs have been incurred by the Group, its results of operations and financial position may be adversely affected.

*The Group may not be able to sustain the rapid business growth that the Group has experienced.*

The Group's business has been expanding rapidly. The Group's revenue increased from approximately HK\$134.1 million for the year ended 31 December 2014 to approximately HK\$178.1 million for the year ended 31 December 2016, at a CAGR of approximately 15.2%. The Group needs to manage the growth effectively, which may entail devising and implementing business plans effectively, training and managing the growing workforce, managing the costs and implementing adequate control and reporting systems in a timely manner. There is no assurance that the Group will be able to maintain such rapid business growth in the future.

## Key financial information of the Group

The following table sets forth the selected financial information of the Group for the three years ended 31 December 2014, 2015 and 2016 and the three months ended 31 March 2016 and 2017:

	2014		Year ended 31 December 2015		2016		Three months ended 31 March 2016		2017	
	HK\$'000	% to revenue	HK\$'000	% to revenue	HK\$'000	% to revenue	HK\$'000 (unaudited)	% to revenue (unaudited)	HK\$'000 (unaudited)	% to revenue (unaudited)
Revenue	134,132	100.0	142,355	100.0	178,095	100.0	30,196	100.0	48,566	100.0
Costs of services	(65,247)	48.6	(67,777)	47.6	(82,564)	46.4	(14,192)	47.0	(20,575)	42.4
Gross profit	68,885	51.4	74,578	52.4	95,531	53.6	16,004	53.0	27,991	57.6
Other income	29	0.0	287	0.2	103	0.1	6	0.1	799	1.6
Selling and distribution expenses	(11,163)	8.3	(11,560)	8.1	(14,233)	8.0	(1,838)	6.1	(3,159)	6.5
Administrative expenses	(26,113)	19.5	(27,633)	19.4	(26,403)	14.8	(4,555)	15.1	(6,898)	14.2
Finance costs	(11)	0.0	(24)	0.0	(10)	0.0	(2)	0.1	(6)	0.1
Profit before taxation	31,627	23.6	35,648	25.0	54,988	30.9	9,615	31.8	18,727	38.6
Taxation	(6,064)	4.5	(6,976)	4.9	(9,369)	5.3	(1,653)	5.5	(3,203)	6.6
<b>Profit for the year/period</b>	<b>25,563</b>	<b>19.1</b>	<b>28,672</b>	<b>20.1</b>	<b>45,619</b>	<b>25.6</b>	<b>7,962</b>	<b>26.4</b>	<b>15,524</b>	<b>32.0</b>

### Revenue

The Group's revenue represents services rendered for the financial printing services. Most of the Group's customers are companies listed on the Stock Exchange and corporate communication and investor relations companies. All of the Group's revenue was generated from services provided in Hong Kong.

The following table shows the breakdown of the Group's revenue for the years/periods indicated:

	2014		Year ended 31 December 2015		2016		For the three months ended 31 March 2016		2017	
	HK\$'000	% to revenue	HK\$'000	% to revenue	HK\$'000	% to revenue	HK\$'000 (unaudited)	% to revenue (unaudited)	HK\$'000 (unaudited)	% to revenue (unaudited)
<b>Printing<sup>(1)</sup></b>										
— Listing documents	41,291	30.8	35,633	25.0	47,277	26.5	4,371	14.5	23,896	49.2
— Financial reports	33,775	25.2	39,150	27.5	47,820	26.9	6,445	21.3	6,189	12.7
— Compliance documents	13,495	10.0	15,171	10.7	23,620	13.3	7,667	25.4	4,072	8.4
— Other documents	2,526	1.9	2,393	1.7	1,475	0.8	281	0.9	482	1.0
	91,087	67.9	92,347	64.9	120,192	67.5	18,764	62.1	34,639	71.3
<b>Translation<sup>(2)</sup></b>	28,850	21.5	36,324	25.5	44,626	25.0	8,050	26.7	9,621	19.8
<b>Media placement<sup>(3)</sup></b>	14,195	10.6	13,684	9.6	13,277	7.5	3,382	11.2	4,306	8.9
<b>Total</b>	<b>134,132</b>	<b>100.0</b>	<b>142,355</b>	<b>100.0</b>	<b>178,095</b>	<b>100.0</b>	<b>30,196</b>	<b>100.0</b>	<b>48,566</b>	<b>100.0</b>

Notes:

- (1) Printing mainly include typesetting, proofreading, design, printing, binding and distribution of listing documents, financial reports, compliance documents and other documents.
- (2) Translation mainly involve translation of English into Chinese for all types of the Group's printing documents and vice versa.
- (3) Media placement refers to the placing of documents on the internet and in newspapers.

The following table shows the number of jobs and the average revenue recognised per job during the years/periods indicated:

	Year ended 31 December									For the three months ended 31 March					
	2014			2015			2016			2016		2017			
	No. of jobs <sup>(Note)</sup>	Revenue recognised HK\$'000	Average revenue recognised per job HK\$'000	No. of jobs <sup>(Note)</sup>	Revenue recognised HK\$'000	Average revenue recognised per job HK\$'000	No. of jobs <sup>(Note)</sup>	Revenue recognised HK\$'000	Average revenue recognised per job HK\$'000	No. of jobs <sup>(Note)</sup>	Revenue recognised HK\$'000 (unaudited)	Average revenue recognised per job HK\$'000 (unaudited)	No. of jobs <sup>(Note)</sup>	Revenue recognised HK\$'000 (unaudited)	Average revenue recognised per job HK\$'000 (unaudited)
Printing	942	91,087	97	969	92,347	95	1,052	120,192	114	135	18,764	139	188	34,639	184
Translation	2,384	28,850	12	2,950	36,324	12	3,359	44,626	13	651	8,050	12	728	9,621	13
Media placement	3,015	14,195	5	3,893	13,684	4	4,476	13,277	3	1,033	3,382	3	1,093	4,306	4
		<u>134,132</u>			<u>142,355</u>			<u>178,095</u>			<u>30,196</u>			<u>48,566</u>	

Note: A project, which the Group is engaged by the customer, may involve jobs from different segments. For example, an engagement of an IPO project may involve jobs of printing, translation and media placement.

Based on the unaudited condensed consolidated results of the Group, the Group's revenue increased by approximately HK\$18.4 million, or 60.9%, from approximately HK\$30.2 million for the three months ended 31 March 2016 to approximately HK\$48.6 million for the three months ended 31 March 2017. The increase was primarily attributable to the increases in revenue from printing services, amounting to approximately HK\$15.9 million.

*Printing services:* Based on the unaudited condensed consolidated results of the Group, for the three months ended 31 March 2017 and 2016, the revenue generated from the printing services represented approximately 71.3% and 62.1% respectively of the Group's total revenue. Printing revenue for the three months ended 31 March 2017 was approximately HK\$34.6 million, representing an increase of about 84.6% as compared to the three months ended 31 March 2016, which was primarily due to the increase in number of jobs completed.

*Translation services:* Based on the unaudited condensed consolidated results of the Group, for the three months ended 31 March 2017 and 2016, the revenue generated from the translation services represented approximately 19.8% and 26.7% respectively of the Group's total revenue. Translation revenue for the three months ended 31 March 2017 was approximately HK\$9.6 million, representing an increase of about 19.5% as compared to the three months ended 31 March 2016, which was primarily due to the increase in number of jobs completed.

*Media placement services:* Based on the unaudited condensed consolidated results of the Group, for the three months ended 31 March 2017 and 2016, the revenue generated from the media placement services represented approximately 8.9% and 11.2% respectively of the Group's total revenue. Media placement revenue for the three months ended 31 March 2017 was approximately HK\$4.3 million, representing an increase of about 27.3% as compared to the three months ended 31 March 2016, which was primarily due to the increase in number of jobs completed.

The Group's revenue increased by approximately HK\$35.7 million, or 25.1%, from approximately HK\$142.4 million for the year ended 31 December 2015 to approximately HK\$178.1 million for the year ended 31 December 2016. The increase was primarily attributable to the increase in revenue from (i) printing services, amounting to approximately HK\$27.9 million, and (ii) translation services, amounting to approximately HK\$8.3 million.

*Printing services:* For the years ended 31 December 2016 and 2015, the revenue generated from the printing services represented approximately 67.5% and 64.9% respectively of the Group's total revenue. Printing revenue during the year ended 31 December 2016 was approximately HK\$120.2 million, representing an increase of about 30.2% as compared to the year ended 31 December 2015, which was primarily due to the increase in number of jobs completed.

*Translation services:* For the years ended 31 December 2016 and 2015, the revenue generated from the translation services represented approximately 25.0% and 25.5% respectively of the Group's total revenue. Translation revenue during the year ended 31 December 2016 was approximately HK\$44.6 million, representing an increase of about 22.9% as compared to the year ended 31 December 2015, which was primarily due to the increase in number of jobs completed.

*Media placement services:* For the years ended 31 December 2016 and 2015, the revenue generated from the media placement services represented approximately 7.5% and 9.6% respectively of the Group's total revenue. Media placement revenue during the year ended 31 December 2016 was approximately HK\$13.3 million, representing a decrease of about 2.9% as compared to the year ended 31 December 2015, which was primarily due to the decrease in number of jobs for media placement services in newspapers. The decrease in number of jobs for media placement in newspaper is primarily due to a general decrease in market interest in placing advertisements in newspapers during the year.

The Group's revenue increased by approximately HK\$8.3 million, or 6.1%, from approximately HK\$134.1 million for the year ended 31 December 2014 to approximately HK\$142.4 million for the year ended 31 December 2015. The increase was primarily attributable to the increases in revenue from printing activity, amounting to approximately HK\$1.3 million, and revenue from translation activity, amounting to approximately HK\$7.5 million, which was partly offset by the decrease in revenue from media placement activity, amounting to approximately HK\$0.5 million, since there were less media placement services in newspapers ordered by the Group's customers.

*Printing services:* For the years ended 31 December 2015 and 2014, the revenue generated from the printing services represented approximately 64.9% and 67.9% respectively of the Group's total revenue. Printing revenue during the year ended 31 December 2015 was



approximately HK\$92.3 million, representing an increase of about 1.4% as compared to the year ended 31 December 2014, which was primarily due to the increase in number of jobs completed.

*Translation services:* For the years ended 31 December 2015 and 2014, the revenue generated from the translation services represented approximately 25.5% and 21.5% respectively of the Group's total revenue. Translation revenue during the year ended 31 December 2015 was approximately HK\$36.3 million, representing an increase of about 25.9% as compared to the year ended 31 December 2014, which was primarily due to the increase in number of jobs completed.

*Media placement services:* For the years ended 31 December 2015 and 2014, the revenue generated from the media placement services represented approximately 9.6% and 10.6% respectively of the Group's total revenue. Media placement revenue during the year ended 31 December 2015 was approximately HK\$13.7 million, representing a decrease of about 3.6% as compared to the year ended 31 December 2014, which was primarily due to the decrease in number of jobs for media placement services in newspapers. The decrease in number of jobs for media placement in newspaper is primarily due to a general decrease in market interest in placing advertisements in newspapers during the year.

#### *Costs of services*

Based on the unaudited condensed consolidated results of the Group, the Group's cost of services increased by approximately HK\$6.4 million, or 45.1%, from approximately HK\$14.2 million for the three months ended 31 March 2016 to approximately HK\$20.6 million for the three months ended 31 March 2017. The increase was mainly due to (i) an increase in printing costs, translation costs, media placement cost as well as design and other costs, amounting to approximately HK\$5.7 million in total, which was in line with the increase in revenue generated from printing activity, translation activity and media placement services; and (ii) an increase in staff cost, which amounted to approximately HK\$0.6 million in total caused by (a) an increase in the number of staff; (b) the annual/regular salary revision for the staff; and (c) an increase in bonus provision which was in line with the increase in profits for the three months ended 31 March 2017.

The Group's cost of services increased by approximately HK\$14.8 million, or 21.8%, from approximately HK\$67.8 million for the year ended 31 December 2015 to approximately HK\$82.6 million for the year ended 31 December 2016. The increase was mainly due to (i) an increase in printing costs and translation costs, amounting to approximately HK\$7.4 million in total, which was in line with the increase in revenue generated from printing services and translation services; and (ii) an increase in staff costs, which amounted to approximately HK\$3.9 million in total caused by (a) an increase in number of staff; (b) the annual/regular salary revision for staff; and (c) an increase in bonus provision which was in line with the increase in profit for the year ended 31 December 2016.

The Group's cost of services increased by approximately HK\$2.6 million, or 3.9%, from approximately HK\$65.2 million for the year ended 31 December 2014 to approximately HK\$67.8 million for the year ended 31 December 2015. The increase was mainly due to (i) the increase in translation costs, which was in line with the increase in revenue generated from translation activity; and (ii) the increase in staff cost, owing to (a) an increase in the number of staff; (b) the general annual salary revision for the staff; and (c) an increase of

discretionary bonus paid/payable which was in line with the increase in profits for the year ended 31 December 2015. Such increase was partly outweighed by (i) the decrease in printing costs, due to stringent cost control; and (ii) the decrease in advertising fees paid, which was in line with the decrease in revenue generated from media placement activity for the year ended 31 December 2015.

#### *Gross profit and gross profit margin*

Based on the unaudited condensed consolidated results of the Group, the Group's gross profit increased by approximately HK\$12.0 million, or 75.0%, from approximately HK\$16.0 million for the three months ended 31 March 2016 to approximately HK\$28.0 million for the three months ended 31 March 2017, which was due to the increase in revenue. The improvement of the Group's gross profit margin from approximately 53.0% for the three months ended 31 March 2016 to approximately 57.6% for the three months ended 31 March 2017 was mainly due to (i) the increase in average revenue per job in relation to printing services; and (ii) the Group's effort in cost control of production department through enhancing the level of utilisation of staff.

The Group's gross profit increased by approximately HK\$20.9 million, or 28.0%, from approximately HK\$74.6 million for the year ended 31 December 2015 to approximately HK\$95.5 million for the year ended 31 December 2016, which was due to the increase in revenue. The Group's gross profit margins for the years ended 31 December 2016 and 2015 were approximately 53.6% and 52.4% respectively which had been maintained at a stable level.

The Group's gross profit increased by approximately HK\$5.7 million, or 8.3%, from approximately HK\$68.9 million for the year ended 31 December 2014 to approximately HK\$74.6 million for the year ended 31 December 2015, which was due to the increase in revenue. The Group's gross profit margin of approximately 51.4 % and 52.4 % for the years ended 31 December 2014 and 2015 respectively maintained at a stable level.

#### *Other income*

Based on the unaudited condensed consolidated results of the Group, other income increased by approximately HK\$0.8 million, or 132.3 times, from approximately HK\$6,000 for the three months ended 31 March 2016 to approximately HK\$0.8 million for the three months ended 31 March 2017. The increase was primarily due to more sundry income.

Other income decreased by approximately HK\$0.2 million, or 66.7%, from approximately HK\$0.3 million for the year ended 31 December 2015 to approximately HK\$0.1 million for the year ended 31 December 2016. The decrease was primarily due to less sundry income.

Other income increased by approximately HK\$0.3 million, or 8.9 times, from approximately HK\$29,000 for the year ended 31 December 2014 to approximately HK\$0.3 million for the year ended 31 December 2015. The increase was primarily attributable to the one-off sponsorship fee received from the Company's subcontractors and customers, in an aggregate amount of approximately HK\$0.2 million, for the placement of congratulation advertisement for the listing of Shares on GEM on 25 September 2015.

### *Selling and distribution expenses*

Based on the unaudited condensed consolidated results of the Group, the Group's selling and distribution expenses increased by approximately HK\$1.4 million, or 77.8%, from approximately HK\$1.8 million for the three months ended 31 March 2016 to approximately HK\$3.2 million for the three months ended 31 March 2017. The increase was mainly due to the increases in marketing expenses, commission payment and bonus provision, which was in line with the increase in revenue.

The Group's selling and distribution expenses increased by approximately HK\$2.6 million, or 22.4%, from approximately HK\$11.6 million for the year ended 31 December 2015 to approximately HK\$14.2 million for the year ended 31 December 2016. The increase was mainly due to the increases in commission payment and bonus provision, which was in line with the increase in revenue.

The Group's selling and distribution expenses increased by approximately HK\$0.4 million, or 3.6%, from approximately HK\$11.2 million for the year ended 31 December 2014 to approximately HK\$11.6 million for the year ended 31 December 2015. The increase, in line with the increase in revenue, was mainly due to an increase in the commission payment and sales incentive bonus.

### *Administrative expenses*

Based on the unaudited condensed consolidated results of the Group, the Group's administrative expenses increased by approximately HK\$2.3 million, or 50.0%, from approximately HK\$4.6 million for the three months ended 31 March 2016 to approximately HK\$6.9 million for the three months ended 31 March 2017. The increase was mainly due to (i) the cost for acquiring software to cope with operation needs; (ii) an increase of operating lease rental expenses caused by the inflated monthly rental expenses under the new lease term; and (iii) staff cost (including remuneration of Directors), which was in line with the increase in profits for the three months ended 31 March 2017 and with prevailing market conditions.

The Group's administrative expenses decreased by approximately HK\$1.2 million, or 4.3%, from approximately HK\$27.6 million for the year ended 31 December 2015 to approximately HK\$26.4 million for the year ended 31 December 2016. The decrease was mainly due to the non-incurrence of the one-off payment of the substantial expenses in connection with the listing of the Shares on GEM on 25 September 2015 despite the increases of (i) cost for acquiring software; (ii) professional and other costs in relation to the compliance with the GEM Listing Rules and other regulations applicable to the Group for maintaining the listing status; and (iii) staff cost (including remuneration of the Directors) for the year ended 31 December 2015.

The Group's administrative expenses increased mildly by approximately HK\$1.5 million, or 5.8%, from approximately HK\$26.1 million for the year ended 31 December 2014 to approximately HK\$27.6 million for the year ended 31 December 2015. The increase was mainly attributable to (i) an increase in staff cost; and (ii) an increase in the one-off payment of the expenses in connection with the listing of Shares on GEM.

## *Taxation*

Based on the unaudited condensed consolidated results of the Group, profits tax expense increased by approximately HK\$1.5 million, or 88.2%, from approximately HK\$1.7 million for the three months ended 31 March 2016 to approximately HK\$3.2 million for the three months ended 31 March 2017. The increase was primarily attributable to the increase in profit before taxation. Deferred tax increased by approximately HK\$50,000, or 25 times, from approximately HK\$2,000 for the three months ended 31 March 2016 to approximately HK\$52,000 for the three months ended 31 March 2017. The increase was primarily attributable to the increase in accelerated depreciation allowance.

Profits tax expense increased by approximately HK\$2.2 million, or 31.0%, from approximately HK\$7.1 million for the year ended 31 December 2015 to approximately HK\$9.3 million for the year ended 31 December 2016. The increase was primarily attributable to the increase in profit before taxation. Deferred tax decreased by approximately HK\$0.2 million, or two times, from deferred tax asset of approximately HK\$0.1 million for the year ended 31 December 2015 to deferred tax liability of approximately HK\$0.1 million for the year ended 31 December 2016. The decrease was primarily attributable to the decrease in accelerated depreciation allowances.

Profits tax expense increased by approximately HK\$0.8 million, or 12.3%, from approximately HK\$6.3 million for the year ended 31 December 2014 to approximately HK\$7.1 million for the year ended 31 December 2015. The increase was primarily attributable to the increase in profit before taxation, excluding the effect of non-deductible expenses such as listing expenses. Deferred tax income decreased by approximately HK\$0.1 million, or 56.2%, from approximately \$0.2 million for the year ended 31 December 2014 to approximately HK\$0.1 million for the year ended 31 December 2015. The decrease was primarily attributable to the decrease in accelerated depreciation allowances.

Based on the unaudited condensed consolidated results of the Group, for the three months ended 31 March 2016 and 2017, the effective tax rates, representing taxation divided by profit before taxation, were approximately 17.2% and 17.1% respectively. The effective tax rates remained relatively stable for the three months ended 31 March 2017 when compared to the three months ended 31 March 2016.

For the three years ended 31 December 2014, 2015 and 2016, the effective tax rates, representing taxation divided by profit before taxation, were approximately 19.2%, 19.6% and 17.0% respectively. The effective tax rates for the years ended 31 December 2014 and 2015 were higher due to the non-deductible listing expenses charged to the financial statement. If the non-deductible listing expenses charged to the financial statement of approximately HK\$6.0 million, HK\$6.4 million and nil was excluded from the profit before taxation for each of the years ended 31 December 2014, 2015 and 2016, the adjusted effective tax rates were approximately 16.1%, 16.6% and 17.0% respectively, which remained relatively stable.

## *Profit and net profit margin*

Based on the unaudited condensed consolidated results of the Group, profit for the three months ended 31 March 2017 was approximately HK\$15.5 million, representing an increase of approximately HK\$7.5 million, or 93.8% as compared with approximately HK\$8.0

million for the three months ended 31 March 2016. The increase was primarily attributable to the increase in revenue. The net profit margin for the three months ended 31 March 2017 and 2016 were approximately 32.0% and 26.4% respectively.

Profit for the year ended 31 December 2016 increased by approximately HK\$16.9 million, or 58.9%, from approximately HK\$28.7 million for the year ended 31 December 2015 to approximately HK\$45.6 million for the year ended 31 December 2016. The increase was primarily attributable to (i) the increase in revenue; and (ii) the non-recurring one-off expenses in connection with the listing of Shares on GEM. The net profit margins for the years ended 31 December 2016 and 2015 were approximately 25.6% and 20.1% respectively.

Profit for the year ended 31 December 2015 increased by approximately HK\$3.1 million, or 12.2%, from approximately HK\$25.6 million for the year ended 31 December 2014 to approximately HK\$28.7 million for the year ended 31 December 2015. Out of which listing expenses of approximately HK\$6.0 million and HK\$6.4 million for the years ended 31 December 2014 and 2015 were deducted as expenses in connection with the listing of Shares on GEM from the profit for the years ended 31 December 2014 and 2015, respectively. The Group's net profit margin of approximately 19.1% and 20.1% for the years ended 31 December 2014 and 2015 respectively maintained at a stable level.

#### *Net current assets*

The following table sets out the details of the Group's current assets and current liabilities as at each of the balance sheet dates indicated below:

	<b>As at 31 December</b>		
	<b>2014</b>	<b>2015</b>	<b>2016</b>
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
<b>Current Assets</b>			
Work in progress	1,167	1,331	2,397
Trade receivables	13,649	23,419	30,992
Prepayments, deposits and other receivables	4,592	4,672	6,663
Bank balances and cash	<u>18,303</u>	<u>69,183</u>	<u>111,311</u>
<b>Total</b>	<u><u>37,711</u></u>	<u><u>98,605</u></u>	<u><u>151,363</u></u>
<b>Current Liabilities</b>			
Trade payables	6,033	8,749	7,560
Accruals and other payables	11,583	14,174	13,173
Deposits received	7,188	15,190	23,197
Tax payable	<u>3,413</u>	<u>782</u>	<u>2,231</u>
<b>Total</b>	<u><u>28,217</u></u>	<u><u>38,895</u></u>	<u><u>46,161</u></u>
<b>Net current assets</b>	<u><u><b>9,494</b></u></u>	<u><u><b>59,710</b></u></u>	<u><u><b>105,202</b></u></u>

The Group had net current assets of approximately HK\$9.5 million, HK\$59.7 million and HK\$105.2 million as at 31 December 2014, 2015 and 2016. The major components of the Group's current liabilities were trade payables, accruals and other payables, deposit received and tax payable. The Group's net current asset position improved significantly from approximately HK\$9.5 million as at 31 December 2014 to approximately HK\$59.7 million as at 31 December 2015 was mainly due to (i) the increase in trade receivables; and (ii) the significant increase of bank balances and cash. The Group's net current asset position further improved from approximately HK\$59.7 million as at 31 December 2015 to approximately HK\$105.2 million as at 31 December 2016, the increase was primarily attributable to the further accumulation of bank balances and cash.

#### *Trade receivables*

The Group's trade receivables represent amount receivables from customers for services it performed in ordinary course of its business. The Group's customers were generally granted credit terms of up to 30 days upon the issuance of an invoice and the balances were mainly settled either by cheques, by direct remittances or by bank transfer to the Group.

The following table sets out the aged analysis of the Group's trade receivables as at the dates indicated:

	<b>As at 31 December</b>		
	<b>2014</b>	<b>2015</b>	<b>2016</b>
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Current — neither past due nor impaired	5,061	16,053	15,554
Under 31 days past due	2,957	3,732	8,662
31–60 days past due	2,271	2,725	1,805
61–120 days past due	1,467	608	4,879
121–150 days past due	365	58	90
Over 150 days past due	<u>1,528</u>	<u>243</u>	<u>2</u>
Total	<u><u>13,649</u></u>	<u><u>23,419</u></u>	<u><u>30,992</u></u>

As at the Latest Practicable Date, approximately HK\$29.9 million representing approximately 96.5% of the trade receivable balances as at 31 December 2016, including the aggregate trade receivable balances that were past due over 60 days as at 31 December 2016 amounting to approximately HK\$5.0 million, had been subsequently settled.

#### *Other material financial information*

Please refer to the annual reports of the Company for the years ended 31 December 2015 and 2016, and the quarterly reports of the Company for each quarters in the years ended 31 December 2015 and 2016 and the three months ended 31 March 2017, for further details of the annual/quarterly results and management discussion and analysis of the Group.

#### **RECENT DEVELOPMENT AND NO MATERIAL ADVERSE CHANGE**

As at 31 May 2017, the Group had 335 projects on hand with an aggregate contract sum of approximately HK\$138.6 million.

The Group's revenue and cost structure have remained unchanged since 31 December 2016. The Directors confirm that subsequent to 31 December 2016, there are no unfavorable trends or developments which may have a material adverse impact on the Group's business and financial performance.

## USE OF PROCEEDS

The net proceeds from the Placing completed on 25 September 2015 were approximately HK\$31.4 million, after deducting the expenses relating to the listing of the Shares on GEM. As at the Latest Practicable Date, all of the unused proceeds were deposited in a licensed bank in Hong Kong.

A portion of the net proceeds from the Placing were utilised since the Group has been listed on GEM on 25 September 2015. The proposed amount of net proceeds to be used as stated in the Prospectus and the actual amount of net proceeds used up to 31 December 2016; and the corresponding application are set out in the table below:

Proposed use of proceeds as set out in the Prospectus	From the GEM Listing Date to 31 December 2015		For the six months ended 30 June 2016		For the six months ended 31 December 2016	
	Proposed amount to be used as stated in the Prospectus (HK\$ million)	Actual amount used (HK\$ million)	Proposed amount to be used in the Prospectus (HK\$ million)	Actual amount used (HK\$ million)	Proposed amount to be used in the Prospectus (HK\$ million)	Actual amount used (HK\$ million)
Enhance competitiveness through expansion of workforce, improving and acquiring office facilities, equipment and software	4.7	–	4.7	–	4.7	3.0
Strengthen design capabilities	2.6	–	4.0	–	1.5	0.6
Set up an in-house translation team	0.7	–	0.6	–	0.6	–
<b>Total</b>	<b>8.0</b>	<b>–</b>	<b>9.3</b>	<b>–</b>	<b>6.8</b>	<b>3.6</b>

From 1 January 2017 to 31 December 2018, the proposed amount of net proceeds to be used as stated in the Prospectus and the proposed amount of net proceeds to be used as of the Latest Practicable Date; and the corresponding application are set out in the table below:

Proposed use of proceeds as set out in the Prospectus	For the six months ending 30 June 2017		For the six months ending 31 December 2017		For the six months ending 30 June 2018		For the six months ending 31 December 2018	
	Proposed amount to be used as stated in the Prospectus (HK\$ million)	Proposed amount to be used (HK\$ million)	Proposed amount to be used as stated in the Prospectus (HK\$ million)	Proposed amount to be used (HK\$ million)	Proposed amount to be used as stated in the Prospectus (HK\$ million)	Proposed amount to be used (HK\$ million)	Proposed amount to be used as stated in the Prospectus (HK\$ million)	Proposed amount to be used (HK\$ million)
Enhance competitiveness through expansion of workforce, improving and acquiring office facilities, equipment and software	4.4	3.4	-	1.9	-	0.8	-	-
Strengthen design capabilities	1.0	0.4	-	0.8	-	0.3	-	-
Set up an in-house translation team	0.2	1.8	-	4.7	-	5.8	-	6.2
<b>Total</b>	<b>5.6</b>	<b>5.6</b>	<b>-</b>	<b>7.4</b>	<b>-</b>	<b>6.9</b>	<b>-</b>	<b>6.2</b>

Up to the Latest Practicable Date, approximately HK\$6.2 million, HK\$0.9 million and HK\$1.5 million of the net proceeds from the Placing was used for the purpose of (i) enhancing competitiveness through expansion of workforce, improving and acquiring office facilities, equipment and software, (ii) strengthening design capabilities and (iii) setting up in-house translation team, respectively.

The abovementioned business plans have been postponed and the net proceeds from the Placing have not been applied as scheduled as set out in the Prospectus, which were primarily due to the following reasons:

- the Group experienced a general slow-moving and uncertain economic environment in the fourth quarter of 2015 which was out of the expectation of the Directors prior to the GEM Listing Date, as evidenced by a general negative stock market sentiment. The total stock market turnover for the fourth quarter of 2015 was relatively lower with a range of approximately 10% to 50% as compared to the previous quarters in 2015. In addition, the Heng Seng Index also had a decreasing trend during the fourth quarter of 2015;
- the Group experienced difficulties in recruiting suitable and adequate number of staff at an acceptable salary level for expansion of workforce and design capabilities as there were a number of financial printing service providers newly established in the market during the year ended 31 December 2016. To the best knowledge of the Directors, there were around 5 financial printing service providers established during the year ended 31 December 2016;



- although the Group upgraded and acquired certain office equipment and software, there was lack of vacant time of the conference rooms and client areas to carry out renovations as the demand from the Group's customers for conference rooms services remained high during the year ended 31 December 2016. The time needed for planning the renovation work, which include adjusting conference rooms booking schedule with clients of the Group, selecting contractors, finalising the design and accommodating the availability of the contractors, exceeded the expectation of the Directors prior to the GEM Listing Date. The Group eventually carried out such renovation work in December 2016 and January 2017 where holidays were relatively abundant in this time of the year only and the Group had sufficient time beforehand to carry out such planning work; and
- in light of the improving economic environment in early 2016, the Group commenced preparation work for setting up the in-house translation team. During such staff recruitment process, there were difficulties in recruiting appropriate personnel to lead the translation team. Thus, the Directors considered to explore opportunities of setting up the in-house translation team by acquiring a translation company to leverage on the expertise of an established team. The Group encountered such opportunity of acquisition of a translation company and began commercial negotiations with the relevant potential vendor in the third quarter of 2016. However, such acquisition did not proceed as the parties did not agree on the terms of the sale and purchase agreement after rounds of discussion at the end of 2016.

Nevertheless, by the first quarter of 2017, the Group had carried out and completed the renovation works for improving office facilities by applying the net proceeds from the Placing allocated for such purpose in the sum of approximately HK\$1.5 million.

In addition, in May 2017, the Group had successfully set up and started to operate its in-house translation team and up to the Latest Practicable Date, the Group had applied net proceeds from the Placing in the sum of approximately HK\$1.5 million to recruit the head of the translation team, hire relevant staff, rent and renovate new office and acquire equipment, software, furniture and fixtures, for this purpose.

### **Comparison of business objectives with actual business progress**

The analysis comparing the business objectives as set out in the Prospectus with the Group's actual business progress since the GEM Listing Date to 31 December 2016 is set out in the annual report of the Company for the years ended 31 December 2015 and 2016.

## **BIOGRAPHICAL INFORMATION OF DIRECTORS AND SENIOR MANAGEMENT**

The biographical information of each current Directors and senior management of the Company is as follows:

### **Chairman and non-executive Director**

**Mr. LAU Man Tak (劉文德) (“Mr. Lau”)**, aged 47, is the founder of the Group and was appointed as the chairman of the Board on 12 August 2015 and a non-executive Director on 7 March 2014. His role and responsibility in the Group is strategic planning while he does not involve in the day-to-day management of the business operations.

Mr. Lau graduated from the Hong Kong Polytechnic University with a bachelor’s degree of arts in accountancy in November 1991. Mr. Lau has more than 16 years of experience in finance and accounting. He is a fellow member of the Hong Kong Institute of Certified Public Accountants since September 1997, a fellow member of the Association of Chartered Certified Accountants since July 2002, a fellow member of The Hong Kong Institute of Directors since August 2012 and a member and fellow member of the Hong Kong Securities Institute (later renamed as the Hong Kong Securities and Investment Institute) since April 2000 and December 2015, respectively. Mr. Lau accumulated his experience in finance and accountancy when he was acting as an executive director of Premium Land Limited (later renamed as China Baoli Technologies Holdings Limited) (stock code: 164) from October 2001 to August 2005 where he was responsible for the accounting and financial matters and also when he was acting as an executive director of Solartech International Holdings Limited (stock code: 1166) from January 2002 until March 2007 where he was responsible for the overall management of the financial matters of the company. His skills in accountancy was further accumulated when he was acting as an executive director and qualified accountant of Warderly International Holdings Limited (later renamed as Fullshare Holdings Limited) (stock code: 607) from December 2007 to January 2010.

He is currently an executive director, the chairman and an authorised representative of TEM Holdings Limited (“TEM”), a company listed on GEM (stock code: 8346) and an independent non-executive director of Kingston Financial Group Limited, a company listed on the Main Board (stock code: 1031).

He was also an executive director, the chairman, an authorised representative and the compliance officer of Aurum Pacific (China) Group Limited, a company listed on GEM (stock code: 8148), from June 2012 to September 2014, an independent non-executive director of each of Kong Sun Holdings Limited (stock code: 295) from September 2008 to April 2014, AMCO United Holding Limited (stock code: 630) from October 2010 to June 2015, KuangChi Science Limited (stock code: 439) from March 2008 to September 2015 and Sincere Watch (Hong Kong) Limited (stock code: 444) from June 2012 to December 2016, which are companies listed on the Main Board.

Mr. Lau was a director of the following companies, which were all incorporated in Hong Kong prior to their respective dissolution:

Name of company	Principal business activity prior to dissolution	Date of commencement of winding up procedure/Date of dissolution	Means of dissolution	Reasons for dissolution
Billion Gateways Limited	Investment	Not applicable/ 1 September 2006	Voluntary deregistration dissolved pursuant to the Companies (Winding Up and Miscellaneous) Ordinance (“ <b>Deregistration</b> ”)	Cessation of business
Blandor International Limited	Investment	31 August 1998/ 15 February 2006	Creditors’ voluntary winding up	Cessation of business ( <i>Note 1</i> )
Champion Era Limited	Investment	Not applicable/ 21 March 2003	Striking off dissolved pursuant to the Companies (Winding Up and Miscellaneous) Ordinance (“ <b>Striking Off</b> ”)	Cessation of business
Duke Metal Limited	Commodities trading	Not applicable/ 2 December 2005	Deregistration	Cessation of business
Glad Bright Limited	Investment	Not applicable/ 6 December 2002	Striking Off	Cessation of business
Grandyet Limited	Investment	Not applicable/ 9 August 2002	Striking Off	Cessation of business
Huey Tai Management Services Limited	Investment	Not applicable/ 12 July 2002	Striking Off	Cessation of business
Huey Tai Properties Management Limited	Investment	Not applicable/ 12 July 2002	Striking Off	Cessation of business
Huey Tai Property Development Limited	Investment	Not applicable/ 12 July 2002	Striking Off	Cessation of business
Kingford Investment Company, Limited	Investment	17 July 2002/ 30 August 2007	Compulsory winding up	Cessation of business ( <i>Note 2</i> )

Name of company	Principal business activity prior to dissolution	Date of commencement of winding up procedure/Date of dissolution	Means of dissolution	Reasons for dissolution
M. Paris Hong Kong Limited	Fashion retail	11 June 1998/ 10 January 2006	Creditors' voluntary winding up	Cessation of business (Note 1)
New Delicate Printing Limited	Investment	Not applicable/ 23 March 2007	Striking Off	Cessation of business
Nice & Bright Limited	Property investment	Not applicable/ 8 August 2014	Deregistration	Cessation of business
On Line Education Limited	Investment	29 May 2002/ 29 November 2006	Compulsory winding up	Cessation of business (Note 3)
Renouveau (H.K.) Limited	Fashion retail	19 February 1998/ 10 January 2006	Creditors' voluntary winding up	Cessation of business (Note 1)
Richmen Investment Limited	Investment	Not applicable/ 10 January 2014	Deregistration	Cessation of business
Sinoboan Limited	Investment	Not applicable/ 11 October 2002	Striking Off	Cessation of business
Talow Investment Limited	Investment	Not applicable/ 22 November 2002	Striking Off	Cessation of business
Topwayson Company Limited	Investment	Not applicable/ 10 January 2003	Striking Off	Cessation of business
Tradekey Investments Limited	Investment	Not applicable/ 21 March 2003	Striking Off	Cessation of business
Uniwin Company Limited	Investment	Not applicable/ 11 October 2002	Striking Off	Cessation of business

*Notes:*

- (1) Keng Fong Sin Kee Construction and Investment Company Limited (“**Keng Fong**”) (presently known as ZH International Holdings Limited) (stock code: 185) was the ultimate holding company of the subject companies and Mr. Lau was the financial controller of Keng Fong and its group companies (“**Keng Fong Group**”). Because of the Asia financial crisis in around 1998, the business of Keng Fong Group was heavily affected and Keng Fong Group did not repay its loans. Therefore, the board of directors of Keng Fong decided to wind up the subject companies by means of creditors' voluntary winding up.

- (2) Mr. Lau was the financial controller of Keng Fong Group, the holding company of Kingford Investment Company, Limited (“**Kingford**”). Because of the Asia financial crisis in around 1998, the business of Keng Fong Group was heavily affected and Kingford did not pay its rent. Therefore, Kingford’s then landlord sued against Kingford for the recovery of the sum of approximately HK\$0.4 million being arrears of rent for the period from 1 November 2000 to 30 April 2001.
- (3) Mr. Lau was the financial controller of Keng Fong Group. Keng Fong invested in On Line Education Limited (“**On Line Education**”) and nominated Mr. Lau as a director of On Line Education. However, Mr. Lau had never been involved in the management of the company. Later, On Line Education’s business declined and On Line Education did not pay its employees their wages. Therefore, the employees brought an action against On Line Education in the Labour Tribunal for outstanding wages in arrears in the aggregate sum of approximately HK\$1.3 million.

Mr. Lau confirmed that there is no wrongful act on his part leading to the above dissolutions and is not aware of any actual or potential claim has been or will be made against him as a result of the dissolutions, and that his involvement in the above companies was part and parcel of his services and that no misconduct or misfeasance had been involved in the dissolution of these companies.

Mr. Lau entered into a letter of appointment with the Company for an initial period from 12 August 2015 to the GEM Listing Date and one year from the GEM Listing Date, which will continue thereafter unless terminated by either party giving at least one month’s notice in writing.

Pursuant to the letter of appointment, Mr. Lau is entitled to a fixed director fee. His emolument was determined by the Board by reference to his experience, responsibilities and duties with the Company and shall be reviewed annually by the remuneration committee of the Company. For the year ended 31 December 2016, a sum of HK\$138,000 has been paid to Mr. Lau.

Under the SFO, Mr. Lau is deemed to be interested in 192,000,000 Shares, representing of 75% the total issued share capital in the Company, through Jumbo Ace Enterprises Limited which is owned by Rising Luck Management Limited and Mr. Lau as to 95% and 5%, respectively. Mr. Lau in turn owns 76.25% of the issued share capital in Rising Luck Management Limited.

## **Executive Directors**

**Ms. CHIU Hok Yu (趙鶴茹) (“Ms. Chiu”)**, aged 46, was appointed as a Director on 5 February 2014 and was re-designated as an executive Director on 7 March 2014. Ms. Chiu is the managing director of REF Financial. She is also a member of each of the remuneration committee and the nomination committee of the Company. Ms. Chiu joined the Group in April 2011 and is responsible for the Group’s overall management, corporate development and strategic planning.

Ms. Chiu has more than 20 years of experience in the financial printing industry. Ms. Chiu completed her secondary education in Hong Kong in June 1988. Prior to joining the Group, she was the marketing manager of Vite Limited (now known as Toppan Vite Limited), a financial printing company for over 3 years and was responsible for sales and marketing activities. She was also the director of iOne Financial Press Limited, a financial printing company in Hong Kong from 2000 to 2010 and was responsible for the overall management

and corporate development. Ms. Chiu served as an executive director of iOne Holdings Limited (stock code: 982) from March 2008 to March 2010 and was responsible for the group's overall management, corporate development and strategic planning.

Ms. Chiu was a director of Team Chance Limited, Richmen Investment Limited and Nice & Bright Limited, all companies were incorporated in Hong Kong, prior to their dissolution on 22 December 2000, 10 January 2014 and 8 August 2014, respectively, by way of deregistration because the above companies ceased to carry on any business or operation. Under section 750 of the Companies Ordinance and section 291AA of the Predecessor Companies Ordinance, an application to deregister a private company can only be made if (a) all the members of the company agree to the deregistration; (b) the company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than three months immediately before the application; and (c) the company has no outstanding liabilities.

Ms. Chiu confirmed that there is no wrongful act on her part leading to the dissolution of the above companies and she is not aware of any actual or potential claim that has been or will be initiated against her as a result of the dissolution of such companies, and that her involvements in Team Chance Limited, Richmen Investment Limited and Nice & Bright Limited was part and parcel of her services and that no misconduct or misfeasance had been involved in the dissolution of such companies.

Ms. Chiu entered into a service contract with the Company on 12 August 2015 for an initial period from 12 August 2015 to 25 September 2015 and one year from the GEM Listing Date, which will continue thereafter unless terminated by either party giving at least one month's notice in writing.

Pursuant to the service contract, Ms. Chiu is entitled to fixed director fee and additional benefits at the discretion of the Board. Her emolument was determined by the Board by reference to her experience, responsibilities and duties with the Company and shall be reviewed annually by the remuneration committee of the Company. For the year ended 31 December 2016, a sum of HK\$3,708,000 has been paid to Ms. Chiu.

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Chiu was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

**Ms. KWOK Kam Lai (郭琴麗)** (“**Ms. Kwok**”), aged 55, was appointed as a Director on 5 February 2014 and was re-designated as an executive Director on 7 March 2014. Ms. Kwok is the human resources and administration director and the financial controller of REF Financial. She is also the compliance officer of the Company and a member of the compliance committee of the Company. Ms. Kwok joined the Group in January 2011 and is responsible for overseeing the administration, human resources affairs and financial control of the Group.

Ms. Kwok has been in the financial printing industry for over 16 years and has over 26 years of experience in auditing and accounting. From April 1991 to April 1994, Ms. Kwok worked at The Glorious Sun (Holdings) Limited which is a Hong Kong company and its main business activities was fashion garment manufacturing and her last position was an accounting manager. She was responsible for overseeing the daily accounting operations of

the company's subsidiaries. From September 1994 to June 1996, Ms. Kwok worked as an accountant at Inter-Cassette (Hong Kong) Limited, a manufacturer of audio and video consumable products. She was responsible for overseeing the daily accounting operations of the company. From September 1996 to March 2006, she worked at RR Donnelley Roman Financial Limited which is a financial printing company in Hong Kong with last position as regional finance manager of Asia in the accounts department. From November 2006 to February 2010, Ms. Kwok served as a financial controller, human resources and administration director of iOne (Regional) Financial Press Limited, a financial printing company in Hong Kong. Her job responsibilities at both RR Donnelley Roman Financial Limited and iOne (Regional) Financial Press Limited were similar, in which she was responsible for overseeing the administration and human resources affairs of the companies and in charge of their accounts department.

Ms. Kwok has been an associate of the Hong Kong Society of Accountants (now known as Hong Kong Institute of Certified Public Accountants) since January 1997 and a fellow member of The Association of Chartered Certified Accountants in the UK since November 2001.

Ms. Kwok entered into a service contract with the Company on 12 August 2015 for an initial period from 12 August 2015 to 25 September 2015 and one year from the GEM Listing Date, which will continue thereafter unless terminated by either party giving at least one month's notice in writing.

Pursuant to the service contract, Ms. Kwok is entitled to fixed director fee and additional benefits at the discretion of the Board. Her emolument was determined by the Board by reference to her experience, responsibilities and duties with the Company and shall be reviewed annually by the remuneration committee of the Company. For the year ended 31 December 2016, a sum of HK\$2,323,000 has been paid to Ms. Kwok.

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Kwok was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

### **Independent non-executive Directors**

**Mr. LEUNG Chi Hung (梁志雄)** (“**Mr. Leung**”), aged 61, was appointed as an independent non-executive Director on 12 August 2015. He is the chairperson and a member of the audit committee of the Company as well as a member of each of the remuneration committee, the nomination committee and the compliance committee of the Company.

Mr. Leung has over 13 years of experience in audit and taxation. He is currently a director of Philip Leung & Co. Limited, a certified public accountants firm. Mr. Leung has been a fellow member of each of the Association of Chartered Certified Accountants in the UK and the Hong Kong Institute of Certified Public Accountants since October 1991 and December 1993, respectively. He is also a registered financial planner of the Society of Registered Financial Planners in Hong Kong since October 2005 and a fellow of the Taxation Institute of Hong Kong since March 2000.

He is currently an independent non-executive director of each of Daido Group Limited (stock code: 544) and Eforce Holdings Limited (stock code: 943), both companies listed on Main Board, and Finet Group Limited (stock code: 8317), a company listed on GEM.

Mr. Leung was a director of Sunnyvale Investment Limited and Jolly First Capital Limited, which were both incorporated in Hong Kong, prior to their dissolutions by way of deregistration on 10 August 2007 and creditor's voluntary winding-up on 19 August 2004, respectively. Mr. Leung was appointed as the director of Jolly First Capital Limited solely for the purpose of winding up the company after the disappearance of the company's then director. Mr. Leung confirmed that there is no wrongful act on his part leading to the deregistration or dissolution and is not aware of any actual or potential claim has been or will be made against him as a result of the deregistration or dissolution. His involvement in the above companies was part and parcel of his services and that no misconduct or misfeasance had been involved in the deregistration or dissolution of these companies. In fact Jolly First Capital Limited was finally solvent upon dissolution.

Mr. Leung entered into a letter of appointment with the Company on 12 August 2015 for an initial term of one year commencing on the GEM Listing Date, which will continue thereafter unless terminated by either party giving at least one month's notice in writing.

Pursuant to the letter of appointment, Mr. Leung is entitled to a fixed director fee. His emolument was determined by the Board by reference to his experience, responsibilities and duties within the Company and shall be reviewed annually by the remuneration committee of the Company. For the year ended 31 December 2016, a sum of HK\$180,000 has been paid to Mr. Leung.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Leung was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

**Mr. WONG Kun Kau (黃灌球) ("Mr. Wong")**, aged 56, was appointed as an independent non-executive Director on 12 August 2015. He is the chairperson and a member of the nomination committee of the Company as well as a member of each of the audit committee, the remuneration committee and the compliance committee of the Company.

Mr. Wong has more than 34 years of experience in investment banking and corporate finance. He is currently the founder and managing partner of Bull Capital Partners Ltd. ("**Bull Capital**"), a fund management company specialising in direct investment in the Greater China region. Prior to joining Bull Capital, Mr. Wong held senior management positions with several multinational financial institutions including BNP Paribas Capital (Asia Pacific) Limited from January 1998 to November 2007, where he left as head of Asia investment banking.

He is currently an independent non-executive director of each of West China Cement Limited (principally engaged in manufacture and sale of cement and cement products) and China Shengmu Organic Milk Limited (principally engaged in dairy farming and liquid milk businesses), both are listed on the Main Board (stock codes: 2233 and 1432, respectively).



Mr. Wong was a non-executive director of Sun King Power Electronics Group Limited, a company listed on the Main Board (stock code: 580) (principally engaged in trading and manufacturing of power electronic components), from May 2010 to July 2015. Mr. Wong was also an independent non-executive director of each of Lifestyle Properties Development Limited (stock code: 2183) (principally engaged in property development and property investment), from September 2013 to May 2017; and Anhui Conch Cement Company Limited (“**Anhui Conch**”) (stock code: 914) (principally engaged in manufacture and sales of clinker and cement products), from May 2012 to June 2016, both are companies listed on the Main Board. Anhui Conch is also listed on the Shanghai Stock Exchange (stock code: 600585).

Mr. Wong received his bachelor’s degree in Social Sciences of The University of Hong Kong in November 1982.

Mr. Wong was a director of BNP Paribas Peregrine Investments Limited, which was incorporated in BVI and was registered in Hong Kong as a non-Hong Kong company under part XI of the Predecessor Companies Ordinance, prior to its dissolution by way of liquidation on 23 January 2004. Mr. Wong was also a director of Peregrine Brokerage (China) Limited and Donwick Limited, which were both incorporated in Hong Kong, prior to their dissolution by way of creditor’s voluntary winding up on 15 June 2002 and dissolution by way of deregistration on 22 August 2003, respectively. By the special resolution of Peregrine Brokerage (China) Limited dated 15 June 1999, the company was described as not been able, by reason of its liabilities, to continue its business. Mr. Wong confirmed that there is no wrongful act on his part leading to the dissolutions and is not aware of any actual or potential claim has been or will be made against him as a result of the dissolutions, and that his involvement in the above companies was part and parcel of his services and that no misconduct or misfeasance had been involved in the dissolution of these companies.

Mr. Wong entered into a letter of appointment with the Company on 12 August 2015 for an initial term of one year commencing on the GEM Listing Date, which will continue thereafter unless terminated by either party giving at least one month’s notice in writing.

Pursuant to the letter of appointment, Mr. Wong is entitled to a fixed director fee. His emolument was determined by the Board by reference to his experience, responsibilities and duties within the Company and shall be reviewed annually by the remuneration committee of the Company. For the year ended 31 December 2016, a sum of HK\$180,000 has been paid to Mr. Wong.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Wong was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

**Mr. LUM Chor Wah Richard (林楚華)** (“**Mr. Lum**”), aged 57, was appointed as an independent non-executive Director on 12 August 2015. He is the chairperson and a member of each of the remuneration committee and the compliance committee of the Company as well as a member of each of the audit committee and the nomination committee of the Company.

Mr. Lum has over 21 years of experience in the finance industry. Mr. Lum is currently a director of CCIB Opportunity Income Growth Fund and CCIB SPC, both of which are registered funds in the Cayman Islands. He is also a director and a responsible officer (Type 4 and Type 9) of United Gain Investment Limited, a licensed entity in Hong Kong regulated by the Securities and Futures Commission of Hong Kong carrying out Type 4 (Advising in Securities) and Type 9 (Asset Management) regulated activities.

He is an independent non-executive director of TEM, a company listed on GEM (stock code: 8346). He was an independent non-executive director of China Solar Energy Holdings Limited, a company listed on the Main Board (stock code: 155) from July 2014 to May 2015.

Mr. Lum graduated from The University of Hong Kong with a bachelor's degree of science in November 1981. He further pursued and obtained a master's degree in business administration from The Chinese University of Hong Kong in December 1983. In June 2008, he obtained a master's degree in law majoring in Economic Law from the Renmin University of China. Mr. Lum has been a fellow member of The Hong Kong Institute of Directors since December 2002, an associate and then a fellow member of the Institute of Financial Accountants in the UK since November 2003 and April 2011 respectively, a certified risk planner of the Institute of Crisis and Risk Management, Hong Kong since March 2004, a member and a registered financial planner of the Society of Registered Financial Planners in Hong Kong since September 2002, a qualified financial planner of the Occupational Skill Testing Authority of the PRC since December 2006 and a member of the Hong Kong Securities and Investment Institute since May 2014. He has also passed the AMAC Fund Participant Examination organised by the China Securities and Investment Fund Association.

Mr. Lum was a director of the following companies, which were all incorporated in Hong Kong prior to their respective dissolution:

<b>Name of company</b>	<b>Principal business activity prior to dissolution</b>	<b>Date of commencement of winding up procedure/Date of dissolution</b>	<b>Means of dissolution</b>	<b>Reasons for dissolution</b>
Cheer Alliance Limited	Trading	Not applicable/ 1 April 2005	Deregistration	Cessation of business
CWAP (HK) Limited	Telecom	26 October 2005/ 26 May 2008	Compulsory winding up	Cessation of business (Note 1)
Digital Nunet Exchange Limite	Telecom	22 September 2004/ 30 April 2012	Compulsory winding up	Cessation of business (Note 1)
Digitel Technologies Limited	Telecom	Not applicable/ 14 September 2007	Striking Off	Cessation of business

Name of company	Principal business activity prior to dissolution	Date of commencement of winding up procedure/Date of dissolution	Means of dissolution	Reasons for dissolution
Fairate Limited	Property investment	24 November 1999/ 6 June 2003	Compulsory winding up	Cessation of business (Note 2)
Finsen Trading Limited	Trading	Not applicable/ 3 December 2010	Striking Off	Cessation of business
Innovative Development Company Limited	Investment	Not applicable/ 26 February 2010	Striking Off	Cessation of business
Innovative International (H.K.) Limited	Manufacturing and trading	5 August 2002/ 8 August 2008	Compulsory winding up	Cessation of business (Note 2)
International Communications Corporation Limited	Telecom	Not applicable/ 20 April 2012	Striking Off	Cessation of business
Rhino Toys Manufacturing Limited	Toys manufacturing	5 July 1999/ 12 April 2010	Compulsory winding up	Cessation of business (Note 2)
Victorison Logistics Limited	Investment	Not applicable/ 22 January 2010	Striking Off	Cessation of business
Wall Street Financial Consultant Co. Limited	Consultancy	Not applicable/ 13 July 2007	Striking Off	Cessation of business

*Notes:*

- (1) Mr. Lum was a director of Digital World Holdings Limited (“**Digital World**”) (presently known as Good Fellow Resources Holdings Limited) (stock code: 109), the holding company of the subject companies. In 2003, there was a change in the controlling shareholder of Digital World which subsequently ceased the business of the subject companies. The employees of the subject companies became redundant and the subject companies failed to pay their employees. Therefore, the employees of the subject companies brought an action against the subject companies for all the outstanding amounts in arrears, which consisted of salary and compensation.
- (2) Mr. Lum was an executive director of Innovative International (Holdings) Limited (“**Innovative Holdings**”) (presently known as FDG Electric Vehicles Limited) (stock code: 729), the holding company of the subject companies. Mr. Lum subsequently, was redesignated as a non-executive director of Innovative Holdings and was not involved in the daily management of Innovative Holdings and/or the subject companies. Because of the Asia financial crisis in around 1998, Innovative Holdings was in financial difficulty and was unable to fund the subject companies for repayment of loans or debts. Therefore, (i) a contractor of a property project developed by Fairate Limited brought an action against Fairate Limited for the outstanding amounts in arrears in the approximate amount of HK\$6.5 million; (ii) Innovative International (H.K.) Limited eventually defaulted on its banking facilities callable on demand

and the bank applied to wind-up Innovative International (H.K.) Limited; and (iii) Rhino Toys Manufacturing Limited was unable to repay a bank loan in the sum of approximately HK\$2.4 million and the bank petitioned to wind up Rhino Toys Manufacturing Limited in April 1999.

Mr. Lum confirmed that there is no wrongful act on his part leading to the dissolutions and is not aware of any actual or potential claim has been or will be made against him as a result of the dissolutions, and that his involvement in the above companies was part and parcel of his services and that no misconduct or misfeasance had been involved in the dissolution of these companies.

As disclosed in the announcement of China Solar dated 31 March 2015, China Solar received a winding-up petition presented by Crown Master International Trading Company Limited (“**Crown Master**”) on 26 March 2015. Crown Master claims that China Solar has failed to repay Crown Master a sum of HK\$36,667,800, being the principal amount of convertible notes payable by China Solar under an agreement in respect of the acquisition of the entire issued share capital in Stream Fund High-Tech Group Corporation Limited. Mr. Lum was an independent non-executive director of China Solar on the date the winding-up petition was received by China Solar and has no personal involvement in the winding-up case or the relevant claim against China Solar.

Mr. Lum entered into a letter of appointment with the Company on 12 August 2015 for an initial term of one year commencing on the GEM Listing Date, which will continue thereafter unless terminated by either party giving at least one month’s notice in writing.

Pursuant to the letter of appointment, Mr. Lum is entitled to a fixed director fee. His emolument was determined by the Board by reference to his experience, responsibilities and duties within the Company and shall be reviewed annually by the remuneration committee of the Company. For the year ended 31 December 2016, a sum of HK\$180,000 has been paid to Mr. Lum.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Lum was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

Save as disclosed above, none of the Directors (i) has held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) as at the date of this announcement, has any interest in the Shares which required to be disclosed under Part XV of the SFO; and (iii) has any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no information relating to the Directors that is required to be disclosed pursuant to Rules 13.51(2)(h)-(v) of the Listing Rules and the Board is not aware of any other matter that needs to be brought to the attention of the Shareholders in relation to their directorships.

## Senior management

**Mr. LEE Sai Hong (李世康) (“Mr. Lee”)**, aged 44, is the chief operating officer of REF Financial. Mr. Lee joined the Group in January 2012 and is responsible for REF Financial’s operations and management, including account servicing, production and information technology. He graduated from The Hong Kong University of Science and Technology with a bachelor’s degree in Chemistry in November 1996. Mr. Lee has over 14 years of experience in the financial printing industry. Prior to joining the Group, he served as an information technology specialist responsible for customer service, production control, system and application development in Equity Financial Press Limited, a financial printing company in Hong Kong from September 1996 to March 2004 and from June 2008 to January 2011.

**Ms. LAW Lai Yee Teresa (羅麗宜) (“Ms. Law”)**, aged 37, is the sales director of REF Financial. Ms. Law joined the Group in January 2011 and is responsible for the sales and marketing activities and general management of REF Financial. Ms. Law graduated from the University of British Columbia, Canada in May 2003 with a bachelor’s degree in arts. Ms. Law has 10 years of experience in sales and marketing. Her main responsibility was to pursue and prospect new business opportunities and promote financial printing services to potential customers.

**Mr. SO Ka Lung (蘇嘉龍) (“Mr. So”)**, aged 49, is the creative director of REF Financial. Mr. So joined the Group in January 2011 and is responsible for overseeing design direction and quality control of the artwork production process of REF Financial. Mr. So obtained a diploma in design (packaging/advertising) from the Shatin Technical Institute (now known as “Hong Kong Institute of Vocational Education (Shatin)”) in September 1988. Mr. So has over 11 years of experience in design. Prior to joining the Group, Mr. So started his design career as an art editor in a local newspaper, Tin Tin Daily News from August 1985 to November 1986. Subsequently, he had been employed as an art director in The Design Associates Ltd. (“TDA”) from February 2003 to April 2005. TDA is a design graphic house which focuses on designing annual reports and corporate brochure. From April 2005 to September 2010, Mr. So served as the head of design department in iOne Financial Press Limited, a financial printing company in Hong Kong. His main responsibilities included creative direction, printing quality control, artwork supervision, corporate identity and house brand building.

## Company Secretary

**Mr. KO Wai Lun Warren (高偉倫) (“Mr. Ko”)**, aged 49, is the company secretary of the Company. Mr. Ko has been a solicitor of The Supreme Court of Hong Kong Special Administrative Region since November 1995 and The Supreme Court of England and Wales since September 1996. He obtained his Bachelor of Science from Simon Fraser University, Canada in June 1990 and Bachelor of Laws from the University of Leeds, England in July 1992. He is currently a partner at Robertsons and specialises in corporate finance law.

Mr. Ko has been an independent non-executive director of China Bio Cassava Holdings Limited whose shares are listed on GEM (stock code: 8129), since February 2014; and Roma Group Limited whose shares are listed on GEM (stock code: 8072), since March 2014.

He was an independent non-executive director of Li Heng Chemical Fibre Technologies Limited whose shares were delisted on the Singapore Exchange Securities Trading Limited since 2 February 2017, from December 2007 to February 2017. He was also a non-executive director of Global Tech (Holdings) Limited whose shares are listed on the Main Board (stock code: 143) and the Singapore Exchange Securities Trading Limited, from September 2003 to March 2016.

## **DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be made available for viewing on the websites of the Company at [www.ref.com.hk](http://www.ref.com.hk) and of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and [www.hkgem.com](http://www.hkgem.com):

- (a) the memorandum of association and the Articles of the Company;
- (b) the first quarterly report of the Company for the three months ended 31 March 2017;
- (c) the Directors' report and annual report of the Company for the year ended 31 December 2016;
- (d) the third quarterly report of the Company for the nine months ended 30 September 2016;
- (e) the interim report of the Company for the six months ended 30 June 2016;
- (f) the first quarterly report of the Company for the three months ended 31 March 2016;
- (g) the Directors' report and annual report of the Company for the year ended 31 December 2015;
- (h) the third quarterly report of the Company for the nine months ended 30 September 2015;
- (i) each of the prospectuses and circulars to shareholders issued by the Company in the immediately preceding full financial year; and
- (j) each of the announcements and other corporate communications made by the Company prior to the date of this announcement as required under the Listing Rules and the GEM Listing Rules.

## **DEFINITIONS**

In this announcement, the following expressions have the following meanings unless the context requires otherwise:

“Articles”	the articles of association of the Company
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors

“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the operation procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to the operations and functions of CCASS, as from time to time in force
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	REF Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the GEM
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Date”	the date on which the Shares were listed on GEM, being 25 September 2015
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended from time to time
“Group”	the Company and its subsidiaries from time to time
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	5 June 2017, being the latest practicable date prior to the issue of this announcement for ascertaining certain information contained in this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Main Board”	the stock market (excluding the options market) operated by the Stock Exchange which is independent from and in parallel with GEM
“Placing”	The placing of 64,000,000 Share for the listing of the Shares on GEM as set out in the Prospectus

“PRC”	the People’s Republic of China, and for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Predecessor Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force from time to time before 3 March 2014
“Prospectus”	the prospectus of the Company dated 17 September 2015
“REF Financial”	REF Financial Press Limited (緯豐財經印刷有限公司), a company incorporated in Hong Kong with limited liability on 28 April 2010 and an indirect wholly-owned subsidiary of the Company
“SFO”	The Security and Future Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 12 August 2015 as amended from time to time
“Share(s)”	ordinary share(s) of par value HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transfer of Listing”	the prepared transfer of listing of the Shares from GEM to the Main Board pursuant to the Listing Rules
“%”	per cent

By order of the Board of  
**REF Holdings Limited**  
**Lau Man Tak**  
*Chairman*

Hong Kong, 12 June 2017



*As at the date of this announcement, the executive Directors are Ms. Chiu Hok Yu and Ms. Kwok Kam Lai; the non-executive Director is Mr. Lau Man Tak; the independent non-executive Directors are Mr. Leung Chi Hung, Mr. Wong Kun Kau and Mr. Lum Chor Wah Richard.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules and the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on websites of the GEM at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least seven days from the day of its posting, the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.ref.com.hk](http://www.ref.com.hk).*