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**TK Group (Holdings) Limited**  
**東江集團(控股)有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 2283)

**PLACING OF NEW SHARES UNDER GENERAL MANDATE  
AND  
PLACING OF UNLISTED WARRANTS**

**Placing Agent**

**UOBKayHian**  
**大華繼顯**

**THE PLACING AGREEMENT**

On 12 November 2014 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent. Pursuant to the Placing Agreement, the Placing Agent agreed to place, on a best efforts basis, (i) 500,000 new Shares at a subscription price of HK\$1.80 per Share (i.e. the Placing Shares), and (ii) Warrants in the amount of HK\$47,600,000, to subscribe for 20,000,000 new Shares (i.e. the Warrants Shares), at a subscription price of HK\$0.01 per Warrant. The Warrants carry the rights to subscribe for the Warrant Shares at the Exercise Price of HK\$2.38 per Warrant Share during a period of two years commencing from (and inclusive of) the date of the issue of the Warrants. The Placing Shares and Warrant Shares will be allotted and issued under the 2014 General Mandate.

As at the date of this announcement, the Company has a total of 826,600,000 Shares in issue. The Placing Shares represent approximately 0.06% of the existing issued share capital of the Company and represent approximately 0.06% of issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares. Assuming there is no further issue or repurchase of the Shares after the allotment and issue of the Placing Shares and there is no adjustment to the Exercise Price, upon the full exercise of the subscription rights attaching to the Warrants, 20,000,000 Warrants Shares will be allotted and issued, which represent approximately 2.42% of the existing issued share capital of the Company; approximately 2.42% of the issued share capital of the Company as enlarged by the allotment and issued of the Placing Shares, and approximately 2.36% of the issued share capital as enlarged by the allotment and issue of the Placing Shares and the Warrant Shares upon exercise in full the subscription rights as attached to the Warrants.

As at the date of the Placing Agreement, the Placing Agent has identified potential placee(s) and upon Completion, all the Placing Shares and the Warrants will be placed to the Placee(s) simultaneously and such placee(s) and its ultimate beneficial owner(s) will be Independent Third Parties, and are not acting in concert with the connected persons of the Company.

No application will be made for the listing of the Warrants on the Stock Exchange or any other stock exchange. Application will be made by the Company to the Stock Exchange for the granting of the listing of, and the permission to deal in, the Placing Shares and the Warrant Shares.

The net proceeds from the allotment and issue of the Placing Shares is HK\$650,000 and together with the proceeds of the issue of the Warrants of HK\$200,000 will be applied as the general working capital of the Group. The net proceeds from the allotment and issue of the Warrant Shares upon the exercise of the subscription rights attaching to the Warrants of up to a maximum amount of approximately HK\$46,400,000, will be applied as the general working capital of the Group.

**Shareholders and potential investors should note that completion of the Placing is subject to the satisfaction of certain conditions as set out below under the paragraph headed “Conditions precedent” of the section headed “The Placing Agreement”. As the transactions contemplated by the Placing Agreement may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares, and if they are in doubt about their position, they should consult their professional advisers.**

## **THE PLACING AGREEMENT**

The Board is pleased to announce that on 12 November 2014 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent for the placing of, on the best effort basis, (i) 500,000 new Shares at a subscription price of HK\$1.80 per Shares, and (ii) Placing Warrants in the amount of HK\$47,600,000, to subscribe for 20,000,000 new Shares, at a subscription price of HK\$0.01

per Warrant. The Warrants carry the rights to subscribe for the Warrant Shares at the initial Exercise Price of HK\$2.38 per Warrant Share during a period of two years commencing from (and inclusive of) the date of the issue of the Warrants.

**Date and Parties**

**Date:** 12 November 2014

**Issuer:** The Company

**The Placing Agent:**

The Placing Agent has conditionally agreed to procure placing of 500,000 Placing Shares and Warrants in the amount of HK\$47,600,000 to subscribe for 20,000,000 new Shares, on a best effort basis, to placees. The Placing Agent will receive a fixed placing commission of HK\$100,000 on the allotment and issue of the Placing Shares, and 2.5% of the amount of the gross proceeds received by the Company upon exercise of any of the subscription rights attaching to the Warrants by the Warrantheolders. Such placing commission was arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market condition.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Placing Agent and its associates are Independent Third Parties.

**Placees:**

As at the date of the Placing Agreement, the Placing Agent has identified two potential placees, who are Asian Equity Special Opportunities Portfolio Master Fund Limited and Asian Opportunities Absolute Return Fund Limited, both of which are open-end investment companies incorporated in the Cayman Islands with limited liability. Both of the placees are managed by RAYS Capital Partners Limited, which is licensed as an intermediary by the Securities and Futures Commission. Upon completion of the Placing, all the Placing Shares and the Warrants will be placed to these placees simultaneously and such placees and their ultimate beneficial owners will be Independent Third Parties, and are not acting in concert with the connected persons of the Company.

**Securities to be issued:**

Subject to the fulfillment of the conditions to the Placing Agreement, the Company agreed to issue (i) 500,000 Placing Shares; and (ii) Warrants in the amount of HK\$47,600,000 to subscribe for 20,000,000 new Shares. The Warrants carry the right to subscribe for Warrant Shares at the Exercise Price of HK\$2.38 per Warrant Share (subject to adjustment pursuant to the Warrant Instrument).

## **Conditions precedent**

The obligation of the Placing Agent to place the Placing Shares and the Warrants with placees is subject to the satisfaction of, among other things:

- (a) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Placing Shares;
- (b) the Listing Committee of the Stock Exchange shall have approved the issue of the Warrants either unconditionally or subject to conditions to which neither the Company nor the Placees shall reasonably object and the satisfaction of such conditions;
- (c) the Listing Committee of the Stock Exchange shall have granted (either unconditionally or subject to conditions) the listing of, and permission to deal in, all the Warrant Shares falling to be allotted and issued on the exercise of the subscription rights attached to the Warrants;
- (d) the listing of the Shares on the Stock Exchange not having been cancelled or withdrawn, the Shares continuing to be traded on the Stock Exchange at all times from the date hereof to and including the Completion Date (save for any temporary suspension or trading halt for not more than five consecutive Business Days or pending clearance of any announcement(s) to be published by the Company under the Listing Rules); and
- (e) the warranties shall be true, correct, accurate, complete and not misleading when made, and shall continue to be true, correct, accurate, complete and not misleading up to the Completion Date with the same force and effect as if they had been repeated throughout the period between the signing hereof and the Completion Date and on and as of the Completion Date.

Neither the Company nor the Placing Agent may waive any of the conditions except for conditions (d) and (e) which could be waived upon both parties' consent. In the event that any of the conditions is not fulfilled or waived (as the case may be) on or before 15 December 2014 (or such later date as may be agreed between the Company and the Placing Agent) the Placing Agreement shall be terminated and neither the Company nor the Placing Agent shall have any claim against the other for any costs or losses (save for any prior breaches of the Placing Agreement).

## **Completion**

Completion of the placing of the Placing Shares and Warrants shall take place on the Completion Date, which shall be within two Business Days from the satisfaction of the conditions, or such other date as the Company and the Placing Agent shall agree.

## **PLACING SHARES**

The 500,000 Placing Shares represent approximately 0.06% of the existing issued share capital of the Company, and approximately 0.06% of the issued share capital as enlarged by the allotment and issue of the Placing Shares. The Placing Shares will be allotted and issued pursuant to the 2014 General

Mandate and the allotment and issue of the Placing Shares is not subject to any Shareholders' approval. The maximum number of new Shares which can be issued under the 2014 General Mandate is 165,320,000 new Shares. Immediate prior to entering into the Placing Agreement, no Shares had been issued pursuant to the 2014 General Mandate. The allotment and issue of the Placing Shares will be utilized approximately 0.30% of the 2014 General Mandate.

### **Ranking of the Placing Shares**

All Placing Shares will, upon allotment and issue, rank *pari passu* in all respects with the fully paid Shares in issue as at the date of allotment and issue of the Placing Shares.

### **Subscription price of the Placing Shares**

The subscription price of the Placing Shares of HK\$1.80 represents:

- (a) a discount of approximately 5.26% to the closing price per Share of HK\$1.9 as quoted on the Stock Exchange on 12 November 2014, being the date of the Placing Agreement;
- (b) a premium of approximately 5.26% to the average of the closing prices per Share as quoted on the Stock Exchange for the five consecutive Trading Days immediately prior to 12 November 2014, being HK\$1.71 per Share;
- (c) a premium of approximately 2.86% to the average of the closing prices per Share as quoted on the Stock Exchange for the ten consecutive Trading Days immediately prior to 12 November 2014, being HK\$1.75 per Share; and
- (d) a premium of approximately 239.62% to the latest net asset value per Share of HK\$0.53 as at 30 June 2014 (based on the unaudited net assets of the Group as of 30 June 2014 published on the Stock Exchange's website and the number of issued Shares as at the date of this announcement).

The subscription price of the Placing Shares was determined and agreed after arm's length negotiations between the Company and the Placing Agent, taking into account the Group's existing financial position, liquidity of the Shares in the market and the recent trading prices of the Shares.

## **UNLISTED WARRANTS**

### **Number of Warrant Shares**

The Warrants will carry the rights to subscribe at any time and from time to time during the Warrants Exercise Period for Warrant Shares up to in aggregate 20,000,000 new Shares. As at the date of this announcement, the Company has a total of 826,600,000 Shares in issue. Based on the Exercise Price of HK\$2.38, a total of 20,000,000 Warrant Shares may be allotted and issued, representing approximately 2.42% of the existing issued Shares and representing approximately 2.42% of Shares as enlarged by the allotment and issue of the Placing Shares, or approximately 2.36% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares and the Warrant Shares upon exercise in full the subscription rights as attached to the Warrants.

## **Warrants Exercise period**

From the Completion Date and ending at 5:00 p.m. (Hong Kong Time) on the earlier of: (1) the date on which all the rights of the Warrantheolders to subscribe for Warrant Shares have been exercised or lapsed in full; and (2) the second anniversary of the date of the issue of the Warrants.

## **Exercise Price**

The initial Exercise Price is HK\$2.38 per Warrant Share.

The Exercise Price is subject to normal adjustment in certain events such as subdivision or consolidation of the Shares, capitalisation issue, capital distribution, rights issue, issue of convertible or exchangeable securities or Shares issue at a price less than 90% of the market price, purchase and cancellation of securities of the Company, and issue of Shares or other securities at a price less than the Exercise Price then in force.

The Exercise Price was determined and agreed after arm's length negotiations between the Company and the Placing Agent, taking into account the Group's existing financial position, liquidity of the Shares in the market, the number of Warrant Shares and the recent trading prices of the Shares.

The initial Exercise Price of HK\$2.38 represents:

- (a) a premium of approximately 25.26% to the closing price per Share of HK\$1.9 as quoted on the Stock Exchange on 12 November 2014, being the date of the Placing Agreement;
- (b) a premium of approximately 39.18% to the average of the closing prices per Share as quoted on the Stock Exchange for the five consecutive Trading Days immediately prior to 12 November 2014, being HK\$1.71 per Share;
- (c) a premium of approximately 36% to the average of the closing prices per Share as quoted on the Stock Exchange for the ten consecutive Trading Days immediately prior to 12 November 2014, being HK\$1.75 per Share; and
- (d) a premium of approximately 349.06% to the latest net asset value per Share of HK\$0.53 as at 30 June 2014 (based on the unaudited net assets of the Group as of 30 June 2014 published on the Stock Exchange's website and the number of issued Shares as at the date of this announcement).

The subscription rights attaching to the Warrants shall only be exercisable for so long as the public float of at least 25 per cent of the issued share capital of the Company as enlarged by the issue of the Warrant Shares can be maintained.

## **Transferability**

Subject to the compliance with the relevant laws and regulations, the Warrants are freely transferable to any other person in whole or in part of provided that no transfer shall be made to (1) a connected person (as defined in Chapter 14A of the Listing Rules) of the Company; or (2) a person who directly or indirectly, together or individually will be interested in 10% or more of the subscription rights of the Warrants or the Warrant Shares. No consent of the Company is required for the foregoing permitted transfer.

## **Ranking of the Warrant Shares**

All Warrants Shares to be allotted and issued will rank *pari passu* with the fully paid Shares in issue on the relevant Exercise Date.

## **Voting**

None of the Warranholders will be entitled to attend or vote at any general meetings of the Company by reason only of it being a Warranholder.

## **Listing**

No application will be made for a listing of the Warrants on the Stock Exchange or any other stock exchange. Application will be made by the Company to the Stock Exchange for the granting of the listing of, and the permission to deal in, the Warrant Shares.

The Warrant Shares will be allotted and issued pursuant to the 2014 General Mandate. The maximum number of new Shares which can be issued under the 2014 General Mandate is 165,320,000 new Shares. Immediate prior to entering into the Placing Agreement, no Shares had been issued pursuant to the 2014 General Mandate. Assuming there is no further allotment and issue or repurchase of Shares except for the allotment and issue of the Placing Shares and there is no adjustment to the Exercise Price, upon the full exercise of the subscription rights attaching to the Warrants, 20,000,000 Warrant Shares will be issued. The proposed issue of the Warrants Shares together with the Placing Shares under the Placing Agreement is therefore within the 2014 General Mandate and the issue of the Placing Shares and Warrant Shares is not subject to any Shareholders' approval. The allotment and issue of the Placing Shares and the Warrants Shares upon exercise in full of the subscription rights as attached to the Warrants will utilise approximately 12.40% of the 2014 General Mandate.

## CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately following the allotment and issue of the Placing Shares (assuming that there is no other change in the shareholding structure of the Company immediately after the date of this announcement and before the allotment and issue of the Placing Shares); and (iii) after the allotment and issue of the Placing Shares and immediately following the full exercise of the subscription rights attached to the Warrants based on the Exercise Price of HK\$2.38 (assuming that there is no other change in the shareholding structure of the Company immediately before the allotment and issue of the Warrant Shares upon full exercise of the subscription rights attached to the Warrants), will be as follows:

Shareholders	As at the date of this announcement		Immediately after the allotment and issue of the Placing Shares and before any of the Warrant Share is issued (assuming that there is no other change in the shareholding structure of the Company after the date of this announcement and before the allotment and issue of the Placing Shares)		After the allotment and issue of the Placing Shares and immediately following the full exercise of the subscription rights attached to the Warrants (assuming that there is no other change in the shareholding structure of the Company immediately before the allotment and issue of the Warrant Shares) to the subscribers	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
<b>Directors</b>						
Li Pui Leung	500,670,000 <i>(Note 1)</i>	60.57%	500,670,000	60.53%	500,670,000	59.10%
Yung Kin Cheung Michael	53,760,000 <i>(Note 2)</i>	6.50%	53,760,000	6.50%	53,760,000	6.35%
Lee Leung Yiu	51,840,000 <i>(Note 3)</i>	6.27%	51,840,000	6.27%	51,840,000	6.12%
<b>Public Shareholders</b>						
Placees	1,182,000 <i>(Note 4)</i>	0.14%	1,682,000	0.20%	21,682,000	2.56%
Other public Shareholders	<u>219,148,000</u>	<u>26.51%</u>	<u>219,148,000</u>	<u>26.50%</u>	<u>219,148,000</u>	<u>25.87%</u>
	<u>826,600,000</u>	<u>100%</u>	<u>827,100,000</u>	<u>100%</u>	<u>847,100,000</u>	<u>100%</u>

### Notes:

- These Shares were held by Eastern Mix Company Limited as to 414,270,000 Shares and by Lead Smart Development Limited as to 86,400,000 Shares. The issued share capital of Eastern Mix Company Limited is owned as to 45%, 28% and 27% by Mr. Li Pui Leung, Mr. Yung Kin Cheung Michael and Mr. Lee Leung Yiu, respectively. Lead Smart Development Limited is wholly owned and controlled by Mr. Li Pui Leung.
- These Shares were held by Cheer Union Development Ltd, a corporation wholly owned and controlled by Mr. Yung Kin Cheung Michael.
- These Shares were held by Normal Times International Limited, a corporation wholly owned and controlled by Mr. Lee Leung Yiu.
- These Shares were held by Asian Equity Special Opportunities Portfolio Master Fund Limited.



## FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

Set out below are the equity fund raising activities conducted by the Company in the past twelve months immediately preceding the date of this announcement:

Date of announcement	Event	Net proceeds intended to be raised	Intended use of proceeds	Actual use of proceeds/intended use of any amount not yet utilised
19 December 2013 and 15 January 2014	Global Offering and over-allotment	HK\$235.6 million from Global Offering and HK\$32.4 million from the exercise of the over-allotment option under the Global Offering	<p>(a) approximately 72% of the net proceeds to be used for capacity expansion and related investments;</p> <p>(b) approximately 11% of the net proceeds will be used for strategic acquisitions of other mold fabricators;</p> <p>(c) approximately 8% of the net proceeds to be used for research and development, advanced production processes, new production techniques, automation of production processes and secondary development mold design software; and</p> <p>(d) approximately 9% of the net proceeds to be used for working capital and other general corporate purposes.</p>	<p>approximately HK\$92.9 million was used for capacity expansion and related investment</p> <p>approximately HK\$16.4 million was used for strategic acquisition of mold fabricators</p>

For details information, please refer to the Prospectus.

Save as and except for the above, the Company had not conducted any other equity fund raising activities in the past twelve months immediately preceding the date of this announcement.

## **REASON FOR THE ENTERING INTO THE PLACING AGREEMENT AND USE OF PROCEEDS**

The Company was incorporated in the Cayman Islands with limited liability. The Company is an investment holding company and its subsidiaries are principally engaged in the design and fabrication of plastic injection molds and the mechanical design and manufacturing of plastic components employing the plastic injection molds it fabricates.

The estimated net proceeds of the allotment and issue of the Placing Shares (with a net subscription price of approximately HK\$1.3 per Placing Share) and the issue of the Warrants (after deduction of commissions, professional fees and other administrative expenses) will be approximately HK\$850,000 (of which HK\$650,000 for the allotment and issue of the Placing Shares and HK\$200,000 for the issue of the Warrants). The Company intends to apply the proceeds from the allotment and issue of the Placing Shares and the subscription of the warrants as general working capital of the Group.

Assuming exercise in full of the subscription rights attaching to the Warrants based on the initial Exercise Price of HK\$2.38, the gross proceeds and net proceeds (with the net Exercise Price of HK\$2.32 per Warrant Share) from the issue of the Warrant Shares will be HK\$47,600,000 and HK\$46,400,000 respectively. The Company intends to apply the proceeds from the allotment and issue of the Placing Shares and any Warrant Shares as general working capital of the Group.

The Directors are of the view that the allotment and issue of both the Placing Shares and the Warrant Shares offer a good opportunity to raise additional capital for the Company and to strengthen the financial position of the Company. Accordingly, the Directors consider that (i) the entering into of the Placing Agreement and the transactions contemplated thereunder and the issue of the Placing Shares and the Warrant Shares are in the interests of the Company and the Shareholders as a whole; and (ii) all the relevant terms of the Placing Agreement and the issue of Warrants are fair and reasonable.

**Shareholders and potential investors should note that completion of the Placing is subject to the satisfaction of certain conditions as set out above under the paragraph headed “Conditions precedent” of the section headed “The Placing Agreement”. As the transactions contemplated by the Placing Agreement may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares, and if they are in doubt about their position, they should consult their professional advisers.**

## **DEFINITION**

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

“2014 General Mandate”	the general mandate granted by the Shareholders to the Directors in the annual general meeting of the Company held on 6 June 2014 to allot and issue up to an aggregate of 165,320,000 Shares
“Board”	the board of Directors

“Business Day(s)”	a day on which commercial banks in Hong Kong are generally open for business other than Saturday and Sunday or a public holiday, or a day on which commercial banks do not open for business owing to a tropical warning signal number 8 or a “black” rainstorm warning signal being in force in Hong Kong
“Completion Date”	within two Business Days following the satisfaction of the Conditions or such other date as the Company and the Placing Agent shall agree
“Company”	TK Group (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability and its issued Shares are listed on the main board of the Stock Exchange
“Condition(s)”	the conditions precedent set out in the Placing Agreement
“Director(s)”	director(s) of the Company
“Exercise Date”	in relation to any Warrant, the close of business on any Business Day falling during the Warrants Exercise Period on which any of the subscription rights represented by such Warrant are duly exercised by a Warrantholder provided that if such rights are exercised during a period when the register of holders of Shares is closed, the Exercise Date shall be the next following Business Day on which the register of holders of Shares is open
“Exercise Price”	the sum payable in respect of each Warrant Share to which the registered holder of each Warrant will be entitled upon exercise of the subscription rights represented thereby
“Global Offering”	the global offering of 200,000,000 Shares (subject to over-allotment options) in the main board of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Parties”	third parties independent of and not connected with the Company and its connected persons
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time

“Placee(s)”	Asian Equity Special Opportunities Portfolio Master Fund Limited and Asian Opportunities Absolute Return Fund Limited
“Placing”	the offer by way of a placing of the Placing Shares and the Placing Warrants procured by the Placing Agent to the placees for the same on the terms and subject to the conditions set out in the Placing Agreement
“Placing Agent”	UOB Kay Hian (Hong Kong) Limited, a licensed corporation to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing Agreement”	the placing agreement dated 12 November 2014 entered into between the Company and the Placing Agent in relation to the placing of the Placing Shares and the Warrants
“Placing Shares”	500,000 new Shares to be allotted and issued by the Company to the Placee(s) pursuant to the Placing Agreement
“PRC”	the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Prospectus”	the prospectus of the Company dated 11 December 2013 in relation to the Global Offering
“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trading Day(s)”	any day (other than a Saturday or Sunday) on which the Stock Exchange is open for dealing business, provided that if the Stock Exchange is closed for part of such day, or if no closing price in respect of the relevant Shares is reported or published by or derived from Bloomberg (or its successor) for one or more consecutive dealing days or no Shares have been traded on such dealing day(s), such day or days will be disregarded in any relevant calculation and will be deemed not have existed when ascertaining any period of dealing days

“Warrant(s)”	unlisted warrant(s) issued by the Company in registered form conferring subscription rights entitling the Warrantholder(s) to subscribe for Warrant Shares at the Exercise Price (subject to adjustment)
“Warrants Exercise Period”	the period commencing on the Completion Date and ending at 5:00 p.m. (Hong Kong Time) on the earlier of: (1) the date on which all the rights of the Warrantholders to subscribe for Warrant Shares have been exercised or lapsed in full, and (2) the second anniversary of the date of the issue of the Warrants
“Warrant Instrument”	the instrument constituting the Warrants to be executed by the Company on the Completion Date
“Warrant Share(s)”	new Shares to be allotted and issued by the Company upon exercise of the subscription rights attaching to the Warrant(s) by the Warrantholder(s)
“Warrantholder(s)”	in relation to any Warrant(s), the person or persons who is or are for the time being registered on the register maintained by the Company as the holder or joint holders of the Warrant(s)
“%”	per cent.

By Order of the Board of  
**TK Group (Holding) Limited**  
**Li Pui Leung**  
*Chairman*

Hong Kong, 12 November 2014

*As at the date of this announcement, the executive Directors are Mr. Li Pui Leung, Mr. Yung Kin Cheung Michael, Mr. Lee Leung Yiu and Mr. Cheung Fong Wa; and the independent non-executive Directors are Dr. Chung Chi Ping Roy, Mr. Ho Kenneth Kai Chung and Mr. Tsang Wah Kwong.*