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达飞控股
Dafy Holdings

Dafy Holdings Limited
達飛控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1826)

COMPLETION OF PLACING OF CONVERTIBLE BONDS UNDER GENERAL MANDATE

Placing Agent

南華金融集團
South China Financial

South China Securities Limited

Reference is made to the announcements of Dafy Holdings Limited (the "**Company**") dated 1 August 2019 and 21 August 2019 in relation to, among other things, placing of the Convertible Bonds under General Mandate by the Company (the "**Announcements**"). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF PLACING OF CONVERTIBLE BONDS

The Board is pleased to announce that all the conditions precedent to Completion as set out in the Placing Agreement have been fulfilled and Completion took place on 30 August 2019 in accordance with the terms and conditions of the Placing Agreement. Under the Placing, Convertible Bonds with an aggregate principal amount of HK$80,000,000 have been successfully placed to one placee, namely Pop Reach Limited, a company incorporated in the British Virgin Islands with limited liability (the "**Placee**"), which is legally and beneficially wholly-owned by Ms Yeung So Lai ("**Ms Yeung**"). To the best of the knowledge, information and belief of the Board, Ms Yeung is the chairman and executive director as well as a controlling shareholder (as defined in the Listing Rules) of Superactive Group Company Limited, the shares of which are listed on the main board of the Stock Exchange (stock code: 176), since 25 January 2017. She was also the executive director and chief executive officer of Imperium Group Global Holdings Limited (formerly known as JF Household Furnishings Limited) (stock code: 0776), the shares of which are listed on the main board of the Stock Exchange, from 21 September 2012 to 31 July 2016, and the executive director of Suncity Group Holdings Limited (formerly known as Sun Century Group Limited and Hong Long Holdings Limited) (stock code: 1383), a company listed on the main board of the Stock Exchange, from 2 September 2011 to 31 March 2017.

To the best of the knowledge, information and belief of the Board having made all reasonable enquiries, the Placee, Ms Yeung and her close associates are Independent Third Parties and not connected with the Company, and none of them hold any Shares in the Company. The Placee would not become a substantial shareholder (as defined in the Listing Rules) of the Company as a result of the Placing of the Convertible Bonds subscribed by it on a fully converted basis as at the date Completion.

Based on the Conversion Price of HK$0.8 per Conversion Share (which is subject to adjustments), 100,000,000 Conversion Shares will be allotted and issued by the Company upon exercise in full of the conversion rights attaching to the Convertible Bonds successfully placed, representing approximately 7.51% of the issued share capital of the Company as enlarged by the issue of such Conversion Shares (assuming there is no other change in the issued share capital of the Company between the date of this announcement and the full conversion of such Convertible Bonds).

The net proceeds (after deducing relevant expenses) from the Placing will be approximately HK$77.6 million, the Directors intend to apply (i) as to approximately HK$52.355 million for full repayment of the unsecured and interest-free loan payable to Gentle Soar Limited, a controlling shareholder of the Company; (ii) as to approximately HK$17.545 million in financing the potential future acquisition(s) and for business development; and (iii) as to approximately HK$7.7 million as general working capital of the Group.

EFFECT ON SHAREHOLDING STRUCTURE

The table below sets out, for the purpose of illustration only, the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately upon full conversion of the Convertible Bonds (assuming there is no other change in the issued share capital of the Company between the date of this announcement and the full conversion of the Convertible Bonds):

	As at the date of this announcement		**Immediately upon full conversion of the Convertible Bonds at the initial Conversion Price**	
	No. of Shares	*Approximate %*	*No. of Shares*	*Approximate %*
Shareholders				
Gentle Soar Limited *(Note 1)*	862,400,000	70.00	862,400,000	64.74
Masterveyor Holdings Limited *(Note 2)*	61,600,000	5.00	61,600,000	4.63
Public Shareholders				
The Placee	—	—	100,000,000	7.51
Other Shareholders	308,000,000	25.00	308,000,000	23.12
Total:	1,232,000,000	100.0	1,332,000,000	100.0

Note:

1. Mr Gao Yunhong beneficially owns the entire issued share capital of Gentle Soar Limited and is deemed, or taken to be, interested in all the shares of the Company held by Gentle Soar Limited for the purposes of the SFO. Mr Gao Yunhong was appointed as an executive Director on 5 January 2018 and is the chairman of the Board.

2. Mr Ng Kin Siu beneficially owns the entire issued share capital of Masterveyor Holdings Limited and is deemed, or taken to be, interested in all the shares of the Company held by Masterveyor Holdings Limited for the purposes of the SFO. Mr Ng Kin Siu is an executive Director and chief executive officer of the Company.

By order of the Board
Dafy Holdings Limited
Ng Kin Siu
Chief Executive Officer and executive Director

Hong Kong, 30 August 2019

As at the date of this announcement, the executive Directors are Mr Gao Yunhong, Ms Feng Xuelian, Mr Lu Xin and Mr Ng Kin Siu; and the independent non-executive Directors are Mr Chan Yuk Sang, Mr Wan Chi Wai Anthony and Mr Lau Kwok Fai Patrick.