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eprint GROUP LIMITED

eprint 集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1884)

**COMPLETION OF PLACING
OF EXISTING SHARES
AND
TOP-UP SUBSCRIPTION OF NEW SHARES
UNDER GENERAL MANDATE**

Placing Agent

Convoy Investment Services Limited

康宏証券投資服務有限公司

Reference is made to the announcements of eprint Group Limited (the “Company”) dated 29 and 30 July 2015 (the “Announcements”) in relation to, among others, the placing of existing shares and top up subscription of new shares under general mandate. Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

The Board is pleased to announce that all the conditions precedent set out in the Placing Agreement as supplemented by a supplemental agreement dated 30 July 2015 have been fulfilled and the Placing was completed on 4 August 2015 in accordance with its terms and conditions. An aggregate of 50,000,000 Placing Shares were successfully placed by the Placing Agent to not less than six Placees at HK\$1.122 per Placing Share.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placees and their ultimate beneficial owner(s) are Independent Third Parties. None of the Placees and their respective associates becomes a substantial shareholder (as defined under the Listing Rules) of the Company upon completion of the Placing.

The Board further announce that all the conditions precedent set out in the Subscription Agreement as supplemented by a supplemental agreement dated 30 July 2015 have been fulfilled and the Subscription was completed on 10 August 2015 in accordance with its terms and conditions. An aggregate of 50,000,000 Subscription Shares were allotted and issued to the Subscriber at the Subscription Price of HK\$1.122 per Subscription Share.

The net proceeds from the Subscription will amount to approximately HK\$52.50 million, which is intended to be used for general working capital and business development of the Group.

EFFECTS ON SHAREHOLDING STRUCTURE

The shareholding structure of the Company upon completion of the Placing and the Subscription are set out as below:

	Immediately before completion of the Placing		Immediately after completion of the Placing but before completion of the Subscription		Immediately after completion of the Subscription	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
The Subscriber (Note 1)	292,500,000	58.50	242,500,000	48.50	313,125,000	56.93
<i>Directors</i>						
Mr. She Siu Kee	4,462,500	0.89	4,462,500	0.89	0	-
Mr. Chong Cheuk Ki	4,462,500	0.89	4,462,500	0.89	0	-
Mr. Lam Shing Kai	4,462,500	0.89	4,462,500	0.89	0	-
Mr. Leung Wai Ming	4,462,500	0.89	4,462,500	0.89	0	-
<i>Former Director</i>						
Mr. Leung Yat Pang	2,775,000	0.56	2,775,000	0.56	0	-
Hong Kong Luck Investment Company Limited (Note 2)	61,875,000	12.38	61,875,000	12.38	61,875,000	11.25
The Placees	-	-	50,000,000	10.00	50,000,000	9.09
Other public shareholders	125,000,000	25.00	125,000,000	25.00	125,000,000	22.73
Total	500,000,000	100.00	500,000,000	100.00	550,000,000	100.00

Notes:

1. The Subscriber is held as to 21.62%, 21.62%, 21.62%, 21.62% and 13.52% by Mr. She Siu Kee William, Mr. Chong Cheuk Ki, Mr. Lam Shing Kai, Mr. Leung Wai Ming and Mr. Leung Yat Pang (collectively, the “Concerted Shareholders”) respectively. Pursuant to a deed of confirmation dated 2 July 2013 and entered into by them confirming the existence of their acting in concert arrangement, each of them has agreed to jointly control their respective interests in the Company. Accordingly, the Subscriber shall be accustomed to act in accordance with joint instructions of the Concerted Shareholders. Hence, each of the Concerted Shareholders is deemed to be interested in all the Shares held by the Subscriber by virtue of the SFO.
2. These 61,875,000 shares are held by Hong Kong Luck Investment Company Limited, which is a wholly-owned subsidiary of Shantou Dongfeng Printing Co. Ltd (“Shantou Dongfeng”), an A share company listed on the main board of the Shanghai Stock Exchange. Shantou Dongfeng is 54.40% held by Hong Kong Tung Fung Investment Company Limited which is owned as to 34% by Mr. Huang Xiaopeng, 33% by Mr. Huang Xiaojia and 33% by Mr. Huang Bingwen. Under the SFO, each of Shantou Dongfeng, Hong Kong Tung Fung Investment Company Limited, Mr. Huang Xiaopeng, Mr. Huang Xiaojia and Mr. Huang Bingwen is taken to be interested in the same number of Shares in which Hong Kong Luck Investment Company Limited is interested.

By Order of the Board
eprint Group Limited
Fung Hong Keung
Executive Director and Company Secretary

Hong Kong, 10 August 2015

As at the date of this announcement, the executive Directors are Mr. She Siu Kee William and Mr. Fung Hong Keung; the non-executive Directors are Mr. Lam Shing Kai, Mr. Leung Wai Ming, Mr. Chong Cheuk Ki and Mr. Deng Xiaen; and the independent non-executive Directors are Dr. Lung Cheuk Wah, Mr. Chi Man Shing Stephen and Ms. Luk Mei Yan.