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Silver Base Group Holdings Limited

銀基集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 886)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that the Placing was completed on 7 August 2015 in accordance with terms and conditions of the Placing Agreement in which an aggregate of 166,000,000 Placing Shares have been successfully placed to no fewer than six Placees, who and whose ultimate beneficial owners are third parties independent of and not connected with the Company, its directors, chief executive and substantial shareholders and/or any subsidiary of the Company, or any of their respective associates (as defined in the Listing Rules), at the Placing Price of HK\$1.31 per Placing Share.

Reference is made to the announcement dated 27 July 2015 of Silver Base Group Holdings Limited (the “**Company**”) in relation to the placing of new shares under the general mandate of the Company (the “**Announcement**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

COMPLETION OF THE PLACING

The Board is pleased to announce that all the conditions set out in the Placing Agreement have been fulfilled and the Placing was completed on 7 August 2015. An aggregate of 166,000,000 Placing Shares, representing approximately 10.96% of the total issued shares of the Company immediately after completion of the Placing, have been successfully placed to no fewer than six Placees who and whose ultimate beneficial owners are third parties independent of and not connected with the Company, its directors, chief executive and substantial shareholders and/or any subsidiary of the Company, or any of their respective associates (as defined in the Listing Rules), at the Placing Price of HK\$1.31 per Placing Share. Also, none of the Placees has become a substantial shareholder (as defined in the Listing Rules) of the Company as a result of the Placing.

SHAREHOLDING STRUCTURE

The shareholding structure of the Company immediately before and after completion of the Placing is as follows:

Name of Shareholders	Shareholding immediately before completion of the Placing		Shareholding immediately after completion of the Placing	
	Number of Shares	% of Shareholding (approximate)	Number of Shares	% of Shareholding (approximate)
Yinji Investments Limited (<i>Note 1</i>)	480,212,500	35.59%	480,212,500	31.69%
Keen Pearl Limited (<i>Note 2</i>)	183,930,000	13.63%	183,930,000	12.14%
Atlantis Capital Holdings Limited and Riverwood Asset Management (Cayman) Limited (<i>Note 3</i>)	162,000,000	12.01%	162,000,000	10.69%
Public	523,063,497	38.77%	523,063,497	34.52%
Placees	–	0.00%	166,000,000	10.96%
TOTAL	1,349,205,997	100.00%	1,515,205,997	100.00%

Notes:

- (1) The entire issued share capital of Yinji Investments Limited is beneficially owned by Grand Base Holdings Limited, a company incorporated in the British Virgin Islands and indirectly owned by a discretionary trust, the beneficiaries of which are Mr. Liang Guoxing (“**Mr. Liang**”), Ms. Luo Li (the spouse of Mr. Liang) and Miss Liang Gia Li Melody (the daughter of Mr. Liang). HSBC International Trustee Limited is deemed to be interested in the Shares in the capacity of a trustee of the discretionary trust as aforementioned.
- (2) Keen Pearl Limited is a company incorporated in the British Virgin Islands and the entire issued share capital of which is owned by Mr. Liang.
- (3) Atlantis Capital Holdings Limited and Riverwood Asset Management (Cayman) Limited, the entire issued share capital of which are owned by Ms. Liu Yang, are deemed to be interested in 162,000,000 Shares in the capacity of investment manager by virtue of Divisions 2 and 3 of Part XV of the SFO.

USE OF PROCEEDS

The net proceeds to be received by the Company, after deduction of all costs and expenses, will be approximately HK\$212 million. Based on such estimated net proceeds, the net Placing Price per Placing Share is approximately HK\$1.28. Such proceeds are intended to be used for future business development (which include expansion of distribution network, development of new products, enhancement of marketing and promotion efforts, etc.), repayment of bank loans, and general working capital purposes. As at the date of this announcement, no specific target of investment or acquisition has been identified by the management of the Group.

By order of the Board
Silver Base Group Holdings Limited
Liang Guoxing
Chairman

Hong Kong, 7 August 2015

As at the date of this announcement, the Board comprises Mr. Liang Guoxing (Chairman), Mr. Wang Jindong and Ms. Cheung Mei Sze as executive Directors; Mr. Wu Jie Si, Mr. Chen Sing Hung Johnny and Mr. Joseph Marian Laurence Ozorio as non-executive Directors; and Mr. Hung Sui Kwan, Mr. Ma Lishan and Mr. Lee Kwok Keung Edward as independent non-executive Directors.