

Hong Kong Exchanges and Clearing 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.



GAMMA LOGISTICS CORPORATION

伽瑪物流集團*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8310)

PROFIT WARNING

This announcement is made by Gamma Logistics Corporation (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the “**SFO**”). References are made to the Company’s announcements dated 14 October 2014, 13 November 2014, 12 December 2014 and 13 January 2015 (the “**Possible Transaction Announcements**”) regarding the Possible Transaction, and the Company’s announcement (the “**3Q Profit Warning Announcement**”, together with the Possible Transaction Announcements are collectively referred to as the “**Announcements**”) dated 22 October 2014 in relation to the profit warning statements made by the Company for the nine months ended 30 September 2014. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Company’s announcement dated 13 January 2015.

Further to the 3Q Profit Warning Announcement, the board (the “**Board**”) of directors (the “**Directors**”) of the Company would like to inform the shareholders (the “**Shareholders**”) and potential investors of the Company that, based on the information currently available and the preliminary assessment of the unaudited consolidated financial statements of the Group for the year ended 31 December 2014 (“**FY2014**”), it is expected that the Group will record a consolidated loss attributable to equity holders of the Company of approximately HK\$20 million as compared to a consolidated profit attributable to equity holders of the Company of approximately HK\$10 million for year ended 31 December 2013 (“**FY2014 Profit Warning Statement**”).

The loss for FY2014 was mainly due to the significant decline in revenue and gross profit margin of the Group’s integrated logistics freight services for FY2014, as compared with those for the corresponding year ended 31 December 2013.

** For identification purpose only*

The Company is in the process of finalising the annual results of the Group for FY2014 and such results are subject to audit by the Company's auditors. The information contained in this announcement is only based on a preliminary assessment by the management of the Company based on the information currently available and such information has not been reviewed by the audit committee of the Board, and is subject to any adjustments if necessary. The annual results of the Group for FY2014 are expected to be published by no later than 31 March 2015.

With the publication of the Company's announcement dated 14 October 2014, the offer period has commenced since 14 October 2014. Pursuant to Rule 10 of the Takeovers Code, the FY2014 Profit Warning Statement constitutes a profit forecast and must be reported on by the Company's financial adviser and auditors or consultant accountants (the "**Profit Forecast Reports**") under Rule 10.4 of the Takeovers Code. As at the date of this announcement, the Company has not engaged any financial adviser and auditors or consultant accountants for the purpose of the Profit Forecast Reports. Taking into account (i) the Company's auditors are in the process of finalising the audit of the annual results of the Company for FY2014; (ii) the practical difficulties to include the Profit Forecast Reports in this announcement in terms of the additional time required for engaging the financial adviser and auditors or consultant accountants and for their preparation of the Profit Forecast Reports; and (iii) the requirements of timely disclosure of the inside information under Rule 17.10(2) of the GEM Listing Rules and Part XIVA of the SFO, the Profit Forecast Reports have not been prepared as required under Rule 10 of the Takeovers Code. The Profit Forecast Reports are expected to be contained in the relevant circular in relation to the Possible Transaction, if materialises, to be despatched to the Shareholders under the Takeovers Code (the "**Circular**"), if the Company has not yet made its annual results announcement for FY2014 at the time when the Circular is despatched.

The Company would like to draw the attention of the Shareholders and potential investors that the FY2014 Profit Warning Statement does not meet the standard required by Rule 10 of the Takeovers Code. Shareholders and potential investors should exercise caution in placing reliance on the FY2014 Profit Warning Statement in assessing the merits and demerits of the Possible Transaction as disclosed in the Announcements and/or when dealing in the Shares.

There is no assurance that the Possible Transaction will materialise or eventually be consummated and the relevant discussions may or may not lead to a general offer under Rule 26.1 of Takeovers Code. Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).

By order of the Board
Gamma Logistics Corporation
Lo Wong Fung
Chairman

Hong Kong, 19 January 2015

As at the date of this announcement, the Board comprises the following members:

<i>Executive Directors</i>	<i>Non-executive Director</i>	<i>Independent Non-executive Directors</i>
Mr. Lo Wong Fung (Chairman) Mr. Lo Ka Man Mr. Yang Yue Xia Mr. Jiang Tan Shan	Mr. Ho Chi Ho	Mr. Luk Chi Shing Mr. Zhang Fangmao Mr. Wang Zongbo

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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.

The Directors jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for a minimum period of 7 days from the date of its publication and on the Company’s website at www.gamma-corporation.com.