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天順證券集團有限公司*
SKYWAY SECURITIES GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

(Warrant Code: 1153)

**UPDATE ON THE NUMBER OF RELEVANT SECURITIES OF
THE COMPANY PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE**

This announcement is made by Skyway Securities Group Limited (the “**Company**”) pursuant to Rule 3.8 of The Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to the announcement of the Company dated 16 December 2016 in relation to the MOU regarding the Possible Transfer and the Possible Subscription and possible mandatory offer (the “**Announcement**”). Unless otherwise stated, capitalised terms used herein shall bear the same meanings as defined in the Announcement.

UPDATE ON THE NUMBER OF RELEVANT SECURITIES

The Board announces that on 13 February 2017 (after trading hours), 282,727,396 new Shares (the “**New Shares**”) were allotted and issued by the Company pursuant to the exercise of 282,727,396 Warrants in accordance with the terms of the Warrants.

The subscription rights attaching to the Warrants has expired at 4:00 p.m. (Hong Kong time) as at the date of this announcement as disclosed in the announcement of the Company dated 4 January 2017. Thereafter, any Warrants which have not been exercised by 4:00 p.m. as at the date of this announcement has lapsed and certificates of the Warrants would cease to be valid for any purpose. Before 4:00 p.m. as at the date of this announcement, the Company has received subscription forms for the exercise of an additional 144,414,191 Warrants by the Warrantholders and hence an additional 144,414,191 new Shares (the “**Additional Shares**”) will be allotted and issued by the Company after the date of this announcement.

* *For identification purpose only*

As at the date of this announcement and immediately after the allotment and issue of the New Shares as described above, the Company has 17,678,745,538 Shares in issue, 1,005,598,000 outstanding Options entitling the holders thereof to subscriber for 1,005,598,000 Shares. Upon the issue and allotment of the Additional Shares, the Company will have 17,823,159,729 Shares in issue. Save as disclosed above, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in issue as at the date of this announcement.

The associates (as defined in the Takeovers Code, including but not limited to any person holding 5% or more of a class of relevant securities of the Company) of the Company and the Subscriber as well as its associates (as defined in the Takeovers Code) are hereby reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

By Order of the Board
Skyway Securities Group Limited
Lin Yuehe
Chairlady

Hong Kong, 13 February 2017

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

Executive Directors:

Ms. Lin Yuehe (*Chairlady*)
Mr. Wang Haixiong (*Chief Executive Officer*)

Independent Non-executive Directors:

Mr. Chan Kwan Pak
Mr. Siu Gee Tai
Mr. Siu Siu Ling Robert

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquires, 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 contained in this announcement misleading.